

## CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “Board”) has adopted, and will periodically review and revise, these Corporate Governance Guidelines to serve the best interests of United Community Banks, Inc. (the “Company”) and its shareholders. The principles herein are guidelines within which the Board may conduct its business and are not intended to be legally binding obligations. The Board, in the exercise of its discretion, may deviate from these Guidelines from time to time as it deems appropriate. References to specific statutes, rules or regulations contained in these Guidelines include any successor or replacement provision, and all of the provisions of these Guidelines shall be interpreted in the context of all applicable laws and regulations and our governing documents.

### I. Role and Responsibilities of the Board

The basic role of the Board is to protect shareholder interests by understanding and overseeing the Company’s long-term, central strategies; understanding the issues, forces and risks that define the Company’s business; overseeing management’s performance; and promoting law-abiding and ethical behavior by the Company’s employees. The Board is legally responsible for the oversight of management of the Company’s business and its affairs in order to protect and enhance the assets of the Company in the interest of all shareholders. To fulfill this role, directors are expected to exercise their business judgment in good faith and to act with loyalty and in what they each reasonably believe to be the best interests of the Company and its shareholders, to regularly attend Board and applicable committee meetings, and to review in advance of meetings the materials provided by management. When appropriate and permitted by applicable law, the Board may also consider the interests of other stakeholders of the Company, including employees, customers, suppliers, and the communities served by the Company.

(a) Board Committees. The purpose of Board committees is to assist the Board in effectively and efficiently fulfilling its responsibilities, although the committees do not displace the oversight responsibilities of the Board as a whole. Committees will report the results of their significant activities to the full Board or make recommendations to the full Board as appropriate.

The Board has established five standing Committees. The Nominating and Corporate Governance Committee will regularly review the Board’s committee structure and make recommendations to the full Board as needed. Each Committee will have a written charter approved by the Board in compliance with applicable listing standards, laws and regulations. The Board may add, eliminate, and change any such charter or composition of any Committee at any time, except to the extent that such a change would violate the Company’s Articles of Incorporation, Bylaws, or the applicable listing standards, laws or regulations. The five standing Committees are as follows:

- Audit
- Talent and Compensation
- Executive
- Nominating and Corporate Governance
- Risk

The Board may combine or consolidate any two or more standing committees, other than the Audit Committee, to the extent allowed by applicable rules and regulations. The Board will appoint committee members and may designate committee chairpersons. If committee chairpersons are not designated by the Board, they shall be designated by the committee’s membership.

In compliance with applicable listing standards, laws and regulations, the Audit, Talent and Compensation, and Nominating and Corporate Governance Committees each shall have not fewer than three members consisting entirely of independent members of the Board.

The means of carrying out the responsibilities of each of the Committees of the Board will be determined by reference to the Committee’s charter, the authority delegated by the Board to the Committee, and legal, regulatory, accounting or governance principles applicable to that Committee’s function.

The Chairperson of each Committee will, after consultation with appropriate members of Company management, determine the agenda for each meeting of the Committee. The Board Chairperson, Lead Director and other Committee members may also suggest the inclusion of items on a committee agenda. Committees will generally report to the Board at the next regularly scheduled Board meeting following a committee meeting.

(b) Board Compensation. The Board shall determine, upon Talent and Compensation Committee recommendation, the form and amount of director compensation to ensure fair pay for time and effort and based on general principles which shall be set forth in the Talent and Compensation Committee's charter and periodically re-evaluated by the Talent and Compensation Committee. In making its recommendations to the full Board concerning the compensation of Board members, the Talent and Compensation Committee may engage an outside compensation consultant and should consider the following goals:

- Board members should be fairly compensated for the work involved in overseeing the management of a company the size and scope of the Company.
- Board member compensation should be competitive with director compensation at other U.S. companies similar in size and scope to the Company.
- Board member compensation should align Board members' interests with the long-term interests of the Company's shareholders, including through payment of a portion of Board compensation in equity.

Employee directors shall not receive any additional compensation for their service as directors.

(c) Management Succession Planning. The Board shall coordinate with the CEO to ensure that a formalized process governs long-term management development and succession, including succession in the event of an emergency or the CEO's retirement. The Board shall review the succession plan at least annually, which plan shall identify internal candidates when appropriate.

