



PRINCIPLES OF CORPORATE GOVERNANCE

1. Principles of Corporate Governance

The business of Ameris Bancorp, a Georgia corporation (the “Company”), is managed under the direction of its Board of Directors (the “Board”) pursuant to the Georgia Business Corporation Code and the Company’s Bylaws. The Board has responsibility for establishing broad corporate policies and for the overall performance of the Company. The Board selects the senior management team that is responsible for the day-to-day operations of the Company and for keeping the Board advised of the Company’s business.

The Board has adopted the corporate governance principles set forth below (the “Principles”) as a framework for the governance of the Company. The Corporate Governance and Nominating Committee of the Board (the “Corporate Governance and Nominating Committee”) reviews the Principles annually and recommends changes to the Board, as appropriate. The Principles, as they may be amended from time to time, are available on the Company’s website.

2. Role and Composition of the Board

a. Role of the Board

Consistent with the oversight function of the Board, the core responsibilities of the Board and its committees include the following:

- i. Assessing the performance of the Chief Executive Officer of the Company (the “CEO”) and other executive officers and setting their compensation;
- ii. Planning for CEO succession and overseeing the development of executive officers;
- iii. Reviewing the Company’s strategic plan and monitoring its implementation and results;
- iv. Overseeing the integrity of the Company’s financial statements and the Company’s financial reporting process;
- v. Overseeing the Company’s processes for assessing and managing risk;
- vi. Overseeing legal and regulatory compliance;



- vii. Nominating the Company's director candidates and appointing committee members;
and
- viii. Providing advice and counsel to management regarding significant issues facing the Company and reviewing and approving significant corporate actions.

b. Director Qualifications

The Corporate Governance and Nominating Committee is responsible for reviewing, at least annually, the appropriate skills and experience required of directors to enable the Board to successfully perform its role in corporate governance.

The Corporate Governance and Nominating Committee has not established specific minimum age, education, experience or skill requirements for directors, but, in general, directors will have ample experience and a proven record of business success and leadership. Director candidates are evaluated based on their financial literacy, business acumen and experience, independence, and willingness, ability and availability for service. In addition, a director must have the highest personal and professional ethics, integrity and values, including respectfulness, honesty and a commitment to teamwork and high standards consistent with the core values of the Company, and must consistently exercise sound and objective business judgment.

In determining whether to recommend a director nominee, the members of the Corporate Governance and Nominating Committee consider and discuss diversity, among other factors, with a view toward the role and needs of the Board as a whole. When identifying and recommending director nominees, the members of the Corporate Governance and Nominating Committee generally view diversity expansively to include, without limitation, concepts such as race, gender, national origin, differences of viewpoint and perspective, professional experience, education, skill and other qualities or attributes that together contribute to the functioning of the Board. The Corporate Governance and Nominating Committee and the Board believe that the inclusion of diversity as one of many factors considered in selecting director nominees is consistent with the goal of creating a Board that best serves the needs of the Company and the interests of its shareholders



c. Director Qualifications

A majority of the members of the Board must be independent of the Company. For a director to be considered independent, the Board must determine that the director meets the independence criteria of the U.S. Securities and Exchange Commission (the “SEC”) and The Nasdaq Stock Market LLC (“Nasdaq”), as well as any other independence standards applicable to independent Board members as may be in effect from time to time under applicable laws, rules and regulations. In making this determination, the Board will consider all relevant facts and circumstances, including any transactions or relationships between the director and the Company or its subsidiaries.

d. Board Leadership

The Board believes that it is in the best interests of the Company for the Board to periodically evaluate and make a determination regarding whether or not to separate the roles of Chairman of the Board (“Chairman”) and CEO based upon the circumstances.

If the positions of Chairman and CEO are held by the same person, or if the Chairman is otherwise employed by the Company, then the Board shall select an independent director to serve as Lead Independent Director. The Lead Independent Director shall have the following responsibilities as well as any other responsibilities as may be delegated to such Lead Independent Director by the Board from time to time:

- i. Preside over executive sessions of the independent directors;
- ii. Consult as appropriate with the Chairman or the CEO;
- iii. Oversee the flow of information to the Board;
- iv. Act as liaison between the non-employee directors and management; and
- v. Serve as a focal point for the independent directors on the Board, thereby enhancing and clarifying the Board’s independence from management.



e. Change in Principal Occupation

When a director's principal occupation or business association changes substantially during the director's tenure on the Board, the director must promptly notify the Board. The Corporate Governance and Nominating Committee will evaluate and recommend to the Board whether, in light of all the circumstances, the director should continue to serve. If the Board determines that such director's continued service is not in the best interests of the Company and its shareholders, he or she shall tender an offer of resignation.

f. Service on Other Boards and Audit Committee

Directors are encouraged to limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company. Directors who are serving as chief executives of public companies may not serve on the boards of more than two other companies in addition to the Board. Service on the boards of subsidiary companies with no publicly traded stock, non-profit organizations and non-public, for-profit organizations is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, such boards will count as one board for purposes of this calculation.

