

**SYNOVUS FINANCIAL CORP.
SYNOVUS BANK
RISK COMMITTEE CHARTER**

PURPOSE

The Board of Directors (“Board”) of Synovus Financial Corp. and its wholly-owned subsidiary, Synovus Bank (collectively, the “Company”) has established the Risk Committee (“Committee”) to assist the Board in its oversight of the Company’s enterprise risk management function. The Committee is responsible for approving and periodically reviewing the risk management policies of the Company’s operations and overseeing the operation of the Company’s enterprise risk management framework and function. In addition, the Committee is also responsible for reviewing and approving the Board’s risk appetite parameters to be used by management in the day to day operations of the Company.

The primary purpose of the Committee is to:

- Monitor and review the enterprise risk management and compliance framework and processes of the Company, including the Company’s credit, market, interest rate, liquidity, legal and compliance, reputational, technology and operational risks;
- Monitor and review, emerging risks and adequacy of risk management functions, as identified by the Company’s Chief Risk Officer; and
- Report to the Board and provide recommendations to the Board in order to effectively manage risks.

The Committee shall have the responsibilities and duties enumerated in and consistent with this Committee Charter (“Charter”).

COMPOSITION OF COMMITTEE

The Committee will consist of at least three members of the Board of Directors. The Board will appoint Committee members and the Committee Chair after taking into consideration the recommendation of the Company’s Corporate Governance and Nominating Committee. At least one member of the Committee shall be a member of the Audit Committee. Committee members may be replaced by the Board of Directors.

All of the Committee members shall meet the independence requirements of the New York Stock Exchange, and shall satisfy such other criteria for membership on the Committee as may be promulgated pursuant to, and in accordance with, The Dodd-Frank Act, including any rules and regulations of the SEC. In addition, at least one member shall have experience in identifying, assessing and managing risk exposures of large complex financial firms.

STRUCTURE AND OPERATIONS

The Committee will meet as often as it determines is appropriate, but not less frequently than four times per year and at least once per quarter. The Committee periodically shall report to the Board, and shall make recommendations to the Board as the Committee reasonably determines are necessary or appropriate. The Committee Chair will report the highlights of Committee meetings to the full Board at the Board's next regularly scheduled meeting. All Committee members are expected to attend each meeting, in person or via tele- or videoconference. The Committee shall, at least annually, hold private meetings in executive session the Chief Risk Officer, the Chief Information Security Officer and the Senior Director – Compliance and shall periodically hold private meetings and, as needed, have informal discussions, with such other members of management as the Committee may deem necessary in connection with the fulfillment of its duties under this Charter. The Committee may invite any officer or employee of the Company, the independent auditor, counsel or others to attend meetings and provide pertinent information. Meeting agendas will be prepared by the Chief Risk Officer, with input from the Committee Chair, and provided in advance to members, along with appropriate briefing materials.

OUTSIDE ADVISORS

The Committee shall have the authority to retain and to terminate any risk consulting firm used to assist in the evaluation of the Chief Risk Officer or the Company's enterprise risk management, including the authority to approve the firm's fees and any other terms of retention. In addition, the Committee shall have the authority to retain, and to approve the fees payable to, outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES

The principal goal of the Committee shall be to assist the Board in its risk oversight role, and to report to the Board the findings and recommendations of the Committee, in light of the responsibilities outlined above. To that end, the Committee shall work closely with the Company's Chief Risk Officer and other members of management as well as the other Board committees to understand the Company's risk exposure in each of its business operations, and to evaluate the effectiveness of governance and oversight of the Company's policies and practices that address risk exposure.

The Committee's primary responsibilities and authority are to:

- Periodically (at least once per quarter) meet with the Chief Risk Officer and other members of the Company's enterprise risk management and compliance team and receive reports from the Chief Risk Officer regarding the Company's risk identification and assessment and risk management practices, policies and procedures.
- Review periodically the Company's enterprise risk management and compliance practices and approve a statement or statements regarding the Company's overall risk appetite and risk tolerances.
- Periodically review and make recommendations to the Board regarding strategies and overall risk concentrations of the Company.
- Review and approve, at least annually, the Company's Contingency Funding Plan and the Contingency Funding Plan for Synovus Bank.

- Periodically (at least once per quarter) receive reports from management, including the Chief Risk Officer, regarding matters relating to risk management and/or the Company's enterprise risk management framework, including regarding emerging risks and other selected risk topics and/or enterprise-wide risk issues.
- Periodically meet with or receive reports from the other Board Committees relating to risk oversight and risk management activities of such Committees.
- Periodically review regulatory correspondence and actions relating to risk management and compliance activities.
- Specifically review and discuss with the Chief Risk Officer and other members of management the matters that are delegated to the Committee by the Board from time to time and periodically report on such matters to the Board.
- Review periodically other areas of risk as appropriate.
- Review the independence and authority of the enterprise risk management function in the performance of its responsibilities and ensure that the senior-level risk management officers, including the Chief Risk Officer, have sufficient stature, authority and seniority and resources to carry out such officers' responsibilities.
- Review the qualifications and background of the Chief Risk Officer and the Company's other senior risk officers.
- Periodically report the Committee's actions to the Board to assist the Board in its risk oversight and assessment process.
- Annually review the Committee's own performance, including a review of the compliance of the Committee with this charter.

In addition to the authority and responsibilities of the Committee described in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate.

While the Committee has the responsibilities and powers set forth in this Charter in its oversight capacity, it is not the duty of the Committee to be responsible for the operational management of the Company's interest rate risk, investment and derivatives risk, liquidity risk, or capital management policies. The Committee may rely upon the reports of legal counsel and other experts, as well as members of the Company's management.