

UNITED COMMUNITY BANKS, INC.

RISK COMMITTEE CHARTER

I. PURPOSE

The Board of Directors (“Board”) of United Community Banks, Inc. (the “Company”) appoints the Risk Committee to assist the Board in fulfilling its oversight of the Company’s enterprise-wide risk management framework, including the strategies, policies, procedures, and systems established by management for identifying, planning for, assessing, measuring, managing, and responding to the major risks facing the Company. Such risks include:

- Audit and Internal Control
- Capital
- Regulatory, Compliance and Legal
- Credit
- Human Resource
- Interest Rate and Market
- Liquidity
- Operational and IT
- Reputation
- Strategic and M&A

The Risk Committee has established and approved the boundaries of acceptable risk for each risk category as articulated in the Risk Appetite Statement. The Risk Committee shall have the responsibilities and duties as defined below and will ensure that strategic initiatives, capital planning and risk management are properly aligned as management focuses on creating shareholder value. While the Risk Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing and maintaining an effective risk management framework and for ensuring the Company is operated within parameters established in the Risk Appetite Statement.

The Risk Committee also functions as the risk committee of the board of directors of the Company’s subsidiary, United Community Bank (the “Bank”). References to the Company in this Charter also include the Bank and all other subsidiaries of the Company, and references to the Board include the boards of directors of the Company, the Bank and each other subsidiary.

The Risk Committee shall also function as the trust committee with oversight responsibility for all fiduciary activities of the Bank.

II. COMPOSITION AND MEETINGS

The Risk Committee shall be comprised of a minimum of three members, each of whom must be independent of management. Members of the Risk Committee shall each have been determined by the Board to be “independent” under the rules of the New York Stock Exchange listed company manual and any other applicable regulatory authority and shall meet all applicable experience requirements imposed by any applicable regulatory authority. The Risk Committee members are appointed by the Board on the recommendation of the Nominating/Corporate

Governance Committee and shall serve until such time that the member is either replaced by the Board or the member resigns from the Risk Committee or the Board.

The Board shall appoint a Chair of the Risk Committee, who shall have authority to lead meetings and otherwise serve in a manner typical of a Chair on similar committees of public companies. The Risk 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.

A majority of the members shall constitute a quorum and action shall be taken by a majority vote of members present or by written consent of a majority of its members.

The Risk Committee shall meet at least quarterly; however, special meetings may be called if deemed necessary by the Board, Risk Committee, Chair of the Risk Committee, or management.

The secretary of the Risk Committee (or any designee of the Chair) shall maintain minutes and other relevant records of the meetings and activities of the Risk Committee.

The Risk Committee shall, through its Chair, report regularly to the Board following the meetings of the Risk Committee, summarizing all matters of material concern or interest and any other matters deemed appropriate by the Chair, including the Risk Committee's findings, recommendations and actions, if any.

The Risk Committee shall periodically review its own performance and assess the adequacy of this Charter. The Risk Committee may recommend amendments to this Charter at any time and submit such amendments for approval to the Board.

III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties the Risk Committee shall:

1. Be responsible for oversight of the Company's enterprise-wide risk management framework, and will determine the adequacy and appropriateness thereof, given the inherent risks and complexity of the Company.
2. Review, provide input to management with respect to, and approve the Company's Risk Appetite Statement, and review and discuss management's assessment of the Company's enterprise-wide risk profile and compliance with the Risk Appetite Statement.
3. Review and discuss with management the alignment of the Company's strategic plans with its risk management activities and the adequacy of its capital.
4. Review and discuss with management all major strategic initiatives such as acquisitions, mergers and divestitures with respect to the risks and benefits thereof.
5. Review management reports and discuss all major risk exposures and potential emerging risks.

6. Review and discuss with management the Company's credit risk management strategy and credit risk management policies and controls. Additionally, the Risk Committee will:
 - a. approve the delegation of lending authority to management for further delegation within the organization;
 - b. approve lending and portfolio limits and approve any exceptions to such limits from time to time;
 - c. provide for an effective loan review function and facilitate communication to the Board; and
 - d. review any other credit related reports needed to understand and monitor the credit risk profile of the Company.
7. Together with the Board of Directors, review and discuss with management the Company's regulatory capital ratios and internal capital adequacy assessment process.
8. Review and discuss with management the Company's funding and liquidity policies and controls and review, discuss with management, and approve the Contingency Funding Plan.
9. Review and discuss with management the Company's interest rate and price risk management strategy and interest rate and price risk management policies and controls.
10. Review and discuss with management the Company's operational risk strategy and operational risk management policies and controls.
11. Review and discuss with management the Company's Audit & Internal Control Risk, Regulatory, Compliance & Legal Risk, and/or any other emerging risks and management's policies and controls for such risks.
12. In fulfilling its duties and responsibilities, the Risk Committee shall consider, among other things, the potential effect of any matter on the Company's reputation.
13. Review periodic reports from management regarding the fiduciary activities of the Bank.
14. Review internal audit reports of the trust department relating to fiduciary activities and monitor the status of management's efforts to address recommendations until completion.
15. Review examination reports of the trust department by supervisory agencies and monitor the status of management's efforts to address recommendations until completion.
16. Perform such other duties and responsibilities consistent with this Charter, the Company's Bylaws, as otherwise requested by the Board, or as required by applicable laws, rules or regulations.

IV. OUTSIDE ADVISORS

In performing its responsibilities, the Risk Committee is authorized to obtain advice and assistance from internal or external legal, accounting or other advisors at the Company's expense without prior permission of the Board or management.