

Ameris Bancorp  
Form DEF 14A  
April 03, 2017

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

o Preliminary Proxy Statement  
 o **CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14A-6(E)(2))**  
 x Definitive Proxy Statement  
 o Definitive Additional Materials  
 o Soliciting Material Pursuant to Section 240.14a-12

**AMERIS BANCORP**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required  
 o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.  
(1) Title of each class of securities to which transaction applies:  
(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

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Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 3, 2017

Dear Shareholder:

It is my pleasure to invite you to this year's annual meeting of shareholders, which will be held on Tuesday, May 16, 2017, at 9:30 a.m., local time, at our offices located at 24 Second Avenue Southeast, in Moultrie, Georgia.

The Notice of Annual Meeting of Shareholders that follows describes the business to be conducted at the meeting. We will also report on matters of current interest to our shareholders.

We will be using the Internet as our primary means of furnishing proxy materials to shareholders. Accordingly, most shareholders will not receive paper copies of our proxy materials. We will instead send shareholders a notice with instructions for accessing the proxy materials and voting via the Internet. The notice also provides information on how shareholders may obtain paper copies of our proxy materials if they so choose.

Whether or not you plan to attend the annual meeting, please vote as soon as possible to ensure that your shares will be represented and voted at the annual meeting. You may vote via the Internet, by telephone or, if you receive a paper proxy card in the mail, by mailing the completed proxy card. If you attend the annual meeting, you may vote your shares in person even though you have previously voted your proxy.

On behalf of Ameris Bancorp, I thank you for your continued support and look forward to seeing you at this year's annual meeting.

Sincerely,

Edwin W. Hortman, Jr.  
*President and Chief Executive Officer*

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**Ameris Bancorp  
310 First Street, S.E.  
Moultrie, Georgia 31768**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 16, 2017**

To the Shareholders of Ameris Bancorp:

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders of Ameris Bancorp (the Company) will be held at the Company's offices located at 24 Second Avenue Southeast, Moultrie, Georgia, on Tuesday, May 16, 2017, commencing at 9:30 a.m. local time, for the following items of business:

- (1) the election of three Class II directors for a three-year term of office;
- (2) the ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for 2017;
- (3) the advisory approval of the Company's executive compensation; and
- (4) any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

The close of business on March 7, 2017, has been fixed as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Only shareholders of record at the close of business on that date are entitled to notice of, and to vote at, the Annual Meeting.

A complete list of shareholders entitled to vote at the Annual Meeting will be available for examination by any shareholder for any purpose germane to the Annual Meeting, during normal business hours, for a period of at least 10 days prior to the Annual Meeting at the Company's corporate offices located at the address set forth above.

By Order of the Board of Directors,

Moultrie, Georgia  
April 3, 2017

Cindi H. Lewis  
*Corporate Secretary*

**INTERNET AVAILABILITY OF PROXY MATERIALS**

In accordance with U.S. Securities and Exchange Commission rules, we are using the Internet as our primary means of furnishing proxy materials to shareholders. Consequently, most shareholders will not receive paper copies of our proxy materials. We will instead send shareholders a Notice of Internet Availability of Proxy Materials with instructions for accessing the proxy materials, including our proxy statement and annual report, and voting via the Internet. The Notice of Internet Availability of Proxy Materials also provides information on how shareholders may obtain paper copies of our proxy materials if they so choose.



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**AMERIS BANCORP**  
**310 First Street, S.E.**  
**Moultrie, Georgia 31768**

**PROXY STATEMENT**  
**FOR ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON MAY 16, 2017**

**PROXY SOLICITATION AND VOTING INFORMATION**

**Why am I receiving these materials?**

The Board of Directors (the Board) of Ameris Bancorp (the Company) has made these materials available to you on the Internet or, upon your request, has delivered printed versions of these materials to you by mail, in connection with the solicitation of proxies by and on behalf of the Board for use at the Company's Annual Meeting of Shareholders (the Annual Meeting) to be held at the Company's offices located at 24 Second Avenue Southeast, Moultrie, Georgia, on Tuesday, May 16, 2017, at 9:30 a.m., local time, and any adjournment or postponement thereof. These materials were first made available to shareholders on April 3, 2017. Shareholders of the Company are invited to attend the Annual Meeting and are requested to vote on the proposals described in this Proxy Statement.

**What is included in these materials?**

These materials include:

the Company's Proxy Statement; and  
the Company's 2016 Annual Report to Shareholders, which includes the Company's audited consolidated financial statements.

If you request printed versions of these materials by mail, these materials will also include the proxy card for the Annual Meeting.

**What am I voting on?**

You will be voting on each of the following:

the election of three Class II directors for a three-year term of office;

the ratification of the appointment of Crowe Horwath LLP ( Crowe Horwath ) as the Company s independent registered public accounting firm for 2017;

the advisory approval of the Company s executive compensation; and  
any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof.

As of the date of this Proxy Statement, the Board knows of no other matters that will be brought before the Annual Meeting.

You may not cumulate your votes for any matter being voted on at the Annual Meeting, and you are not entitled to appraisal or dissenters rights.