(d) CEO Evaluation. The Talent and Compensation Committee shall annually evaluate the CEO's performance against previously-established corporate goals and objectives related to compensation and shall report thereon to the Board. The Talent and Compensation Committee, or the Talent and Compensation Committee along with the Chairperson of the Board, Lead Director or all of the independent directors, may evaluate the CEO versus any previously established individual goals.

(e) Interactions with Third Parties. The proceedings and deliberations of the Board and its committees are confidential. Each director shall maintain the confidentiality of information received in connection with his or her service as a director. In addition, to minimize legal exposure and to ensure consistent and accurate public information flow, only appropriate members of management generally should speak for the Company. Communications with the public, the press, customers, securities analysts and investors should typically flow through, and be coordinated by, the CEO or those designated in applicable Company policies. The CEO may request Board members to speak with third parties for legitimate business purposes.

## **II. Board and Committee Member Qualifications**

(a) Size. While the Board's size is set in the Bylaws to be in a range of 8 to 14 directors, the preference is to maintain a smaller Board for the sake of efficiency. A substantial majority of directors will be independent directors under New York Stock Exchange independence standards.

(b) Independence. A majority of Board members and all members of the Audit Committee, Talent and Compensation Committee and Nominating and Corporate Governance Committee must be independent directors (as determined in accordance with applicable listing standards or any other applicable law, rule or regulation). In addition, members of the Audit Committee and the Talent and Compensation Committee must meet the requirements set forth below in II.(c) and II.(d), as applicable, and any additional requirements that may be set forth in the applicable committee's charter. Members of other Board committees must meet any qualification requirements as may be set forth in the committee's charter. The Board will review annually the relationships that each director has with the Company (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company), and only those directors who the Board affirmatively determines have no material relationship with the Company will be considered

independent. The Company will disclose these determinations with respect to independence in its annual Securities and Exchange Commission filings.

*Non-employee directors are expected to promptly inform the General Counsel of any anticipated changes in their circumstances or relationships that may affect their designation as an independent director or their qualification to serve on a Board committee, so that Board review can be facilitated.*

(c) Audit Committee Membership Requirements. In addition to being an independent director, each Audit Committee member also must meet the requirements of Rule 10A-3 promulgated under the Securities Exchange Act of 1934; specifically, such members may not, other than in the director's capacity as a member of the Audit Committee, the Board or any other committee of the Board:

- directly or indirectly accept any consulting, advisory or other compensatory fee from us or our subsidiaries, other than: (i) fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with us that is not contingent in any way on continued service, and (ii) compensation for service as a Board or committee member; or
- be an affiliated person (as defined in Rule 10A-3) of the Company or any of the Company's subsidiaries, except as otherwise permitted in accordance with Rule 10A-3.

(d) Talent and Compensation Committee Membership Requirements. In addition to being an independent director, each Talent and Compensation Committee member also must be (subject to the proviso below):

- a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934; and
- an "outside director" within the meaning of Section 162(m)(4)(C) of the Internal Revenue Code of 1986, for as long as the Company has performance-based compensation arrangements that are grandfathered under Section 162(m);

*Provided, however,* that if each member of the Talent and Compensation Committee does not meet these requirements, the Talent and Compensation Committee shall form a subcommittee composed entirely of independent directors that meet such requirements.

(e) Director Age and Tenure. Directors are elected for one-year terms at the annual meeting of shareholders. The Board strives to achieve a mix of tenure and age to balance continuity and historical perspective with fresh perspectives and new skills required to succeed in a changing business environment. Regular board skills reviews are conducted by the Board Chairperson, Lead Director and Nominating and Corporate Governance Committee chairperson. In considering the nomination of non-executive directors for re-election to the Board, the Board will consider, among all other factors, including an individual's specific skills, experience, background, and geographic familiarity or presence in the Company's markets, whether the individual has reached the age of 75 and whether the individual has served on the Company's Board for more than twenty years.

(f) Director Selection and Qualifications. The Board or the Company's shareholders may nominate directors in accordance with the Bylaws. The Nominating and Corporate Governance Committee will review all such nominees in accordance with its charter, consider candidates timely submitted by shareholders in accordance with the Company's Bylaws, and apply the same criteria to the evaluation of those candidates as it applies to other director candidates.

