

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

AMENDED AND RESTATED 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”) provides overall competitive pay levels, creates proper incentives to enhance shareholder value and rewards superior performance. Consistent with this function, and subject to Board oversight, the Committee shall have responsibilities 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 members of the Board that are “independent” as defined by the NASDAQ Listing Rules and 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. The Compensation Committee may invite such members of management to its meetings as it deems appropriate; however in no case shall the Chief Executive Officer or any other executive officer of the Company be present at meetings at which their compensation is deliberated or determined.

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 or 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 shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Compensation Committee shall set the compensation, and oversee the work, of the compensation consultant. The Compensation Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Compensation Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Compensation Committee shall receive appropriate funding from the Company, as determined by the Compensation Committee in its capacity as a Compensation Committee of the Board, for the payment of reasonable compensation to its compensation consultants, outside legal counsel and any other advisors. However, the Compensation Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the Compensation Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Compensation Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or seeking advice from compensation consultants, outside counsel and other advisors (other than the Company's in-house counsel), the Compensation Committee must take into consideration the factors specified in the NASDAQ Listing Rules. The Compensation Committee may retain, or receive advice from, any compensation advisor they prefer, including ones that are not independent, after considering the specified factors.

The Compensation Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.