

AMERIS BANCORP

AUDIT COMMITTEE CHARTER

I. Purpose

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameris Bancorp, a Georgia corporation (the “Company”), is to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

The primary role of the Committee is to oversee the Company’s financial reporting and disclosure process. To fulfill this obligation, the Committee relies on (i) management for the preparation and accuracy of the Company’s financial statements; (ii) both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and (iii) the Company’s independent registered public accounting firm (the “Independent Auditors”) for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

The Committee shall ensure that this Audit Committee Charter, as it may be amended from time to time (this “Charter”), is made available on the website of the Company.

II. Membership

The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be independent and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Each member of the Committee shall be appointed by the Board and shall serve for such term or terms as the Board may determine, or until his or her earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended, and the rules of The Nasdaq Stock Market LLC (“Nasdaq”). Members of the Committee may not have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement, and at least two members of the Committee must have banking or related financial management expertise. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the

Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies such definition of audit committee financial expert will also be presumed to have financial sophistication and banking or related financial management expertise.

III. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than once per quarter. The Board shall designate a member of the Committee as the chairperson of the Committee. The chairperson of the Committee shall report on any Committee meeting held at the next regularly scheduled Board meeting following such Committee meeting. Appropriate minutes of the meetings and actions taken by the Committee shall be kept, with the advice of counsel. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice and quorum and voting requirements as are applicable to the Board, except as otherwise modified by this Charter.

Special meetings of the Committee may be called by, or at the request of, the Chairman of the Board, the Company’s Lead Independent Director, any member of the Committee, any of the Company’s executive officers, the head of the Company’s internal audit department (the “General Auditor”) or the Independent Auditors, in each case upon reasonable notice to each member, and may be held at such place or places as the Committee shall determine.

The Committee will determine who, if anyone, other than Committee members may be present during its deliberations or voting. The Committee may meet separately and independently, as necessary or advisable, with management, outside legal counsel, the Company’s internal auditors, independent experts and the Independent Auditors. The Committee will also meet periodically in executive session.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. General

1. Monitor the integrity of the financial reporting process and systems of internal controls of the Company regarding finance, accounting and associated legal compliance.
2. Pre-approve, in accordance with approval policies and procedures adopted by the Committee from time to time, all audit and permitted non-audit services that may be performed by the Independent Auditors or other registered public accounting firms.
3. Provide for free and open communication among the Independent Auditors, management, the internal audit department and the Board.
4. Monitor the Company’s compliance with requirements of law, rules, regulations and other requirements of governmental or regulatory bodies (including applicable securities laws and regulations and other laws and regulations specifically applicable to financial

institutions) in relation to accounting and financial processes and reporting, internal controls or auditing matters.

B. Financial Statements

1. Review and discuss with management and the Independent Auditors significant accounting and financial reporting issues, including, but not limited to, (i) all critical accounting policies and practices of the Company; (ii) all alternative treatments of financial information within generally accepted accounting principles (“GAAP”) that have been discussed by the Independent Auditors with management, ramifications of the use of such alternative treatments and the treatment preferred by the Independent Auditors; (iii) the use, preparation and presentation of any non-GAAP financial measures and metrics, the consistency of their preparation and presentation from period to period and the Company’s related policies and disclosure controls and procedures; (iv) other written material communications between the Independent Auditors and management; and (v) the effect of regulatory and accounting initiatives, including off-balance sheet structures, on the financial statements.

2. Review and discuss with management and the Independent Auditors analyses, including a review of the allowance for loan and lease losses, prepared by management or the Independent Auditors setting forth significant financial reporting issues, complex or unusual transactions or highly judgmental determinations made in connection with the preparation of the financial statements.

3. Review and discuss with management and the Independent Auditors the Company’s annual audited and quarterly unaudited financial statements.

4. Review and discuss with management and the Independent Auditors, and approve on behalf of the Board, the quarterly earnings press releases.

5. Review and discuss with the Independent Auditors (i) the Independent Auditors’ responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process; (ii) the overall audit strategy; (iii) the scope and timing of the annual audit, including coordination of the audit with the internal audit department; (iv) any significant risks identified during the Independent Auditors’ risk assessment procedures; and (v) when completed, the results of the annual audit, including any critical audit matters identified (each, a “CAM”), the basis for the determination of each CAM and how each CAM is expected to be described in the Independent Auditors’ report, as well as any other significant findings.

6. Keep the Independent Auditors informed of the Committee’s understanding of the Company’s relationships and transactions with related parties that are significant to the Company, and review and discuss with the Independent Auditors their evaluation of the Company’s identification of, accounting for and disclosure of its relationships and transactions with related parties, including any significant matters arising from the audit regarding the Company’s relationships and transactions with related parties.

7. Receive written disclosures and the letter from the Independent Auditors required by applicable auditing standards regarding the Independent Auditors’ communications

with the Committee concerning independence, and discuss the independence of the Independent Auditors with them.

8. Review and discuss with the Independent Auditors any other matters required to be discussed by applicable auditing standards.

9. Based on its review of the Company's audited financial statements with management and the Independent Auditors and the additional discussions described above, recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K and whether the Form 10-K should be filed with the U.S. Securities and Exchange Commission (the "SEC").

C. Internal Controls

1. Review, discuss and evaluate with management (i) the Company's internal control structure and procedures for financial reporting; (ii) any significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize and report financial data, and any material weaknesses in internal controls, disclosed by management to the Committee or the Independent Auditors; and (iii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls.

D. Internal Audit

1. Review and approve the internal audit plan and budget, as well as staffing of the internal audit department.

2. Review annually any authorizing documents of the internal audit department and approve any changes thereto as the Committee may consider necessary or advisable.