The Board should consist of a cross-section of qualified individuals with education and experience appropriate to guide the Company in meeting its legal, financial, operational and societal objectives. The Board endeavors to achieve a mix of members that represents a diversity of background and experience in areas that are relevant to the Company's business, including with respect to the individual's interest in the Company, independence, integrity, reputation, business experience, education, accounting and financial expertise, age, gender, race, ethnicity, civic and community relationships, knowledge and experience in matters impacting financial institutions, and other specialized experience, as determined by the Board from time to time. The Nominating and Corporate Governance Committee shall recommend candidates, including those submitted by shareholders, and recommend re-nomination of incumbent directors only if it believes, after assessing such person's skills, background, experience and time

commitments, that such person would meet the Board's identified needs, is committed to representing the long-term interests of the Company's shareholders, and is in a position to devote an adequate amount of time to the effective performance of director duties. The Committee also shall assess and make recommendations to the Board regarding such person's independence and recommend only those persons who possess all of the following personal characteristics:

- Integrity and Accountability. Directors should demonstrate sound ethical standards and integrity and be willing to act on and be accountable for their boardroom decisions.
- Informed Judgment. Directors should have the ability to provide wise, thoughtful counsel on a broad range of issues and should possess high intelligence and wisdom and apply those qualities in decision-making. Their background and experience should add value to the skill set of the Board as a whole.
- Financial Literacy. Directors should know how to read a balance sheet, income statement and cash flow statement and understand the use of financial ratios and other indices for evaluating the Company's performance.
- Cooperative Approach. Directors should value Board and team performance over individual performance, approach others assertively, responsibly and supportively, and raise probing questions in a manner that encourages open discussion.
- Record of Achievement. Directors should have a record of achievement that reflects high standards for themselves and others.
- Loyalty. Directors should be passionate about the Company's performance and should have no conflicts of interest with the Company or its goals.
- Ability to Consult and Advise. Directors should possess the creative talents and advisory capacity needed to counsel management.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal the policy in whole or part or adopt a new policy relating to director elections with such terms as the Board determines in its sole discretion to be appropriate. The Board shall have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret its provisions and make all determinations deemed necessary or advisable for its administration. All such actions, interpretations and determinations which are done or made by the Board in good faith shall be final, conclusive and binding.

### **III. Board Effectiveness**

(a) Director Orientation. The Secretary of the Company shall arrange for new members of the Board to familiarize themselves with the Company's operating businesses and to meet with senior management and the Company's primary outside advisors and auditors in order that the new member can become familiar with the Company's strategic plans, financial statements and key policies and practices. This orientation should begin as soon as practicable after the new Board member is elected, and should be complete within one year after the new Board member joins the Board.

(b) Director Education. Each Board member should maintain the necessary level of expertise to perform the responsibilities of a director. The Company, from time to time, will provide Board members with internal training programs or presentations by internal or outside third-party experts on topics that will assist Board members in carrying out their responsibilities. If the Company does not provide such a program in a given year, each director may instead attend one education seminar at the Company's expense, subject to a maximum enrollment fee of \$4,000 plus reasonable expenses which shall include the cost of: (i) supplemental materials, such as course workbooks or text, (ii) lodging, (iii) transportation to and from the seminar, and (iv) meals.

(c) Director Engagement. Each director shall discharge all duties as a director, including duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director reasonably believes to be in the best interests of the Company, and otherwise in compliance with applicable law and rules. A director is expected to spend the time and effort necessary to properly discharge such director's responsibilities, as evidenced by regular Board and committee attendance, preparation for and active participation in meetings, and attention to the interests of the shareholders. Accordingly, a director is expected to attend in person all meetings (other than those that are specifically designated as telephonic or virtual meetings) of the Board and committees on which the director sits, with the understanding that on

occasion a director may be unable to attend a meeting or will need to participate telephonically or virtually. A director who is unable to attend a meeting is expected to notify the Corporate Secretary in advance of such meeting and to participate telephonically if possible. A candidate accepting nomination to the Board is assumed to understand his or her obligation under this policy and acknowledges that adherence to this policy will be taken into consideration when the Company's Nominating and Corporate Governance Committee nominates candidates for election to the Board, and an excessive number of absences, excused or non-excused, may be grounds for not re-nominating an incumbent director.

(d) Performance Evaluation. The Board shall conduct a periodic evaluation to determine whether it and its committees are functioning effectively, which evaluation shall be conducted at minimum on an annual basis. The Nominating and Corporate Governance Committee may engage an outside governance expert to facilitate the evaluation process. The chairperson of each standing committee shall inform the Board of any information regarding such committee that may be relevant to such evaluation.