## **Why did I receive a one-page notice in the mail or e-mail notification regarding the Internet availability of proxy materials instead of a full set of proxy materials?**

Pursuant to rules adopted by the U.S. Securities and Exchange Commission (the SEC ), the Company has provided access to its proxy materials over the Internet. Accordingly, the Company is sending a Notice of Internet Availability of Proxy Materials (the Notice ) to shareholders of record and beneficial owners. All shareholders will have the ability to access the proxy materials on the website referred to in the Notice, free of charge, or request to receive a printed set of the proxy materials. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice. In addition, shareholders may request to receive proxy materials electronically by e-mail on an ongoing basis.



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## **How can I get electronic access to the proxy materials?**

The Notice provides you with instructions regarding how to:

view proxy materials for the Annual Meeting on the Internet and execute a proxy; and  
instruct the Company to send future proxy materials to you electronically by e-mail.

Choosing to receive future proxy materials by e-mail will save the Company the cost of printing and mailing documents to you and will reduce the impact of its annual meetings on the environment. If you choose to receive future proxy materials by e-mail, you will receive an e-mail next year with instructions containing a link to those materials and a link to the proxy voting site. Your election to receive proxy materials by e-mail will remain in effect until you terminate it.

## **Who can vote?**

You may vote if you owned shares of the Company's common stock, \$1.00 par value per share (the Common Stock), as of the close of business on March 7, 2017, the record date for the Annual Meeting (the Record Date). As of the Record Date, there were 37,131,292 shares of Common Stock outstanding and entitled to vote.

## **How do I vote?**

You have four voting options. You may vote using one of the following methods:

over the Internet, which you are encouraged to do if you have access to the Internet;  
by telephone;

for those shareholders who request to receive a paper proxy card in the mail, by completing, signing and returning the proxy; or

by attending the Annual Meeting and voting in person.

The Notice provides instructions on how to access your proxy card, which contains instructions on how to vote via the Internet or by telephone. For those shareholders who request to receive a paper proxy card in the mail, instructions for voting via the Internet, by telephone or by mail are set forth on the proxy card. Please follow the directions on your proxy card carefully.

## **Can I vote at the Annual Meeting?**

You may vote your shares at the Annual Meeting if you attend in person. Even if you plan to be present at the Annual Meeting, you are encouraged to vote your shares by proxy. You may vote your proxy via the Internet, by telephone or by mail. Even if you have already voted your shares by proxy, you may change your vote and vote your shares at the Annual Meeting if you attend in person.

## **What if my shares are registered in more than one person's name?**

If you own shares that are registered in the name of more than one person, each person must sign the proxy. If an attorney, executor, administrator, trustee, guardian or any other person signs the proxy in a representative capacity, the full title of the person signing the proxy should be given and a certificate should be furnished showing evidence of appointment.



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**What does it mean if I receive more than one Notice?**

If you receive more than one Notice, then you have multiple accounts with brokers or the Company's transfer agent. Please vote all of these shares. It is recommended that you contact your broker or the Company's transfer agent, as applicable, to consolidate as many accounts as possible under the same name and address. The Company's transfer agent is Computershare Investor Services, which may be contacted by telephone at (800) 568-3476.

**Can I change my mind after I vote?**

You may change your vote at any time before the polls close at the Annual Meeting. You may do this by using one of the following methods:

voting again by telephone or over the Internet prior to 1:00 a.m., Eastern Daylight Time, on May 16, 2017; giving written notice to the Company's Corporate Secretary at the address indicated on the first page of this Proxy Statement;

delivering a later-dated proxy; or  
voting in person at the Annual Meeting.

**How many votes am I entitled to?**

All holders of Common Stock are entitled to cast one vote per share held as of the Record Date.

**How many votes must be present to hold the Annual Meeting?**

In order for the Company to conduct the Annual Meeting, the holders of a majority of the shares of Common Stock outstanding and entitled to vote as of the Record Date must be present at the Annual Meeting. This is referred to as a quorum. Your shares will be counted as present at the Annual Meeting if you do one of the following:

vote via the Internet or by telephone;  
return a properly executed proxy by mail (even if you do not provide voting instructions); or  
attend the Annual Meeting and vote in person.

**How many votes are needed to elect directors?**

Directors will be elected by a plurality of the votes present in person or represented by proxy and entitled to vote at the Annual Meeting, meaning that the three Class II nominees receiving the most votes will be elected as Class II directors.

**How many votes are needed to ratify the appointment of Crowe Horwath as the Company's independent registered public accounting firm for 2017 or to approve the advisory vote on executive compensation?**

Approval of each of these proposals requires the affirmative vote in favor of such proposal of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting.

## **How many votes are needed for other matters that may be brought before the Annual Meeting?**

The affirmative vote of a majority of the shares of Common Stock present in person or represented by proxy and entitled to vote at the Annual Meeting will be required to approve any other matter that properly comes before the Annual Meeting. The Board knows of no other matters that will be brought before the Annual Meeting. If other matters are properly introduced, the persons named in the proxy as the proxy holders will vote on such matters in their discretion.

