

# UNITED COMMUNITY BANKS, INC.

## RISK COMMITTEE OF THE BOARD OF DIRECTORS

### CHARTER

#### I. PURPOSE

Primary function of the Risk Committee is to assist the Board of Directors 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, assessing, measuring and managing the major risks facing the company. Such risks include:

- Audit and Internal Control
- Capital
- Regulatory, Compliance and Legal
- Credit
- Human Resource
- Interest Rate and Price
- Liquidity
- Operational and IT
- Reputation and Franchise
- 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. Additionally, the Risk Committee shall have 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 shall communicate its findings, recommendations and actions, if any, to the Board.

#### 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 NASDAQ 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.

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 or management.

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.

### **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 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 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. have oversight of the Company's Credit Loan Review function; and
  - d. review any other credit related reports needed to understand and monitor the credit risk profile of the Company.
6. Review and discuss with management the Company's Capital Plan, regulatory capital ratios and internal capital adequacy assessment process.
7. Review and discuss with management the Company's funding, and liquidity policies and controls and Contingency Funding Plan.
8. 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.
9. Review and discuss with management the Company's operational risk strategy and operational risk management policies and controls.
10. Review and discuss with management the Company's Audit & Internal Control Risk, Regulatory, Compliance & Legal Risk, Human Resource Risk, and/or any other emerging risks and management's policies and controls for such risks.

11. 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.
12. Review of the Corporation's compensation practices and the relationship between risk, risk management, and compensation in light of the Corporation's strategic objectives, including its safety and soundness and the avoidances of practices that would encourage excessive risk.
13. Perform such other duties and responsibilities consistent with this Charter, the Company's By-Laws, and governing as may be directed by the Board or required by applicable laws, rules or regulations.
14. The Risk Committee may, in its discretion, form and delegate all or a portion of its authority to subcommittees.
15. The Risk Committee shall make regular reports to the Board summarizing the actions taken at each committee meeting.
16. 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 be Board.

#### **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.

April 16, 2014