(e) Selection of Chairperson. The Board shall select its Chairperson in any way it considers to be in the best interests of the Company and its shareholders. The decision of who should serve in this role, and whether the role of the Board Chairperson and CEO should be held by the same individual, is the responsibility of the Board to be determined in its business judgment.

(f) Lead Director. If the positions of the Chairperson and the CEO are held by the same person, or if the Chairperson is otherwise employed by the Company, then the Board may select an independent director to serve as the Lead Director. The Lead Director shall have the following responsibilities as well as any other responsibilities as may be delegated to such Lead Director by the Board from time to time:

- To chair the executive sessions of the non-management directors and of the independent directors, and to report thereon to the full Board and/or the Chairperson as appropriate;
- To chair meetings of the Board when the Chairperson is not in attendance;
- To provide input on Board meeting agendas;
- To co-lead with the Chairperson of the Nominating and Corporate Governance Committee the annual Board self-evaluation process;
- To participate with the Talent and Compensation Committee in the annual performance evaluation of the Chief Executive Officer;
- To serve as a liaison between the Chairperson and the non-management directors and to communicate non-management Board member feedback to the Chief Executive Officer when the position is separate from that of the Chairperson; and
- To be a contact for shareholders, employees and other interested parties who wish to communicate with the non-management directors on the Board.

#### **IV. Meeting Agenda and Procedures**

(a) Selection of Agenda Items. The Board is responsible for reviewing the Company's long-term strategic plans and should receive strategic updates from management periodically throughout the year. The Board will hold at least four regular meetings each fiscal year at regularly scheduled intervals. The following are responsible for establishing meeting agenda and for allocating sufficient time for discussion of all relevant items:

- Board Meetings: Chairperson of the Board (or Lead Director, if applicable) and CEO.
- Audit Committee Meetings: CFO, in consultation with the CEO, Lead Director, and the committee chairperson.
- Talent and Compensation Committee Meetings: Most senior Human Resources executive, in consultation with the CEO, Lead Director, and the committee chairperson.
- Other Committee Meetings: General Counsel or other executive designated by the CEO, in consultation with the CEO, Lead Director, and the committee chairperson.

When establishing meeting agendas, the committee chairperson of each committee shall solicit the input of each member of such chairperson's committee. Each director or committee member is encouraged to suggest agenda

items to the applicable chairperson and is free at any regularly scheduled meeting to raise subjects that are not listed on the agenda.

(b) Executive Sessions. To promote open discussion among the non-management directors, at each regularly scheduled Board meeting the non-management directors and/or the independent directors, each as a separate group, will have the opportunity to meet in executive session without any member of management present. If any of the non-management directors are not independent directors, the independent directors shall meet in separate executive session at least once per year.

(c) Advance Distribution of Materials. To ensure that the Board is fully informed and has an opportunity to make meaningful and deliberate contributions to the decision-making process, whenever possible, information that is important to the Board's understanding of a matter should be distributed in writing to all directors sufficiently in advance of the meeting. Management shall make every attempt to keep this material brief while still providing adequate detail.

(d) Access to Management. Board members have complete access to the management team but shall use judgment to ensure that this contact is not distracting to business operations. Directors should refrain from giving strategic or operating direction to members of management outside the scope of full Board or committee responsibility and accountability. The Board encourages the Chairperson to invite to Board meetings members of management who are capable of providing specific insight into an agenda item and to expose to the Board those members of management with future potential. Senior management will be readily accessible to directors during all Board and committee meetings.

(e) Access to Outside Advisors. The Board and its committees shall have complete access, as necessary and appropriate, to the Company's outside advisors, such as our external auditors and outside counsel. In addition, the Board and its committees have the authority to select, retain, terminate and approve the fees and other retention terms, at their discretion and at the Company's expense, any other legal, financial, accounting or other advisors, consultants or experts.

## **V. Corporate Ethics and Controls**

The Company is committed to conducting business ethically and legally. Toward that end, the Board shall exercise reasonable oversight over the implementation and effectiveness of the Company's compliance and ethics program and ensure that an internal audit function is maintained.

(a) Internal Audit. The Company will maintain an internal audit function which shall report on substantive audit, internal control and enterprise risk management matters directly to the Audit Committee.