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**Will my shares be voted if I do not provide my proxy?**

Your shares may be voted under certain circumstances if they are held in the name of a brokerage firm. Brokerage firms have the authority under stock exchange rules to vote customers' unvoted shares on routine matters, which include the ratification of the appointment of the Company's independent registered public accounting firm. Accordingly, if a brokerage firm votes your shares on these matters in accordance with these rules, your shares will count as present at the Annual Meeting for purposes of establishing a quorum and will count as for votes or against votes, as the case may be, with respect to all routine matters voted on at the Annual Meeting. If you hold your shares directly in your own name, they will not be voted if you do not vote them or provide a proxy. If a brokerage firm signs and returns a proxy on your behalf that does not contain voting instructions, your shares will count as present at the Annual Meeting for quorum purposes and will count as a for vote for the appointment of Crowe Horwath as the Company's independent registered public accounting firm for 2017, but your shares will not count as a for vote or a withhold vote on the election of the director nominees named in this Proxy Statement and will not be counted as an advisory vote on executive compensation. These are referred to as broker non-votes. Questions regarding these procedures may be directed to the Corporate Secretary at the address indicated on the first page of this Proxy Statement.

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## **PROPOSAL 1 ELECTION OF DIRECTORS**

The business and affairs of the Company are managed under the direction of the Board in accordance with the Georgia Business Corporation Code, subject to any limitations set forth in the Company's Articles of Incorporation and Bylaws. The Board selects and oversees the members of senior management, who are charged by the Board with conducting the business of the Company. The Company's executive officers are appointed annually by the Board and serve at the discretion of the Board, subject to applicable employment agreements.

The Company has a classified board of directors currently consisting of three Class I directors (Edwin W. Hortman, Jr., Daniel B. Jeter, who currently serves as Chairman of the Board, and William H. Stern), three Class II directors (William I. Bowen, Jr., Robert P. Lynch and Elizabeth A. McCague) and three Class III directors (R. Dale Ezzell, Leo J. Hill and Jimmy D. Veal). The Class II directors currently serve until the Annual Meeting, and the Class I and Class III directors currently serve until the annual meetings of shareholders to be held in 2019 and 2018, respectively. After the Annual Meeting, the Class I, Class II and Class III directors will serve until the annual meetings of shareholders to be held in 2019, 2020 and 2018, respectively, and until their respective successors are duly elected and qualified.

At each annual meeting of shareholders, directors are duly elected for a full term of three years to succeed those whose terms are expiring, although directors may be elected for shorter terms in certain instances, such as filling a vacancy in a particular class of directors. Vacancies on the Board and newly created directorships also can generally be filled by a vote of a majority of the directors then in office. The Company's Bylaws require each director to retire at the annual meeting of the Company's shareholders following the date that he or she reaches age 70.

At the Annual Meeting, shareholders are being asked to re-elect Messrs. Bowen and Lynch and Ms. McCague to serve as Class II directors until the 2020 annual meeting of shareholders and until their successors are duly elected and qualified.

Proxies cannot be voted at the Annual Meeting for a greater number of persons than the number of nominees named.

Unless otherwise directed, the persons named as proxies and attorneys in the enclosed form of proxy intend to vote FOR the election of all nominees as directors for the ensuing term and until their successors are duly elected and qualified. If any such nominee for any reason should not be available as a candidate for director, votes will be cast pursuant to authority granted by the enclosed proxy for such other candidate or candidates as may be nominated by the Board. The Board is unaware of a nominee who is unable to serve as a director or will decline to serve as a director, if elected.

The following sets forth certain information, as of the Record Date, for the Class II nominees:

**William I. Bowen, Jr.** (age 52) has served as a director of the Company and as a director of Ameris Bank, the Company's wholly-owned banking subsidiary (the Bank), since November 2014. Mr. Bowen resides in our Tifton, Georgia market, and he currently serves as Chairman of the community board of the Bank for that market. He has served as a member of the community board since 2012. Mr. Bowen is a partner and the President of Bowen Donaldson Home for Funerals. He also serves as managing partner of Bowen Farming Enterprises, LLC, a timber, cattle, cotton and peanut farming operation, Bowen Land and Timber, LLC, Bowen Family Partnership and Fulwood Family Partnership, a farming and real estate development firm. Mr. Bowen holds a bachelor's degree in business administration from the University of Georgia. His extensive business experience and knowledge of the local economy, as well as his expertise in the real estate and farming industries, make Mr. Bowen a valuable resource for the Board.

**Robert P. Lynch** (age 53) has served as a director of the Company since 2000 and as a director of the Bank since February 2006. Mr. Lynch is the Vice President and Chief Financial Officer of Lynch Management Company, which owns and manages six automobile dealerships located in the Southeast. He has been with Lynch Management Company for more than 30 years. Mr. Lynch's family also owns and operates Shady Dale Farm, a beef cattle operation located in Shady Dale, Georgia. He holds a bachelor's degree in business administration from the University of Florida. Mr. Lynch resides in our Jacksonville, Florida market and currently serves as a member of the community board of the Bank for that market. His business experience is

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extensive and varied, which gives him a firsthand understanding of the adversities faced by not only the Company but also its commercial customers. This understanding informs his service as a director and is a key benefit to the Board.

