



# Investor Presentation

# Cautionary Statements

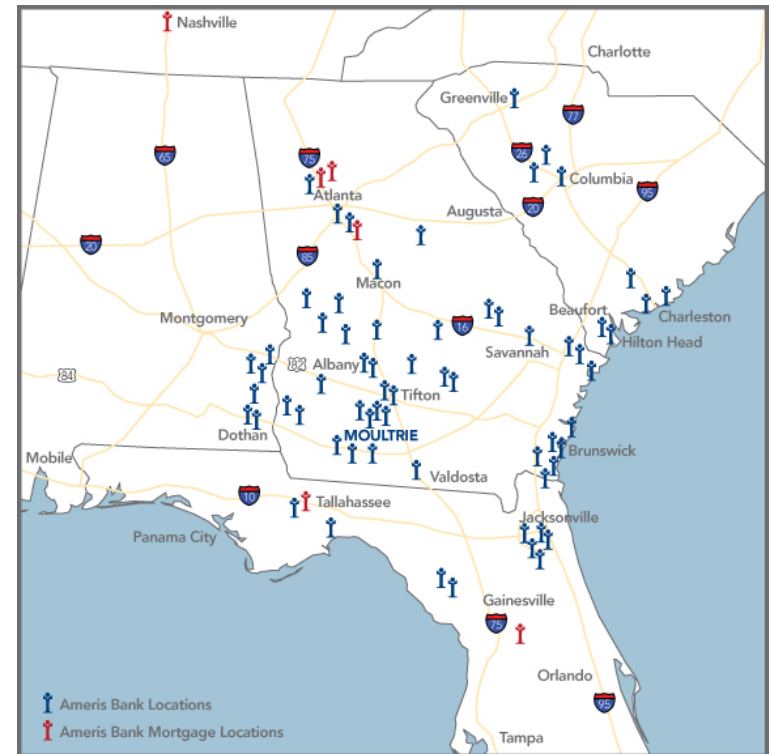
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# Corporate Profile

- Headquartered in Moultrie, Georgia
- Founded in 1971 as American Banking Company
- Historically grown through acquisitions of smaller banks in areas close to existing operations
- Recent growth through de novo expansion strategy and 10 FDIC-assisted transactions
- Four state footprint with 66 offices
- Approximately 740 FTEs managing 200,000 core customer accounts (132 FTEs in Ameris Bank Mortgage)
- Assets – \$3.0 billion  
Loans – \$2.0 billion  
Deposits – \$2.6 billion



# Experienced Management Team

Name, Position	Experience <i>(Banking / Ameris)</i>	Previous Experience
<b>Edwin W. Hortman Jr.</b> Chief Executive Officer	<b>32/14</b>	Colony Bankcorp, Inc.
<b>Andrew B. Cheney</b> EVP & Chief Operating Officer	<b>36/3</b>	Barnett Bank, Mercantile Bank
<b>Dennis J. Zember Jr.</b> EVP & Chief Financial Officer	<b>19/7</b>	Flag Financial Corporation
<b>Jon S. Edwards</b> EVP & Chief Credit Officer	<b>28/13</b>	NationsBank, Federal Reserve
<b>Stephen A. Melton</b> EVP, Chief Risk Officer	<b>32/2</b>	Columbus Bank & Trust (lead bank SNV)
<b>Cindi H. Lewis</b> EVP, Chief Administrative Officer	<b>36/36</b>	Officer at Ameris Bank since 1987
<b>T. Stan Limerick</b> EVP, Chief Information Officer	<b>7/1</b>	Whitney National Bank

**Management and Board Ownership of Approximately 7%**

# Current Focus

## ***Realize the positive impacts of our Earnings Strategies***

- Continue to drive double digit growth in loans and low-cost/no-cost funding.
- Design and implement strategies to build more efficient banking platform. Rationalize branch network and position Bank for faster growth in assets.
- Build additional non-interest income lines of businesses to drive revenue towards the top quartile of our peer group. Leverage premier mortgage platform for better profitability.
- Recognize a reduction in credit related expenses commensurate with the significant reduction in classified and non-accrual assets.