(b) Code of Ethical Conduct. An appropriate "tone at the top" is necessary to ensure that all Company employees remain committed to integrity. The Company has a comprehensive code of business conduct and ethics (the "Code of Conduct") that addresses compliance with law; reporting of violations of the code or of laws or regulations; employment and diversity; confidentiality of information; protection and proper use of the Company's assets; conflicts of interest; and personal securities and other financial transactions. Each director and executive officer is expected to be familiar with and to follow the Code of Conduct to the extent applicable to them. In addition, the Company will communicate the Code of Conduct to all employees on a periodic basis.

(c) Compliance Program. The Company will maintain a legal compliance program designed to communicate a culture of compliance and to reduce the risk that the Company's directors, employees, agents or vendors will violate the laws, rules, regulations or Company policies applicable to them.

(d) Bonus recoupment policy. In the event of a material restatement of the Company's financial results, the Board believes it would be appropriate to review the circumstances that caused the restatement and consider issues of accountability for those who bore responsibility for the events, including whether anyone responsible engaged in misconduct. As part of that review, consideration would also be given to any appropriate action regarding compensation that may have been awarded to such persons. In particular, it would be appropriate to consider whether any compensation was awarded on the basis of having achieved specified performance targets, whether an officer

engaged in misconduct that contributed to the restatement and whether such compensation would have been reduced had the financial results been properly reported. Misconduct includes violation of the Company's Code of Conduct or policies or any act or failure to act that could reasonably be expected to cause financial or reputational harm to the Company.

Depending on the outcome of that review, appropriate action could include actions such as termination, reducing compensation in the year the restatement was made, seeking repayment of any bonus received for the period restated or any gains realized as a result of exercising an option awarded for the period restated, or canceling any unvested equity compensation awarded for the period restated. Consideration may also be given to whether or not any one or more of such actions should be extended to employees who did not engage in misconduct that contributed to the restatement. In addition to the bonus recoupment policy, incentive awards are subject to clawback and other provisions described in the Company's most recent proxy statement.

(e) Conflicts of Interest; Related Party Transaction. If an actual or potential conflict of interest develops because of a change in the business operations of the Company or a subsidiary, or in a director's circumstances (for example, significant and ongoing competition between the Company and a business with which the director is affiliated), the director should report the matter immediately to the Chairperson of the Board and General Counsel for evaluation. An actual conflict must be resolved or the director should resign. If a director has a personal interest in a matter before the Board, that director shall disclose the interest to the full Board. The Company does not permit, without approval of the Board or a committee of the Board, any director, director nominee, executive officer or security holder who is known to the Company to be the beneficial owner of more than five percent of any class of the Company's voting securities or any of the foregoing person's immediate family members (i.e., child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law), or any person sharing a household (other than a tenant or employee), or any other person meeting the definition of "related person" under Item 404 of Regulation S-K (a "related person") to enter into a transaction in which the Company is a participant, when (i) the amount involved exceeds \$120,000; and (ii) the related person had or will have a direct or indirect material interest. The Chairman of the Board should consult with legal counsel as to the appropriate means of continuing discussion and voting on the matter.

## VI. General Corporate Governance Profile

(a) Shareholder Proposals. All shareholder proposals properly submitted pursuant to the Company's Bylaws or Rule 14a-8 promulgated under the Securities Exchange Act of 1934 may be referred to the Board committee most knowledgeable about the subject matter of the proposal. The Board will determine, considering such committee's recommendation, when applicable, whether the proposal is in the best interests of the Company and the Company's shareholders. The Board's recommendation and rationale will be disclosed for shareholder proposals included in the proxy statement.

(b) Director Attendance at Shareholder Meetings. Each director is expected to attend the Company's annual shareholder meetings, unless attendance is not feasible due to unavoidable circumstances.

(c) Director Share Ownership Guidelines. Each non-employee director is expected to maintain a meaningful ownership of shares of the Company's common stock, which the Company considers to be common stock having a value at least equal to five times the annual base cash retainer payable for service on the Company's Board as in effect from time to time (excluding cash retainer fees paid for service as lead director, chairperson of a committee, or as a member of a Board committee) within five years of election to the Board. For purposes of this guideline, stock ownership means "beneficial ownership" as defined in Rule 13d-3 under the Securities Exchange Act of 1934 ("Rule 13d-3"). Each non-employee director is expected to retain ownership of 100% of all net after-tax shares granted by the Company after such shares vest until the non-employee director reaches the target. In addition, each non-employee director is encouraged to retain ownership of 100% of all net after-tax shares granted by the Company beyond the target. Administrative details pertaining to these matters shall be as established by the Nominating and Corporate Governance Committee.