**Elizabeth A. McCague** (age 67) has served as a director of the Company and the Bank since August 2016. Ms. McCague previously served as a consultant for the Jacksonville Police and Fire Pension Fund, where she was responsible for the management of the \$1.6 billion pension portfolio and the administration of benefits. Additionally, Ms. McCague provides mediation services for resolution of financial disputes through her business, McCague & Company, LLC. Ms. McCague currently serves on the UF Health Hospital Jacksonville board as the chair of the finance committee and will continue to serve in this capacity through 2018. She has previously served as co-chair of the University of Florida Capital Campaign, a six-year, \$1.5 billion effort, and chair of the North Florida Bank's Advisory Board. She was also formerly the Chief Operating Officer of a software development company. She holds a bachelor's degree in business administration from the University of Florida and a master of business administration degree from Jacksonville University. She resides in the Jacksonville, Florida market. Ms. McCague's business experience is extensive and diverse, which provides valuable insight for the Bank and its customers.

**The Board recommends a vote FOR the election of the nominated directors. Proxies will be voted FOR the election of the three nominees discussed above unless otherwise specified.**

The following sets forth certain information, as of the Record Date, for all other directors of the Company, whose terms of office will continue after the Annual Meeting:

**R. Dale Ezzell** (age 67) has served as a director of the Company and as a director of the Bank since May 2010. Mr. Ezzell served as a director of Southland Bank, formerly a wholly-owned subsidiary of the Company, from 1983 until the merger of Southland Bank into the Bank in 2006. He also served as Southland Bank's Chairman from 1995 until such merger. Mr. Ezzell currently serves as Chairman of the Bank's community board in Dothan, Alabama. Mr. Ezzell is the founder and owner of Wisecards Printing and Mailing, a direct mail advertising business in Abbeville, Alabama. Prior to establishing Wisecards in 2001, he served as President and Chief Executive Officer of Ezzell's Inc., which operated several department stores in southeast Alabama and southwest Georgia, from 1987 to 2000. Mr. Ezzell holds a bachelor's degree in engineering from Auburn University and resides in the Abbeville, Alabama market. His years as a director of a subsidiary bank, along with his varied business and practical experience, give him a valuable understanding of the issues faced by the Company and its customers. Mr. Ezzell's term expires in 2018.

**Leo J. Hill** (age 61) has served as a director of the Company and as a director of the Bank since January 2013. Mr. Hill is the owner of Advisor Network Solutions, LLC, a consulting services firm, and currently serves as Lead Independent Director of Transamerica Mutual Funds. Prior to his service with Transamerica, Mr. Hill held various positions in banking, including Senior Vice President and Senior Loan Administration Officer for Wachovia Bank of Georgia's southeastern corporate lending unit, President and Chief Executive Officer of Barnett Treasure Coast Florida with Barnett Banks and Market President of Sun Coast Florida with Bank of America. He has a bachelor's degree in management and a master's degree in finance, both from Georgia State University, and he has completed Louisiana State University's Graduate School of Banking. Mr. Hill is involved with the Investment Company Institute, the Conference of Fund Leaders, the National Association of Corporate Directors and the Institute for Independent Business. With his wide-ranging professional and banking background, he brings a wealth of business and management experience to the Board. Mr. Hill's term expires in 2018.

**Edwin W. Hortman, Jr.** (age 63) has served as a director of the Company since November 2003 and as a director of the Bank since February 2006. Mr. Hortman has also served as President and Chief Executive Officer of the Company since January 2005. From November 2003 through December 2004, he served as President and Chief Operating Officer of the Company, and from 2002 to 2003, he served as Executive Vice President and North Regional Executive



of the Company. From 1998 through 2003, Mr. Hortman served as President and Chief Executive Officer of Citizens Security Bank, formerly a wholly-owned subsidiary of the Company. Mr. Hortman also served as a director of Citizens Security Bank from 1998 to 2004. In addition, he served as a director of Central Bank & Trust, Southland Bank, First National Bank of South Georgia and Merchants & Farmers Bank, formerly wholly-owned subsidiaries of the Company, from 2002 to 2004.

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Mr. Hortman also serves as Chairman of the Georgia Bankers Association Insurance Trust. He holds bachelor's and master's degrees in business administration, with emphasis in accounting and finance, from the University of Georgia. He is also a graduate of the Graduate School of Banking of the South at Louisiana State University. Having served as Chief Executive Officer of the Company for more than ten years, after successfully serving as a banking executive in other capacities for much of his career, Mr. Hortman brings not only extensive experience in banking and executive management to the Board, but also an intimate knowledge of the Company's day-to-day business and operations. Mr. Hortman's term expires in 2019.

**Daniel B. Jeter** (age 65) has served as a director of the Company since 1997 and as a director of the Bank since 2002. He has been Chairman of the Board of the Company and of the Board of Directors of the Bank since May 2007. He also serves on the community bank board for the Company's Moultrie, Georgia market. Mr. Jeter is the Chairman and co-owner of Standard Discount Corporation, a family-owned consumer finance company. He joined Standard in 1979 and is an officer and director of each of Standard's affiliates, including Colquitt Loan Company, Globe Loan Company of Hazelhurst, Globe Loan Company of Tifton, Globe Loan Company of Moultrie, Peach Finance Company, Personal Finance Service of Statesboro and Globe Financial Services of Thomasville. He is co-owner of Classic Insurance Company and President of Cavalier Insurance Company, both of which are re-insurance companies. Mr. Jeter is also a partner in a real estate partnership that develops owner-occupied commercial properties for office and professional use. He serves as a director and an officer of the Georgia Industrial Loan Corporation and as a director of Allied Business Systems. He received a bachelor's degree in business administration from the University of Georgia. Mr. Jeter's extensive experience in financial services, with a particular emphasis on lending activities, gives him invaluable insight into, and affords him a greater understanding of, the Company's operations in his service as Chairman of the Board. As a long-tenured member of the Board, he has been closely involved in the Company's expansion into new markets in recent years. Mr. Jeter's term expires in 2019.

