



## Compensation Committee Charter

### PURPOSE

The purpose of the Compensation Committee (“Committee”) of the Board of Directors (“Board”) of Synovus Financial Corp. (“Company”) shall be:

- to discharge the Board’s responsibilities relating to the compensation of the Company’s executives;
- and to produce an annual report on executive compensation for inclusion in the Company’s proxy statement.

### COMPOSITION OF COMMITTEE

The Committee shall be composed of three or more members of the Board, each of whom is determined by the Board to be independent as defined by the New York Stock Exchange (“NYSE”) Listing Standards. The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board taking into consideration the recommendation of the Corporate Governance and Nominating Committee of the Board. 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, but no fewer than two times annually. The Committee Chair will report the highlights of Committee meetings to the full Board at the Board’s next regular meeting. Except to the extent prohibited by NYSE rules or other application law or regulation, the Committee may delegate matters within its power and responsibility to individuals or subcommittees when it deems appropriate.

### OUTSIDE ADVISORS

The Committee shall have the sole authority to retain and terminate any compensation consulting firm used to assist it in the evaluation of CEO or senior executive compensation, including the sole 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 Committee shall have the following duties and responsibilities:

- Review and approve annual corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and have sole authority to determine the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years;
- Report the results of annual performance evaluation of the CEO at an executive session of non-management directors;
- Establish overall corporate philosophy and design long-term strategies for executive compensation programs of the Company, including executive salary structure and short-term and long-term incentive programs;
- Make recommendations to the Board with respect to non-CEO executive officer compensation, and incentive-compensation plans, and equity based plans that are subject to Board approval;
- Review and provide approval of management's recommendations for compensation amounts for all executive officers of Company, including base salary amounts and short-term and long-term incentive compensation payments and awards (including, without limitation, establishment of performance goals under incentive compensation plans);
- Produce an annual report on executive officer compensation for inclusion in Company's proxy statement;
- Provide oversight of overall corporate philosophy and structure of compensation programs of the Company;
- Review and provide approval of overall Company expenditures for compensation on an annual basis;
- Ensure that the CEO discuss on an annual basis the Company's management development and executive succession activities at an executive session of non-management directors;
- Review and reassess this charter on a periodic basis and recommend any proposed changes to the Board; and
- Undertake from time to time additional activities within the scope of the Committee's charter as it may deem appropriate.

#### PERFORMANCE REVIEW

The performance of the Committee shall be evaluated annually, including a review of the compliance of the Committee with the charter.

**Thank you for your interest in Synovus.  
Please contact us to learn more at P.O. Box 120 Columbus, Georgia 31902.  
706.649.5850**