In addition, directors should advise the chairperson of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on the board of another for-profit organization.

Members of the Audit Committee of the Board (the "Audit Committee") may not serve on the audit committees of more than two other public companies.

3. Functioning of the Board

a. Agenda

The Chairman of the Board establishes the agenda for each Board meeting in consultation with the Lead Independent Director of the Board. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chairperson of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.



b. Distribution and Review of Board Materials

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials may be presented only at the Board meeting.

c. Meetings and Attendance

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve, and are expected to attend the annual meeting of the Company's shareholders absent unusual circumstances. A director who is unable to attend a meeting of the Board or a Board committee on which he or she serves is encouraged to notify the Secretary in advance of such meeting and to participate telephonically if possible.

The independent directors meet in executive session without management present at every regularly scheduled Board meeting.

d. Confidentiality

Directors must maintain the confidentiality of confidential information entrusted to them by the Company or its customers, suppliers or partners, except when disclosure is authorized by appropriate personnel, the Board or required by law or regulation. Proceedings and deliberations of the Board and its committees are confidential.

e. Ethics

The Company has adopted a Code of Business Conduct and Ethics (the "Company Code"), which addresses conflicts of interest, insider trading and personal benefit from corporate opportunities, among other topics. Directors must conduct themselves with honesty and integrity and in a manner consistent with the Company Code, and should consult with the Company's Chief Legal Officer in the event of any issues. Violations of the Company Code by directors are investigated by the Audit Committee and reported to the Board.



f. Strategic Planning

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

g. Environmental, Social and Governance Initiatives

The Company is committed to creating positive change through environmental, social and governance ("ESG") initiatives. The Corporate Governance and Nominating Committee and the ESG Management Committee of Ameris Bank, which oversee these initiatives, provide regular updates to the Board on the Company's progress in ESG, including employee engagement, support and growth opportunities and efforts to improve diversity and inclusion at the Company.

4. Structure and Functioning of Committees

a. Number, Structure and Independence of Committees

The Board currently has five standing committees: Audit; Compensation; Corporate Governance and Nominating; Enterprise Risk; and Executive.

The Audit, Compensation, Corporate Governance and Nominating and Enterprise Risk Committees consist solely of independent directors. In addition, directors who serve on the Audit Committee or the Compensation Committee of the Board (the "Compensation Committee") must meet additional, heightened independence criteria applicable to directors serving on these committees under Nasdaq listing standards.

The Board may establish and maintain other committees from time to time as it deems necessary or appropriate.

b. Assignment of Committee Members

The Corporate Governance and Nominating Committee considers and makes recommendations to the Board regarding committee size, structure, composition and functioning. Committee members and chairpersons are recommended to the Board by the Corporate Governance and Nominating Committee and appointed by the full Board.



c. Responsibilities

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee. Each standing committee assesses the adequacy of its charter annually and recommends changes to the Board, as appropriate. All committees report regularly to the full Board with respect to their activities.

d. Meetings and Agendas

The chairperson of each committee determines the frequency, length and agenda of that committee's meetings.

Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting.

5. Director Access to Management, Employees and Advisers

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors have full and free access to members of management and to employees of the Company.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the Audit, Compensation, Corporate Governance and Nominating and Enterprise Risk Committees has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

6. Director Compensation

The Compensation Committee periodically reviews the compensation of directors and committee members and chairpersons. Director compensation is set by the Board based upon the recommendation of the Compensation Committee. Compensation consists of a combination of cash and equity. A substantial portion of director compensation is equity-based to assist in aligning directors' interests with the long-term interests of shareholders of the Company. Management directors do not receive compensation for service on the Board or the committees thereof.



7. Stock Ownership Guidelines

In order to align the interests of directors and executive officers with the long-term interests of the Company's shareholders, the Board has adopted stock ownership guidelines, which are periodically reviewed for their adequacy and effectiveness.

8. Succession Planning

The Corporate Governance and Nominating Committee is responsible for oversight of succession planning for the CEO. At least annually, the Corporate Governance and Nominating Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other executive officer positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO unexpectedly becomes unable to perform the duties of that position.

9. Formal Evaluation of the Ceo

The Compensation Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals and recommending the CEO's compensation to the Board for approval. The results of the evaluation are shared with the CEO and used by the Compensation Committee in considering the CEO's compensation.

10. Director Orientation and Continuing Education

The Company has an orientation process for Board members that is designed to familiarize new directors with various aspects of the Company's business, including the Company's strategy, operations, finances, risk management processes, compliance program and governance practices. The Board encourages all directors to participate in continuing education programs to assist them in performing their responsibilities as directors.

11. Board and Committee Performance Evaluations

The Board conducts an annual self-evaluation to assess the performance of the Board, its committees and individual directors. The Corporate Governance and Nominating Committee is responsible for developing, administering and overseeing the self-evaluation process.

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