**William H. Stern** (age 60) has served as a director of the Company and as a director of the Bank since November 2013. Mr. Stern currently serves as Chairman of the Bank's community board for the State of South Carolina. Mr. Stern has been President and Chief Executive Officer of Stern & Stern Associates, a real estate development firm doing work throughout the Southeast, since 1980. He currently serves as Chairman Emeritus of the Board of the South Carolina State Ports Authority and as a member of the board of the South Carolina Coordinating Council for Economic Development. His knowledge of the real estate industry, in addition to his extensive business experience and economic background, makes Mr. Stern a valuable resource for the Board. Mr. Stern's term expires in 2019.

**Jimmy D. Veal** (age 68) has served as a director of the Company and as a director of the Bank since May 2008. Mr. Veal was a founding director of Golden Isles Financial Holdings, Inc., which was the corporate parent of The First Bank of Brunswick prior to its acquisition by the Company and subsequent merger into the Bank. He served as a director of both Golden Isles Financial Holdings, Inc. and The First Bank of Brunswick from their inception in 1989 until their acquisition by the Company in 2001 and as Vice Chairman of both companies from 1996 until 2001. Mr. Veal currently serves as Chairman of the Bank's community Board for the Southeast Georgia Coast. Mr. Veal has been active in the hospitality industry for over 35 years. Together with his family, he currently owns and operates Beachview Tent Rentals, Inc. in Brunswick, Georgia. He is also active in various real estate and timberland ventures in Glynn County, Georgia and Camden County, Georgia. In addition to his experience in banking, he has gained knowledge of many and varied industries and sectors of the economy, which provides him a unique and beneficial perspective for his service on the Board. Mr. Veal's term expires in 2018.

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**BOARD AND COMMITTEE MATTERS**

**Director Independence**

Each member of the Board, other than Mr. Hortman, is independent, as defined for purposes of the rules of the SEC and the listing standards of The NASDAQ Stock Market (NASDAQ). For a director to be considered independent, the Board must determine that the director does not have a relationship with the Company that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In making this determination, the Board will consider all relevant facts and circumstances, including any transactions or relationships between the director and the Company or its subsidiaries.

**Committees of the Board**

Executive Committee

The Executive Committee is currently comprised of four directors, only one of whom is a current or former employee of the Company. The current members of the Executive Committee are Messrs. Hortman, Jeter (Chairman), Lynch and Veal. The Executive Committee is authorized to exercise all of the powers of the Board, except the power to declare dividends, elect directors, amend the Company's Bylaws, issue stock or recommend any action to the Company's shareholders.

Compensation Committee

The Compensation Committee is currently comprised of four directors—Messrs. Hill (Chairman), Jeter, Lynch and Stern—none of whom is a current or former employee of the Company or any of its subsidiaries and all of whom are independent directors of the Company. The duties of the Compensation Committee, which operates under a written charter, are generally to establish the compensation for the Company's executive officers and to act on such other matters relating to compensation as it deems appropriate, including an annual evaluation of the Company's Chief Executive Officer and the design and oversight of all compensation and benefit programs in which the Company's employees and officers are eligible to participate. Additional information regarding the Compensation Committee's processes and procedures for consideration of executive officer compensation is provided in the Compensation Discussion and Analysis included in this Proxy Statement. The complete text of the Compensation Committee charter is available on the Company's website at [www.amerisbank.com](http://www.amerisbank.com).

Audit Committee

The Audit Committee is currently comprised of five directors, none of whom is a current or former employee of the Company and all of whom are independent directors of the Company. The current members of the Audit Committee are Ms. McCague and Messrs. Bowen, Ezzell, Lynch (Chairman) and Veal. The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act). The Audit Committee, which operates under a written charter, represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries. Its primary functions include monitoring the integrity of the Company's financial statements, system of internal controls and compliance with regulatory and legal requirements; monitoring the independence, qualifications and performance of the Company's independent registered public accounting firm and internal auditing services; and providing a vehicle for communication among the independent registered public accounting firm, management, internal audit and the Board.

The complete text of the Audit Committee charter is available on the Company's website at [www.amerisbank.com](http://www.amerisbank.com).

Corporate Governance and Nominating Committee

The Corporate Governance and Nominating Committee is currently comprised of four directors, none of whom is a current or former employee of the Company and all of whom are independent directors of the Company. The members of the Corporate Governance and Nominating Committee are Messrs. Bowen, Ezzell, Hill and Veal (Chairman). Pursuant to its written charter, the Corporate Governance and Nominating Committee is responsible for considering, and making recommendations to the Board regarding, the size and composition of the Board, recommending and nominating candidates to fill Board vacancies that may occur and recommending to the Board the director nominees for whom the Board will solicit proxies. Additional information regarding the Corporate Governance and Nominating Committee's processes and procedures is

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provided under the heading Identifying and Evaluating Nominees in this Proxy Statement. The complete text of the Corporate Governance and Nominating Committee charter is available on the Company's website at [www.amerisbank.com](http://www.amerisbank.com).

