



Executive Committee Charter

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 Chairmen of the other principal standing committees of the Board of Directors will be members of the Executive Committee and such other directors as the Board of Directors shall designate so long as a majority of the Executive Committee shall consist of independent directors. The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board of Directors taking into consideration the recommendation of the Corporate Governance and Nominating Committee. 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.

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