(d) Officer Share Ownership Guidelines. Each employee at the level of Executive Vice President and above is expected to maintain a meaningful ownership of shares of the Company's common stock, which the Company considers to be a number of shares of our common stock having a value at least equal to a multiple, as set forth below, of the officer's annual base salary as in effect from time to time.

<b>Officer Level</b>	<b>Multiple of Base Salary</b>
CEO	3X
Other Executive Officers	2X

For purposes of this guideline, stock ownership means “beneficial ownership” as defined in Rule 13d-3. Such ownership is expected to be acquired within five years of such person’s hire or promotion date. Each executive officer is expected to retain ownership of 100% of all net after-tax shares granted by the Company after such shares vest until the executive officer reaches the target. Administrative details pertaining to these matters shall be as established by the Talent and Compensation Committee.

(e) Anti-hedging and Anti-pledging Policy for Directors and Officers. The Company considers it improper and inappropriate for directors and officers of the Company to enter into hedge transactions to mitigate the impact of changes in the value of the Company’s securities, and to pledge the Company’s securities as collateral for margin and other loans. Hedging transactions can be accomplished through a number of possible mechanisms, including through the use of financial instruments such as prepaid variable forward contracts, equity swaps, collars, puts, calls and exchange funds. Such hedging transactions may permit a director or officer to continue to own the Company’s securities obtained through employee benefit plans or otherwise, but without the full risks and rewards of ownership. Similarly, placing the Company’s securities in a margin account or pledging them as collateral may result in their being sold without the director or officer’s consent or at a time when the director or officer is in possession of material nonpublic information. When any of these types of transactions occurs, the director or officer’s incentives and objectives may be less closely aligned with those of the Company’s other shareholders, and the director or officer’s incentive to improve the Company’s performance may be (or may appear to be) reduced. In such cases, a key purpose of the equity compensation paid to such officer or director may be undermined.

The objective of this policy is to prohibit directors and officers from directly or indirectly engaging in hedging against future changes in the market value of the Company’s securities through the purchase of financial instruments designed to offset such risk and placing the Company’s securities in a margin account or pledging them as collateral for loans or other obligations. Such transactions may undermine the purpose for which such securities are granted.

No director or officer may, directly or indirectly, engage in any hedging transaction that reduces or limits the director’s or officer’s economic risk with respect to the director’s or officer’s holdings, ownership or interest in the Company’s securities, including without limitation outstanding stock options, stock appreciation rights or other compensation awards the value of which are derived from, referenced to or based on the value or market price of the Company’s securities. Prohibited transactions include the purchase by a director or officer of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of the Company’s securities.

No director or officer may, directly or indirectly, pledge the Company’s securities as collateral for margin or other loans without the prior approval of the Board.

(f) Pre-Approvals for For-Profit Board Memberships. To help ensure that the Company’s leadership devotes adequate time and attention to the Company’s business and affairs, the CEO and any other executive officer shall obtain Board approval, and other officers shall obtain CEO approval, prior to accepting a new directorship with a for-profit company. All directors must receive pre-approval from the Nominating and Corporate Governance Committee prior to accepting a new directorship with another for-profit company. These pre-approval requirements apply even if a director is within the limits of public company board service set forth below. The approval or disapproval by the Nominating and Corporate Governance Committee or the Board of the service by any Board member on the board of directors of any other company shall be subject to the sole discretion of the Nominating and Corporate Governance Committee or the Board.

(g) Limits on Public Company Board Service. The CEO may not serve on more than one public company board (in addition to the Board). Other Company directors may not serve on more than three public company boards (in addition to the Board).

(h) Limit on Public Company Audit Committee Service. No member of the Company's Audit Committee may serve on more than two public company audit committees (in addition to the Company's Audit Committee).

(i) Notice of Director Resignation, Retirement or Refusal to Stand for Re-Election. Any director who intends to resign or retire from, or refuse to stand for re-election for, the Board for any reason should promptly communicate his or her intention in writing to the General Counsel of the Company to ensure timely public disclosure.

(j) Confidential Voting. It is the policy of the Board that proxies, ballots and voting tabulations that identify shareholders and how they have voted will be kept confidential, except as may be required in accordance with appropriate legal process or as requested by a shareholder with respect to such shareholder's own voting, and that no inspector of election shall be an employee of the Company.

