



As Amended,  
Effective November 8, 2010

## Executive Committee Charter

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The purpose of the Executive Committee shall be to possess and exercise, during the intervals between meetings of the Company's Board of Directors, any and all powers of the Company's Board of Directors in the management and direction of the business and affairs of the Company in which specific direction has not been given by the Company's Board of Directors. In addition, the Committee shall perform such duties as may be directed by the Board of Directors from time to time.

Notwithstanding the foregoing, the Committee shall not have the powers specifically reserved to the full Board of Directors by the Company's bylaws, Articles of Incorporation, applicable law or rules of the New York Stock Exchange or by direction of the Board of Directors, nor shall the Committee exercise any authority granted to any other committee of the Board of Directors or to the shareholders of the Company.

### COMPOSITION OF COMMITTEE

The Executive Committee will be comprised of (1) Chairpersons of the principal standing committees of the Board of Directors and the Board of Directors of Synovus Bank, (2) the Chief Executive Officer of the Company, (3) the Chairman of the Board, if different from the Chief Executive Officer and (4) the Lead Director. The Chief Executive Officer shall serve as Committee Chair. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

### STRUCTURE AND OPERATIONS

The Committee shall meet as often as the Committee considers appropriate or at any time when any matter requires expeditious action by the Board of Directors or when it would not be practical for the full Board of Directors to meet to review or act upon any matter.

### OUTSIDE ADVISORS

The Committee shall have the authority to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.