

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name  UNITED COMMUNITY BANKS, INC. AS SUCCESSOR TO THREE SHORES BANCORPORATION, INC.		2 Issuer's employer identification number (EIN)  58-1807304	
3 Name of contact for additional information  JANE KEITH	4 Telephone No. of contact  706-439-2469	5 Email address of contact  JANE_KEITH@UCBI.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact  125 HIGHWAY 515 EAST		7 City, town, or post office, state, and ZIP code of contact  BLAIRSVILLE, GA 30512	
8 Date of action  JULY 1, 2020		9 Classification and description  COMMON STOCK	
10 CUSIP number  90984P303	11 Serial number(s)  N/A	12 Ticker symbol  UCBI	13 Account number(s)  N/A

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ UNITED COMMUNITY BANKS, INC. ("UCBI") ACQUIRED THREE SHORES BANCORPORATION, INC. ("THREE SHORES") THROUGH A MERGER TRANSACTION AND THREE SHORES SIMULTANEOUSLY MERGED WITH AND INTO UCBI EFFECTIVE JULY 1, 2020 ("MERGER EFFECTIVE TIME").

PURSUANT TO THE AGREEMENT AND PLAN OF MERGER, EACH SHARE OF THREE SHORES COMMON STOCK AND SERIES D-1, SERIES D-2, SERIES D-3, AND SERIES D-4 PREFERRED STOCK (COLLECTIVELY "SERIES D PREFERRED STOCK", AND TOGETHER WITH THE COMMON STOCK "CAPITAL STOCK") WAS EXCHANGED FOR 0.33 SHARES OF UCBI COMMON STOCK.

THE THREE SHORES SHAREHOLDERS RECEIVED CASH IN LIEU OF FRACTIONAL SHARES BASED UPON THE PER SHARE PRICE OF \$20.20 FOR THE UCBI COMMON STOCK.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ SEE ATTACHED STATEMENT

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ SEE ATTACHED STATEMENT

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ \_\_\_\_\_

IRC SECTION 368 (a)

IRC SECTION 354

IRC SECTION 356

IRC SECTION 358

IRC SECTION 1001

18 Can any resulting loss be recognized? ▶ SEE ATTACHED STATEMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ \_\_\_\_\_

THE REPORTABLE TAX YEAR IS THE TAX YEAR INCLUDING JULY 1, 2020.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶

Date ▶

10/02/2020

Print your name ▶

Alan Kunkler

Title ▶

Chief Accounting Officer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name LISA M BROOKS	Preparer's signature <i>Lisa M Brooks, CPA</i>	Date 2020.10.01 17:54:48 -05'00'	Check <input type="checkbox"/> if self-employed	PIN P00281355
	Firm's name ▶ CROWE LLP	Firm's EIN ▶ 35-0921680			
	Firm's address ▶ 720 COOL SPRINGS BLVD, SUITE 600 FRANKLIN, TN 37067	Phone no. 615-360-5500			

**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**  
**United Community Banks, Inc.**  
**FEIN: 58-1807304**

**Part II, Line 15**

A shareholder's tax basis in one (1) share of UCBI common stock received in exchange for Three Shores capital stock should equal the shareholder's basis in one (1) share of Three Shores capital stock divided by 0.33 (not counting the basis of any shares allocated to the receipt of fractional UCBI shares).

Three Shores shareholders who received cash instead of fractional shares of UCBI common stock will be treated as having received the fractional shares in the merger and then as having exchanged the fractional shares for cash. These holders will generally recognize gain or loss equal to the difference between the tax basis allocated to the fractional shares and the amount of cash received.

**Part II, Line 16**

The fair market value of UCBI common stock at the effective time of the merger was \$20.12 per share, based on the closing price on June 30, 2020.

The basis of UCBI shares received, once computed, must be allocated to the individual UCBI shares received in accordance with Treasury Regulation §1.358-2(a). See also Proposed Treasury Regulation §1.358-2(b). Since fewer shares of UCBI common stock were received than shares of Three Shores capital stock surrendered, the basis of the Three Shores shares surrendered must be allocated to the shares of UCBI stock received in a manner that reflects, to the greatest extent possible, that a share of UCBI stock received is received in respect of Three Shores shares of stock that were acquired on the same date and at the same price. To the extent it is not possible to allocate basis in this manner, the basis of the Three Shores shares surrendered must be allocated to the shares of UCBI stock received in a manner that minimizes the disparity in the holding periods of the surrendered shares whose basis is allocated to any particular UCBI share received. This could result in a single share of UCBI stock having a split basis and a split holding period. See Example (14) of Treasury Regulation §1.358-2(c) for an illustration of this principle.

**Part II, Line 18**

No loss may be recognized by a Three Shores shareholder receiving UCBI common stock, except that any loss on the receipt of cash in lieu of fractional shares of UCBI stock may be recognized. The deductibility of capital losses is subject to limitation.

Three Shores shareholders who receive only UCBI stock will generally not recognize gain or loss.