**Board and Committee Meetings**

The following table provides a summary of the membership of the Board and its committees during 2016, together with information regarding the number of meetings held during 2016.

Director Name	Independent Director <sup>(1)</sup>	Ameris Bancorp Board	Ameris Bank Board	Audit	Compensation	Executive	Corporate Governance/ Nominating
William I. Bowen, Jr.	Yes	Member	Member	Member			Member
R. Dale Ezzell	Yes	Member	Member	Member			Member
Leo J. Hill	Yes	Member	Member		Chair		Member
Edwin W. Hortman, Jr.	No	Member	Member			Member	
Daniel B. Jeter	Yes	Chair	Chair		Member	Chair	
Robert P. Lynch <sup>(2)</sup>	Yes	Member	Member	Chair	Member	Member	
Elizabeth A. McCague <sup>(3)</sup>	Yes	Member	Member	Member			
William H. Stern	Yes	Member	Member		Member		
Jimmy D. Veal	Yes	Member	Member	Member		Member	Chair
Number of Meetings		11	11	7	9	0	6

(1) Independent for purposes of the rules of the SEC, the listing standards of NASDAQ and Section 162(m) of the Internal Revenue Code.

(2) In addition to his chair role, Mr. Lynch serves as the financial expert for the Audit Committee.

(3) Ms. McCague was appointed a director and became a member of the Audit Committee on August 16, 2016.

Each director attended at least 75% of all meetings of the full Board and of those committees on which he or she served and was eligible to attend in 2016. Additionally, the independent directors met in executive sessions, without any members of management or other employees, four times in 2016. These executive sessions allow the Board to review key decisions and discuss matters in a manner that is independent of management.

The Company's 2016 annual meeting of shareholders was attended by all members of the Board. Directors are expected to attend annual meetings of shareholders absent exceptional cause.

**Identifying and Evaluating Nominees**

With respect to the nomination process, the Corporate Governance and Nominating Committee reviews the composition and size of the Board to ensure that it has the proper expertise and independence; determines the criteria for the selection of Board members and Board committee members; plans for continuity on the Board as existing Board members retire, whether at age 70 or earlier, or rotate off the Board; establishes criteria for qualifications as independent directors, consistent with applicable laws and listing standards; maintains a file of suitable candidates for consideration as nominees to the Board; reviews Board candidates recommended by shareholders in compliance with all director nomination procedures for shareholders; and recommends to the Board the slate of nominees of directors to be elected by the shareholders and any directors to be elected by the Board to fill vacancies.

The Corporate Governance and Nominating Committee has not established specific minimum age, education, years of business experience or specific types of skills for potential candidates but, in general, expects qualified candidates will have ample experience and a proven record of business success and leadership. Director candidates will be evaluated based on their financial literacy, business acumen and experience, independence for purposes of compliance with SEC and NASDAQ rules and willingness, ability and availability for service. In addition, the Corporate Governance and Nominating Committee requires that each Board candidate have the highest personal and professional ethics, integrity and values, including respectfulness, honesty and a commitment to teamwork and high standards consistent with the core values of

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the Company, and consistently exercise sound and objective business judgment. It is also anticipated that the Board as a whole have individuals with significant appropriate senior management or other leadership experience, a long-term and strategic perspective and the ability to advance constructive debate.

The Corporate Governance and Nominating Committee has not adopted a formal policy with regard to the consideration of diversity in identifying director nominees. In determining whether to recommend a director nominee, the members of the Corporate Governance and Nominating Committee consider and discuss diversity, among other factors, with a view toward the role and needs of the Board as a whole. When identifying and recommending director nominees, the members of the Corporate Governance and Nominating Committee generally view diversity expansively to include, without limitation, concepts such as race, gender, national origin, differences of viewpoint and perspective, professional experience, education, skill and other qualities or attributes that together contribute to the functioning of the Board. The Corporate Governance and Nominating Committee believes that the inclusion of diversity as one of many factors considered in selecting director nominees is consistent with the goal of creating a Board that best serves the needs of the Company and the interests of its shareholders.

The Corporate Governance and Nominating Committee has performed a review of the experience, qualifications, attributes and skills of the Company's current directors and nominees and believes that such persons possess a variety of complementary skills and characteristics, including the following:

personal characteristics, including leadership, character, integrity, accountability, sound business judgment and personal reputation;

successful business or professional experience;

various areas of expertise or experience, including financial, strategic and general management; expertise or experience in various industries, including banking and financial services, hospitality, consumer finance, automotive, real estate, timber, agricultural and mediation services;

residence in the Bank's market areas;

willingness and ability to commit the necessary time to fully discharge the responsibilities of a director in connection with the affairs of the Company; and

a demonstrated commitment to the success of the Company.

For a discussion of the specific backgrounds and qualifications of our current directors and nominees, see Proposal 1 Election of Directors in this Proxy Statement.

Although the Corporate Governance and Nominating Committee has authority to retain a search firm or consultant to assist in identifying director candidates, to date no such search firm or consultant has been engaged. Additionally, the Corporate Governance and Nominating Committee would consider any director candidate proposed by any shareholder of record who has given timely written notice to the Corporate Secretary as required by Article III, Section 2(b) of the Company's Bylaws. The proposing shareholder's notice to the Corporate Secretary must set forth the information required by such section, including the director candidate's name, credentials, contact information and his or her consent to be considered as a director candidate, as well as the proposing shareholder's own contact information and a statement of his or her share ownership (how many shares held and for how long). To be timely, a proposing shareholder's notice must be received at the Company's principal executive office no later than the date determined in accordance with the Company's Bylaws. There are no differences in the manner in which the Corporate Governance and Nominating Committee evaluates director candidates it identifies and candidates who are recommended for nomination for membership on the Board by a shareholder.

