

CRESCENT BANKING COMPANY

CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS

Title

The title of this Committee shall be the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Crescent Banking Company (the “Company”).

Composition

The Committee shall be composed of a minimum of three directors, all of whom shall be independent. The independence and other qualifications of the members of the Committee shall at all times satisfy the requirements of: (i) the National Association of Securities Dealers, Inc. and the Nasdaq Stock Market, Inc. (together, the “NASD”); (ii) the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations of the Securities and Exchange Commission (the “Commission”) thereunder; and (iii) any other laws, rules or regulations applicable to the Company or its subsidiaries.

The members of the Committee shall be elected and may be removed by the Board. Each member shall serve until a successor shall have been duly elected and qualified or until such member’s earlier death, resignation or removal. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Purpose

The primary purpose of the Committee is to assist the Board in discharging its duties relating to compensation issues, as well as to produce an annual report on executive compensation for inclusion in the Company’s proxy statement for the annual meeting of shareholders, in accordance with applicable Commission rules and regulations.

Duties, Responsibilities and Authority

The Committee shall observe and perform the following duties and responsibilities:

1. **Chief Executive Officer Compensation:** Annually review and approve corporate goals and objectives relevant to Chief Executive Officer compensation, evaluate the Chief Executive Officer’s performance in light of these goals and objectives, and recommend to the Board the Chief Executive Officer’s compensation levels based on this evaluation. The Chief Executive Officer shall not participate in or be present during the Committee’s deliberations or approval of matters related to Chief Executive Officer compensation and shall not be present at the Board meeting at the time of the Committee’s recommendation or during the Board’s approval/denial of the Committee’s recommendation.

2. **Executive Officer Compensation:** Annually review and recommend to the Board for the Board's determination the base salary, bonus, incentive and other compensation levels and compensation plans applicable to the Company's executive officers, after having received and considered recommendations with respect to executive officer compensation from the Company's Chief Executive Officer.
3. **Director Compensation:** Annually evaluate director compensation, recommend to the Board the appropriate level of director compensation, including compensation for service as a member or chair of a Board committee, and ensure that payments, if any, to directors other than in their capacity as directors are proper, and are fully and properly disclosed as required by any applicable law, rule or regulation.
4. **Compensation Plans:** Evaluate the Company's compensation plans, including any incentive and equity compensation plans, to allow the Company to attract and retain talented personnel necessary to continue the success of the Company. Recommend such plans to the Board for approval and take actions necessary or advisable to implement and administer the Company's incentive compensation plans.

Consider and recommend actions with respect to adoption, amendment, administration or termination of compensation, welfare, benefit, pension and other plans related to compensation of current and former Company officers and employees, in each case taking into account appropriate industry benchmarks and the compensation policies followed by similarly situated companies.

5. **Insurance Coverage:** Periodically review and assess the adequacy of the Company's insurance coverage for directors and officers and make recommendations to the Board with respect thereto, as appropriate.
6. **Annual Report:** Make an annual report on executive compensation for inclusion in the Company's annual proxy statement as required by the Commission's rules or regulations.

Meetings

The Committee shall meet as often as it determines necessary to fulfill its responsibilities as set forth herein or as directed by the Board, but no less than once per year. The Committee Chairperson may request any officer or employee of the Company or outside counsel or others to attend such meetings, except as otherwise prohibited in this Charter.

The Committee shall maintain, as part of the Company's permanent records, written minutes of the proceedings and actions of the Committee and shall make such reports to the Board as may be requested by the Board or the Chairperson thereof. The Committee shall, in turn, regularly report to the Board, as frequently as may be required or prudent under the Duties and Responsibilities set forth above.

Grant of Authority; Limitation of Compensation Committee's Role

The Committee shall have the sole authority to: (1) appoint, retain, compensate, evaluate and terminate any compensation consultant to be used to assist in the evaluation of Chief Executive Officer, executive officer or director compensation; and (2) engage, retain, compensate, evaluate and terminate other outside consultants and/or attorneys to assist with or review any matter under the Committee's responsibility on such terms and at such expense as the Committee shall deem appropriate.

This Charter is not intended to, and shall not, alter the standards of conduct set forth in the Georgia Business Corporation Code (the “GBCC”), and the Financial Institutions Code of Georgia (the “FIC”) for directors, including those directors who serve as Committee members. Members of the Committee shall have the duties and the benefits of all limitations and protections from liabilities provided by the GBCC and the FIC and other applicable laws and regulations with respect to their service on the Committee. In addition to the indemnification, exculpation, and similar provisions contained in the Company’s certificate of incorporation and bylaws or in statutory and common law and in addition to applicable insurance, each member of the Committee shall, in the performance of such member’s duties, be fully protected in relying on information, opinions, reports or statements prepared or presented by any of the Company’s officers or employees, or committees of the Board or by any other person as to matters the member reasonably believes are within such other person’s professional or expert competence, all to the extent permitted by Section 14-2-830 of the GBCC and Section 7-1-490 of the FIC.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.