

AMERIS BANCORP

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

I. Purpose

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Ameris Bancorp, a Georgia corporation (the “Company”), is to assist the Board in fulfilling its responsibilities regarding matters that relate to governing the Company, including, but not limited to, identifying and recommending to the Board diverse and qualified director nominees.

The Committee shall ensure that this Corporate Governance and Nominating 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 under the independence requirements of The Nasdaq Stock Market LLC (“Nasdaq”) and the U.S. Securities and Exchange Commission (the “SEC”). 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.

III. Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. 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 Company’s 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 and outside legal counsel. The Committee will also meet periodically in executive session.

IV. Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

A. Board and Committee Composition

1. Recommend to the Board a diverse and qualified slate of director nominees for election at the annual meeting of the shareholders of the Company.
2. Prior to nominating an existing director for re-election to the Board, consider and review the existing director's Board and committee meeting attendance and performance; length of Board service, experience and skills, including contributions that the existing director makes to the Board; and independence.
3. In the event that a director vacancy arises, seek and identify a qualified director nominee to be recommended to the Board for either appointment by the Board to serve the remainder of the term of the director position that is vacant or stand for election at the annual meeting of shareholders.
4. Establish director qualifications, including, among such other qualifications as the Committee may determine, that the director nominee possess personal and professional integrity, has good business judgment, relevant experience and skills and will be an effective director in conjunction with the rest of the Board in collectively serving the long-term interests of the Company's shareholders.
5. Consider any director candidates recommended by the Company's shareholders pursuant to the procedures described in the Company's proxy statement and bylaws.
6. Review any director resignation letter tendered in accordance with the Company's bylaws, and evaluate and recommend to the Board whether such resignation should be accepted.
7. Recommend to the Board for its approval directors to be appointed as members of each Board committee. Prior to recommending the re-appointment of a director to a Board committee, the Committee shall review the existing director's independence, if required, skills, Board committee meeting attendance, performance and contribution and his or her fulfillment of committee responsibilities. If a vacancy on a Board committee occurs, the Committee shall recommend a director with relevant experience and skills and who, if required by the applicable committee charter, is independent to be approved to fill the vacancy.
8. Consider periodically the size, structure and functioning of the Board and its committees, and recommend any proposed changes to the Board for approval.
9. Establish criteria for qualifications as independent directors, consistent with applicable laws and Nasdaq or other applicable stock exchange listing standards.

B. Board and Director Evaluations

1. Develop and recommend to the Board for its approval an annual Board self-evaluation process to be conducted and overseen by the Committee. The Committee shall report to the Board, following the end of each fiscal year, the results of the annual self-evaluation, including any comments from the self-evaluations. However, any comments from the self-evaluations regarding individual directors shall be reported to the Chairman of the Board and/or the CEO and, if applicable, to the committee chairperson(s) of the committee(s) on which the directors serve.

C. Corporate Governance

1. Oversee the Company's corporate governance practices and procedures, including identifying best practices and reviewing and recommending to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework, including the Company's articles of incorporation and bylaws.

2. Review at least annually the Company's Principles of Corporate Governance (the "Principles") and recommend any proposed changes to the Board for approval.

3. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board committees, director independence and the director nominations process, and determine whether to recommend that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.

4. Perform the obligations of the Committee set forth in the Principles, including, but not limited to, reviewing and determining whether to approve any request from a director of the Company to serve on the board of another for-profit organization.

D. Sustainability, and Environmental, Social and Governance Matters ("ESG")

1. Advise and provide periodic updates to the Board on environmental, social and governance matters and the Company's efforts in those areas.

2. Monitor, evaluate and oversee the implementation of the Company's strategy on environmental, health and safety, corporate social responsibility, sustainability and other public policy matters.

3. Oversee the activities of the Company's ESG Management Committee.

E. Other Responsibilities

1. Make an annual report to the Board on emergency, as well as expected, CEO succession planning. The Board will work with the Committee to recommend and evaluate potential successors to the CEO. The CEO should periodically make available to the Committee and the Board his or her recommendations and evaluations of potential CEO successors, along with a review of any development plans recommended for such individuals.

2. Review and investigate any concerns regarding non-financial matters that are reported to the Audit Committee of the Board and referred to the Committee.

3. Review at least annually the Company's Code of Business Conduct and Ethics, recommend any proposed changes to the Board for approval and oversee management's processes and procedures for enforcement thereof.

4. Oversee administration of the Company's policy with respect to related party transactions, review related party transactions submitted to the Committee pursuant to the terms of such policy and periodically review and assess the adequacy of such policy and, as appropriate, recommend any proposed changes to the Board for approval.

5. Review feedback from the Company's shareholders, including, but not limited to, any shareholder proposals submitted to the Company.

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 executive search firms, 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.

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 any executive search firm, any outside counsel and any other consultants or advisors to the Committee.

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Corporate Governance and Nominating Committee Approval on [4.11.2023]

Board of Directors Approval on [4.18.2023]