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**Board Leadership Structure and Role in Risk Oversight**

The Company is committed to having sound corporate governance principles and practices, and independent board oversight is valued as an essential component of our corporate governance framework. Our commitment to independent oversight is demonstrated by the fact that all of our directors, except our Chief Executive Officer, are independent. In addition, all of the members of the Board's Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee are independent.

The Company currently has an independent, non-executive Chairman separate from the Chief Executive Officer. The Board believes that this structure enhances (i) its oversight of, and independence from, management, (ii) its ability to carry out its role and responsibilities on behalf of the Company's shareholders and (iii) the Company's overall corporate governance. While the Board believes that having an independent Chairman is the most appropriate leadership structure for the Board at this time, the Board retains the flexibility to revise this structure in the future based upon its assessment of the Company's needs.

The Audit Committee is primarily responsible for overseeing the Company's risk management processes on behalf of the full Board, although the Board and all of its committees are sensitive to risks relating to the Company and its operations. The Audit Committee focuses on financial reporting risk, oversees the entire audit function and evaluates the effectiveness of internal and external audit efforts. It receives reports from management regularly regarding the Company's assessment of risks and the adequacy and effectiveness of internal control systems. Through its interaction with the Company's Chief Risk Officer, the Audit Committee oversees credit risk, market risk (including liquidity and interest rate risk) and operational risk (including compliance and legal risk). Our Chief Risk Officer meets with the Audit Committee as necessary to discuss potential risk or control issues. In addition, our external auditors meet at least quarterly with the Audit Committee in executive session to discuss potential risk and control issues involving the Company. The Audit Committee reports regularly to the full Board, which also considers the Company's entire risk profile, including additional strategic and reputational risks. While the Board oversees the Company's risk management, management is responsible for the day-to-day risk management processes. We believe that this division of responsibility is the most effective approach for addressing the risks facing the Company; however, we will continue to re-examine our Board leadership structure on a regular basis, recognizing that different structures may be appropriate in different situations faced by the Company.

**Director Reviews and Education**

The Board conducts a self-assessment annually, and individual directors are separately evaluated each year in connection with director performance reviews. The Corporate Governance and Nominating Committee reviews and discusses with the Board the results of these annual assessments.

Director education is an essential component of good governance and effective compliance practices for financial institutions. It increases the likelihood of retaining good directors and attracting more highly skilled candidates to serve on the boards of banks. The Board's monthly meetings include an educational and strategic session focused on a variety of topics, such as legislative and regulatory developments, important banking industry trends and fundamental bank directorship knowledge. In addition, our corporate counsel updates the Board as appropriate on relevant developments with respect to corporate governance matters.

Reflecting our commitment to principles of director education, in August 2016, Mr. Jeter attended the Crowe Horwath Growth and Profitability Conference. In September 2016, Mr. Lynch completed a continuing professional education seminar provided by Crowe Horwath that addressed the implementation of a framework for transitioning to the CECL



(current expected credit losses) standard and the development of a roadmap for successful implementation.

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In October 2016, Messrs. Bowen, Ezzell, Lynch and Veal participated in Crowe Horwath's webinar entitled Accounting and Regulatory Overview for Financial Institutions for Audit Committee members. This webinar was provided as an overview for financial institution audit committee members of their responsibilities relating to financial reporting and regulatory developments. Participation in the training provided discussions on the latest financial reporting developments and related requirements affecting financial institutions, including the latest developments on non-GAAP measures and developments from the FASB, PCAOB and SEC. Highlights of the AICPA National Conference on Banks and Savings Institutions and recognition of the latest regulatory developments and related requirements were also reviewed.

Also in October 2016, Mr. Hill attended a conference on bank executive and board compensation. This program's agenda offered guidance into topics such as talent acquisition, compensation strategies, board responsibilities and industry trends and also involved discussion of compensation strategy that fits culture, business goals and risks, embracing industry perspectives and equity plan matters.

**Compensation Committee Interlocks and Insider Participation**

None of Messrs. Hill, Jeter, Lynch or Stern, each of whom is a member of the Compensation Committee, is or has been an officer or employee of the Company.

**Communication with the Board and its Committees**

Our shareholders may communicate with the Board by directing correspondence to the Board, any of its committees or one or more individual members, in care of the Corporate Secretary, Ameris Bancorp, 310 First Street, S.E., Moultrie, Georgia 31768. The Corporate Secretary will forward such correspondence to the persons to whom it is addressed.

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The objectives of our non-employee director compensation program are to attract highly qualified individuals to serve on the Board and to appropriately align the interests of the Company's directors with those of our shareholders. The Compensation Committee reviews the director compensation program periodically to ensure that it continues to meet these objectives. In order to determine whether the director compensation program is competitive, the Compensation Committee considers peer group and general market information on program design provided by its independent compensation consultant, as well as the significant amount of time that directors expend in fulfilling their duties to the Company and the skill level required by members of the Board. Prior to compensation adjustments made in May 2016, directors, including committee chairs, were paid an annual retainer of \$89,000.

