

## **AMERIS BANCORP**

### **COMPENSATION COMMITTEE CHARTER**

#### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameris Bancorp, a Georgia corporation (the “Company”), is to discharge the Board’s responsibilities relating to compensation of the Company’s Chief Executive Officer and other corporate executive officers (collectively, the “Executive Officers”). The Committee has overall responsibility for (i) approving and evaluating the compensation programs and policies for Executive Officers designed to attract, motivate and retain key individuals responsible for the success of the Company as a whole; (ii) administering and maintaining such programs in a manner that will benefit the long-term interests of the Company and its shareholders; (iii) determining the salary, bonus, equity and other compensation of the Executive Officers; and (iv) periodically reviewing matters pertaining to management development activities and succession plans.

The Committee shall ensure that this Compensation 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 (the “Exchange Act”), and the rules of The Nasdaq Stock Market LLC (“Nasdaq”), and a “non-employee director” as defined under Rule 16b-3 promulgated under the Exchange Act.

#### **III. Meetings**

The Committee shall meet as often as necessary to carry out its responsibilities, but not less than three times each year. 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 or any of

the Executive Officers, 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 and compensation consultants. However, the Committee shall meet regularly without members of management present, and in all cases the Chief Executive Officer and any other such officers shall not be present at meetings at which their compensation or performance is discussed or determined. The Committee will also meet periodically in executive session.

#### **IV. Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

##### **A. Compensation for Executive Officers, Directors and Other Employees**

1. Review and approve annually the Company's stated compensation strategy.
2. Review and approve annually the corporate goals and objectives relevant to the Chief Executive Officer's incentive compensation, evaluate the Chief Executive Officer's performance in light of those goals and objectives and certify the results; determine the Chief Executive Officer's incentive compensation based on this evaluation; and report its decisions to the Board for review and ratification.
3. Review and approve annually for the Chief Executive Officer (i) the annual base salary level; (ii) the annual incentive opportunity level; (iii) the long-term incentive opportunity level; (iv) the terms of any employment agreement, severance arrangement and change in control provisions, in each case, as and when appropriate; and (v) any special supplemental benefits; and report its decisions to the Board for review and ratification. In evaluating and determining Chief Executive Officer compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
4. Review and approve the individual elements of the total compensation for the Executive Officers other than the Chief Executive Officer and review appropriate elements of compensation for other senior officers. In evaluating and determining executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
5. Approve an annual aggregate amount and any other parameters for special incentive awards that may be determined by the Chief Executive Officer.
6. Periodically, and as and when the Committee or the Board deems appropriate, review and approve the following as they affect the Executive Officers and other key employees: (i) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (ii) any employment agreements and severance arrangements; (iii) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (iv) any special or supplemental compensation and benefits for the

Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and perquisites provided to such persons during and after employment. In addition, periodically, and as and when the Committee or the Board deems appropriate, review and approve all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities, for other employees as groups or by category by approving a budget and general framework for making awards to such other groups or categories. In reviewing, approving and administering incentive compensation plans and equity-based plans, including whether to adopt, amend or terminate any such plans, the Committee shall consider the results of the most recent Say on Pay Vote.

7. Review the Company's employee benefit programs as appropriate, and approve changes to such programs, subject to shareholder or Board approval as necessary.

8. Review the Company's compensation practices and the relationship among risk, risk management and compensation in light of the Company's objectives and applicable regulatory guidance, including its safety and soundness and the avoidance of practices that would encourage excessive risk.

9. Review with the Chief Executive Officer revisions to the Company's salary range structure, salary increase guidelines and executive promotions.

10. Review all director compensation and benefits for service on the Board and Board committees at least annually and recommend any changes to the Board as necessary.

## **B. Disclosures**

1. Review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.

2. Review and discuss with management the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K under SEC rules, and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included.

3. Produce all other necessary or appropriate Committee disclosures and certifications for inclusion in the Company's proxy statement or otherwise provided to shareholders or regulatory authorities.

4. Review and make recommendations concerning any shareholder proposals related to compensation matters.

## **C. Other Responsibilities**

1. Periodically review management development activities and succession plans.

2. Except as may be otherwise determined by the Board, establish management stock ownership guidelines and periodically review ownership levels for compliance.

3. 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.

4. Have sole discretion to retain or obtain the advice of any advisor (including, but not limited to, compensation consultants and outside legal counsel) to assist the Committee in the performance of its duties, as well as approve the advisors’ fees and the other terms and conditions of the advisors’ retention. The Committee shall be responsible for appointing, compensating and providing oversight of the work of such advisors retained by the Committee. However, the 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 Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfilling its duties under this Charter.

The Committee may select such advisors only after taking into consideration certain advisor independence factors set forth in Nasdaq and SEC rules, including, but not limited to, the following factors:

- a. The provision of other services to the Company by the person who employs the compensation consultant, legal counsel or other advisor;
- b. The amount of fees received from the Company by the person who employs the compensation consultant, legal counsel or other advisor, as a percentage of the total revenue of the person who employs the compensation consultant, legal counsel or other advisor;
- c. The policies and procedures of the person who employs the compensation consultant, legal counsel or other advisor that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the compensation consultant, legal counsel or other advisor with a member of the Committee;
- e. Any stock of the Company owned by the compensation consultant, legal counsel or other advisor; and
- f. Any business or personal relationship of the compensation consultant, legal counsel, other advisor or the person employing the advisor with an Executive Officer.

Nothing herein shall require any compensation consultant, legal counsel or other advisor to be independent, only that the Committee consider the six independence factors enumerated above before selecting, or receiving advice from, such an advisor. However, the Committee is not required to consider the foregoing factors if the compensation consultant, legal counsel or other advisor’s services are limited to (i) 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 (ii) providing information that is either not customized for the Company or that is customized based on parameters that are not developed by the advisor and about which the advisor does not provide advice.

If the independent advisors provide services to the Company other than in connection with the evaluation of director, Executive Officer or senior officer compensation and benefits, the Committee shall approve the annual amount of aggregate fees permitted for such other services. Management shall report to the Committee at least annually regarding all services performed by, and fees paid to, any independent advisors.

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

6. 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, including with respect to the adoption, amendment, modification or termination of benefit plans and with respect to awards under stock plans of the Company.

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 other sections of this Charter, including, without limitation, Section C.4. of Part IV. hereof, and the 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 by Section B herein.

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 duties and responsibilities set forth in this Charter, including, but not limited to, the payment of fees, compensation and expenses to compensation consultants, independent legal counsel and any other consultants or advisors to the Committee.

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*Compensation Committee approval on [April 11, 2023]*

*Board of Directors approval on [April 18, 2023]*