(k) Repricing of Stock Options. It is the policy of the Board not to reprice stock options issued by the Company by reducing the option's exercise price. The Board favors equitable adjustment of an option's exercise price in connection with a reclassification of the Company's stock; a change in the Company's capitalization; a stock split; a restructuring, merger, or combination of the Company, or other similar events in connection with which it is customary to adjust the exercise price of an option and/or the number and kind of shares subject thereto.

(l) Poison pills. It is the policy of the Board with respect to shareholder rights plans of the Company, commonly known as poison pills, not to adopt a poison pill for the Company without submitting it to a shareholder vote, but the Board reserves the right to do so if in the exercise of the Board's fiduciary responsibility, the Board deems it appropriate to do so. If in exercising the Board's fiduciary obligations, the Board adopts a poison pill without going to shareholders on a prior basis, the Company will submit the poison pill to a non-binding shareholder vote at the earliest next special or annual meeting of shareholders. It is also the Company's policy that if the Company adopts any material amendment to the foregoing policy, the Company will submit any such amended policy to a non-binding shareholder vote at the earliest next special or annual meeting of shareholders.

(m) Proposed transactions. It is the policy of the Board that the Chief Executive Officer will inform the Lead Director about discussions the Chief Executive Officer may have with another party or that party's authorized designee regarding a proposed transaction with that party where (i) such discussions involve a clear expression of interest in addressing the terms of the proposed transaction, and (ii) such transaction, if consummated, would require approval by the shareholders of the Company under state law, or the rules and regulations of any stock exchange on which the Company has listed its stock. The Lead Director and the Chief Executive Officer will review with the Board, or a committee thereof, the process for communicating with the Board, or a committee thereof, about the proposed transaction as contemplated and described above, including the method and frequency of the communications.

Further, to the extent such a proposed transaction proceeds to the shareholder approval process, the Board will, consistent with its legal and regulatory obligations, review any proxy statement issued in connection with a proposed transaction requiring shareholder approval and additionally, will appoint a committee to assist it in this process (the "Designated Committee"). The Designated Committee may be an existing committee of the Board or an ad hoc committee, provided that any such committee shall be composed entirely of independent directors.

The Designated Committee will review, with the assistance of the Company's senior management and financial and legal advisors, the "background of the merger" section of the proxy statement and will have the authority to make recommendations to the full Board.

In furtherance of the procedures established above, the Board and/or the Designated Committee may, at its discretion, seek advice and assistance from advisors and consultants, as it deems necessary. The Board and/or the Designated Committee will be provided the resources for such purposes.

## **VII. Communications to the Board or the Audit Committee**

Security holders and other interested parties may contact the Board, a particular director, or the non-management directors or the independent directors as a group by sending a letter (signed or anonymous) to: Board of Directors, c/o Corporate Secretary, United Community Banks, Inc., 200 E Camperdown Way, Greenville, SC 29601.

The security holder or other interested party must include the notation “SECURITY HOLDER/INTERESTED PARTY—BOARD COMMUNICATION” on the envelope.

The Company will make such communications available for inspection by the addressee at least quarterly, except for advertisements or solicitations which will be discarded.

Complaints or concerns about our accounting, internal controls, auditing or other matters may be reported anonymously or otherwise to our legal department or to the Audit Committee by writing to the Audit Committee at: Audit Committee Chairperson, United Community Banks, Inc., 200 E Camperdown Way, Greenville, SC 29601.

All accounting, internal controls, or auditing concerns will be reported to the Audit Committee at least quarterly.

The communication, complaint or concern will be reviewed by the legal department but treated as confidential if the sender so requests, except as necessary to protect the Company’s interests or to comply with applicable law or order of a judicial or governmental authority. Concerns will be handled through the Company’s regular procedures for addressing such matters, which may include referral to the Company’s internal audit, legal, finance or other appropriate department, unless the Board member or the applicable committee or group of directors instructs otherwise.

The Board member or the applicable committee or group of directors may direct that the matter be presented to the full Board or an applicable Board committee for further consideration or action. The Board or the applicable committee may direct special treatment, including the retention of outside advisors or counsel.

The Company’s policy prohibits any employee from retaliating or taking any adverse action against anyone who, in good faith, reports or helps to resolve an ethical or legal concern.

#### **VIII. Amendment of these Guidelines**

Recognizing that best practices for corporate boards of directors, and practical considerations, will change over time, the Board will monitor developments in these areas, and will amend these Guidelines as it deems appropriate.