Effective May 2016, director compensation is comprised of the following components:

**Annual Cash Retainer** each director receives an annual cash retainer of \$50,000, and the non-executive Chairman of the Board receives an additional annual cash retainer of \$15,000

**Annual Equity Retainer** each director receives an annual award of \$50,000 of time-based restricted stock that vests after one year

**Committee Fees** the chair of each committee (other than the Executive Committee) receives an additional annual cash retainer of \$10,000

The following Director Compensation Table sets forth the total compensation earned by directors for the fiscal year ending December 31, 2016. Directors who are also named executive officers are not included in the table below.

Compensation paid to named executive officers for their service in a director capacity is presented in the supplementary table to the Summary Compensation Table included in this Proxy Statement.

Name	Fees Earned or Paid in Cash	Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Change in Pension Value and Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
William I. Bowen, Jr. <sup>(1)</sup>	\$69,500	\$50,003	\$	\$	\$	\$	\$119,503
R. Dale Ezzell <sup>(1)</sup>	\$71,900	\$50,003	\$	\$	\$	\$	\$121,903
Leo J. Hill <sup>(1)</sup>	\$74,500	\$50,003	\$	\$	\$	\$	\$124,503
Daniel B. Jeter <sup>(1)</sup>	\$79,400	\$50,003	\$	\$	\$	\$	\$129,403
Robert P. Lynch <sup>(1)</sup>	\$76,900	\$50,003	\$	\$	\$	\$	\$126,903
Elizabeth A. McCague <sup>(2)(3)</sup>	\$16,667	\$37,509	\$	\$	\$	\$	\$54,176
William H. Stern <sup>(1)</sup>	\$69,500	\$50,003	\$	\$	\$	\$	\$119,503
Jimmy D. Veal <sup>(1)</sup>	\$74,500	\$50,003	\$	\$	\$	\$	\$124,503

The stock award figure represents the fair value of the stock awards as calculated in accordance with U.S. generally accepted accounting principles. The shares were issued May 18, 2016 and the fair value was \$31.00 per share. The shares vest on the earlier of May 18, 2017 and the date of the Company's 2017 annual shareholders' meeting, provided that the grantee continues to serve as a director of the Company through the vesting date.

(2) Ms. McCague was appointed to serve on the Board of Directors of the Company and the Bank on August 16, 2016.

(3)

The stock award figure represents the fair value of the stock awards as calculated in accordance with U.S. generally accepted accounting principles. The value of the stock grant amount reflects a pro-rata adjustment to the annual \$50,000 stock retainer to reflect partial service from August 16, 2016 through the next shareholder meeting in 2017. The shares were issued August 16, 2016 and the fair value was \$33.49 per share. The shares vest on the earlier of May 18, 2017 and the date of the Company's 2017 annual shareholders' meeting, provided that Ms. McCague continues to serve as a director of the Company through the vesting date.

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The following table sets forth certain information regarding each executive officer of the Company.

Name, Age and Term as Officer	Position	Principal Occupation for the Last Five Years and Other Directorships
Edwin W. Hortman, Jr., 63 Officer since 2002	President and Chief Executive Officer	President and Chief Executive Officer since January 2005; director since November 2003. President and Chief Operating Officer from November 2003 through December 2004. Executive Vice President and Regional Bank Executive for Northern Division from August 2002 through November 2003. President, Chief Executive Officer and Director of Citizens Security Bank from April 1998 to November 2003. Director of each subsidiary bank in the Northern Division from September 2002 through March 2004.
Dennis J. Zember Jr., 47 Officer since 2005	Executive Vice President, Chief Financial Officer and Chief Operating Officer	Executive Vice President and Chief Financial Officer since February 2005; Chief Operating Officer since June 2016. Senior Vice President and Treasurer of Flag Financial Corporation and Senior Vice President and Chief Financial Officer of Flag Bank from January 2002 to February 2005. Vice President and Treasurer of Century South Banks, Inc. from August 1997 to May 2001.
Andrew B. Cheney, 67 Officer since 2009	Executive Vice President and Chief Banking Executive	Executive Vice President and Chief Banking Executive of the Company and the Bank since February 2017. Chief Operating Officer of the Company from May 2009 through May 2016. Executive Vice President and Banking Group President of the Company from May 2009 through January 2017. President of the Bank from December 2010 through January 2017. Chief Operating Officer of the Bank from December 2010 through May 2016. Regional Executive for Florida and Coastal Georgia from February 2009 to May 2009. Florida Chairman from January 2008 to January 2009 and President from January 2000 to December 2007 with Mercantile Bank.

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Name, Age and Term as Officer	Position	Principal Occupation for the Last Five Years and Other Directorships
Lawton E. Bassett, III, 48 Officer since 2016	Executive Vice President and Banking Group President	Banking Group President of the Company and President of the Bank since February 2017. Executive Vice President since February 2016. Chief Banking Officer for Alabama and Georgia from February 2016 through January 2017. Regional President and Market President from 2006 through January 2017. From 2003-2006 served as President and Chief Executive Officer of Citizens Security Bank, formerly a wholly-owned subsidiary of the Company. Prior to joinin