3. Review the effectiveness of the internal audit function and ensure there are no unreasonable restrictions or limitations placed on the internal audit function.

4. Review and discuss significant findings of the internal audit department that have been reported to management and the progress of the related corrective action plans.

5. Regularly meet separately with the General Auditor to discuss any matters that the Committee or the General Auditor believes should be discussed privately.

6. Review due diligence documentation utilized by the internal audit department for vendor selection.

The General Auditor will report for substantive purposes to the Committee. Executive management will provide administrative oversight of the internal audit function after consultation and approval from the Committee, including (i) appointing, evaluating and replacing the General Auditor; and (ii) establishing the person to whom the General Auditor reports administratively.

E. Independent Auditors

1. Select, determine the compensation and terms of engagement of, retain, monitor, oversee the work, independence and performance of, and terminate, if considered necessary or advisable, the Independent Auditors and any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The Independent Auditors and any other such accounting firm will report directly to the Committee.

2. Ensure the rotation of the lead audit partner every five years and other audit partners every seven years and consider whether there should be regular rotation of the audit firm itself.

3. Recommend to the Board clear hiring guidelines for employees or former employees of the Independent Auditors, which guidelines will comply with the requirements of applicable law and regulations.

4. Discuss with the national office of the Independent Auditors issues on which they may be consulted by the Company's audit team, as well as matters relating to the Company's audit quality and consistency.

5. Resolve disagreements between management and the Independent Auditors regarding financial reporting or other matters.

6. Review the annual report by the Independent Auditors describing the Independent Auditors' internal quality-control procedures; any material issues raised by the most recent internal quality-control review or peer review, or by any inquiry or investigation by governmental or professional authorities within the preceding five years with respect to independent audits carried out by the Independent Auditors; and any steps taken to deal with such issues.

7. Review and confirm the independence of the Independent Auditors by obtaining statements of relationships between the Independent Auditors and the Company about relationships or services that might affect auditor independence.

F. Reports

1. Prepare and approve a report of the Committee to be included in the Company's annual proxy statement that describes the Committee's composition and responsibilities, and the manner in which those responsibilities are discharged, as well as any other matters required to be addressed in such report.

2. Prepare or review as appropriate any other reports in addition to those specified herein that relate to the Committee's responsibilities, and ensure appropriate disclosures as may be required by applicable law, rules or regulations or other requirements of governmental or regulatory bodies (including applicable securities laws and regulations and other laws and regulations specifically applicable to financial institutions) regarding accounting and financial processes and reporting, internal controls and auditing matters.

G. Other Responsibilities

1. Establish procedures for (i) the confidential, anonymous submission by employees of the Company and its subsidiaries of concerns regarding questionable accounting, financial, internal controls or auditing matters; and (ii) the receipt, retention and treatment of complaints received by the Company related to accounting and financial processes and reporting, internal controls or auditing matters.

2. Review reports of examinations issued by regulatory agencies; review any observations or communications from regulatory agencies and the results of internal and third-party testing, analyses and reviews related to accounting, financial, internal controls or auditing matters or any other matters within the scope of the Committee's oversight responsibilities; and monitor and review management's response to any noted issues.

3. Periodically review as needed with the Company's Chief Risk Officer and Chief Legal Officer or other internal or outside legal counsel (i) any legal matters that could have a significant impact on the Company's financial statements; (ii) the Company's compliance with laws and regulations related to accounting and financial processes and reporting, internal controls or auditing matters; and (iii) inquiries, instructions, guidance or reports received from regulatory or governmental agencies related to accounting and financial processes and reporting, internal controls or auditing matters.

4. Provide to the Enterprise Risk Committee of the Company (the "Risk Committee") any information and reports prepared for and reviewed by the Committee that may relate to the Risk Committee's responsibilities and duties as deemed appropriate by the Committee.

5. Institute and oversee special investigations as needed.

6. Obtain or perform an annual evaluation of the Committee's performance and make applicable recommendations to the Board.

7. Review this Charter at least annually and recommend any proposed changes to the Board for approval.

V. Authority

The Committee is authorized to perform each of its duties and responsibilities set forth in this Charter and to undertake such other duties, responsibilities and activities consistent with this Charter, the Company's articles of incorporation and bylaws and governing law, with full access to all books, records, facilities and personnel of the Company, as the Committee or the Board deems necessary or appropriate.

The Committee is also authorized, as it considers appropriate, to:

1. Delegate any of its responsibilities to subcommittees or individual members of the Committee to the extent not inconsistent with other sections of this Charter or applicable laws or regulations.

2. At its discretion and without the prior approval of management or the Board, retain or obtain the advice of outside consultants or advisors (including legal counsel and other advisors) in accordance with procedures established from time to time by the Committee, and oversee and approve all terms of the engagement of such consultants or advisors, including their fees or other compensation.

3. Conduct such investigations and request and consider such information (from management or otherwise) as the Committee shall consider necessary, relevant or helpful in its deliberations and the formulation of its recommendations. In connection with any such investigation, the Committee may rely on information provided to it by management without further verification.

4. Consult to the extent it deems appropriate with the Chairman of the Board, the Chief Executive Officer, other officers or employees of the Company, the Lead Independent Director, the other committees of the Board and other members of the Board.

5. Disclose this Charter as may be required by the SEC, Nasdaq or any other regulatory body or stock exchange having authority over the Company, and review and make recommendations regarding the description of the Committee and this Charter included in the Company's proxy statement or as otherwise disclosed, including, without limitation, as provided in Section F of Article IV hereof.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the performance of the responsibilities and duties set forth in this Charter, including, but not limited to, the payment of fees, compensation and expenses to the Independent Auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other consultants or advisors to the Committee.

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Audit Committee approval on February 21, 2023

Board of Directors approval on February 23, 2023