## ***Position Ameris Bank as a Consolidator in our 4 Southeastern States***

- FDIC Assisted acquisitions – Slowing pipeline of opportunities but our markets still have majority of potential deals. Interest in both Strategic (builds market share) and Financial (builds excess TCE and T1 capital).
- Traditional M&A – Early stages of a growing pipeline of opportunities in our footprint on larger, thinly capitalized institutions.

## ***Continue Improving Credit Quality***

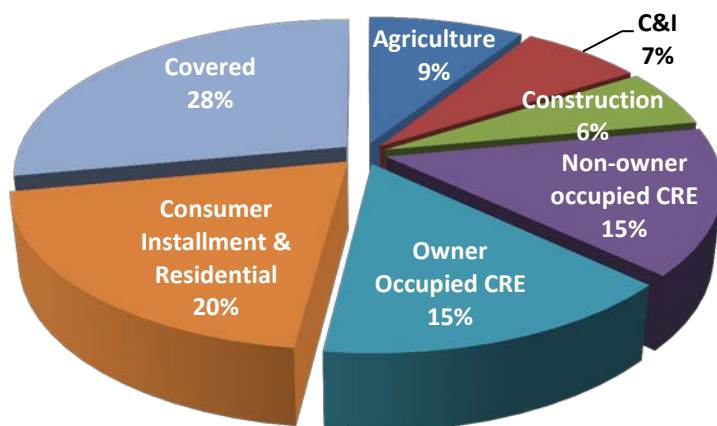
- Continue to manage strategies that restore historic quality to our Balance Sheet.
- Reduce credit-related operating expenses incrementally throughout 2013.

# Fourth Quarter Update

<i>dollars in millions, except per share data</i>	Q4 '11	Q1 '12	Q2 '12	Q3 '12	Q4 '12	Change
<b>BALANCE SHEET</b>						
Assets	\$2,994	\$3,043	\$2,920	\$2,949	\$3,008	0.47%
Loans, net	1,868	1,949	1,941	2,015	2,007	7.44
Tang Common Equity / Assets	7.96%	7.95%	8.41%	8.27%	8.23%	3.39
Tangible Book Value	\$10.06	\$10.15	\$10.29	\$10.23	\$10.39	3.28
<b>PERFORMANCE</b>						
Pre-tax, pre-credit earnings	\$15,030	\$13,634	\$14,700	\$13,728	\$13,728	(8.66)%
<i>as a percentage of average assets</i>	2.01%	1.84%	1.99%	1.86%	1.83%	
Revenue (ex acquisition gains)	\$35,259	\$34,954	\$37,756	\$38,069	\$40,672	15.35
<i>as a percentage of average assets</i>	4.71%	4.59%	5.17%	5.16%	5.41%	
OPEX (ex credit costs)	\$20,926	\$21,507	\$23,200	\$25,104	\$24,993	19.44
<i>as a percentage of average assets</i>	2.80%	2.83%	3.18%	3.41%	3.32%	
Diluted earnings per share	0.01	0.19	0.07	0.04	0.15	> 100%
Net interest margin (TE)	5.21%	4.48%	4.66%	4.52%	4.72%	(9.40)
Efficiency ratio (ex credit costs)	59.35%	61.53%	61.45%	75.68%	65.70%	10.71
<b>CREDIT QUALITY <sup>(1)</sup></b>						
NPAs / Assets	4.05%	3.03%	2.89%	2.58%	2.61%	(35.56)%
Classified Assets / Capital	43.93	35.07	32.05	31.44	33.45	(23.86)
Reserves / Loans	2.64	2.17	1.92	1.80	1.63	(38.26)
Reserves / NPLs	49.64	54.90	58.98	67.76	60.67	22.22

(1) Excludes covered assets, where applicable

# Loan Portfolio Detail



## Loan Portfolio Detail – 12/31/12

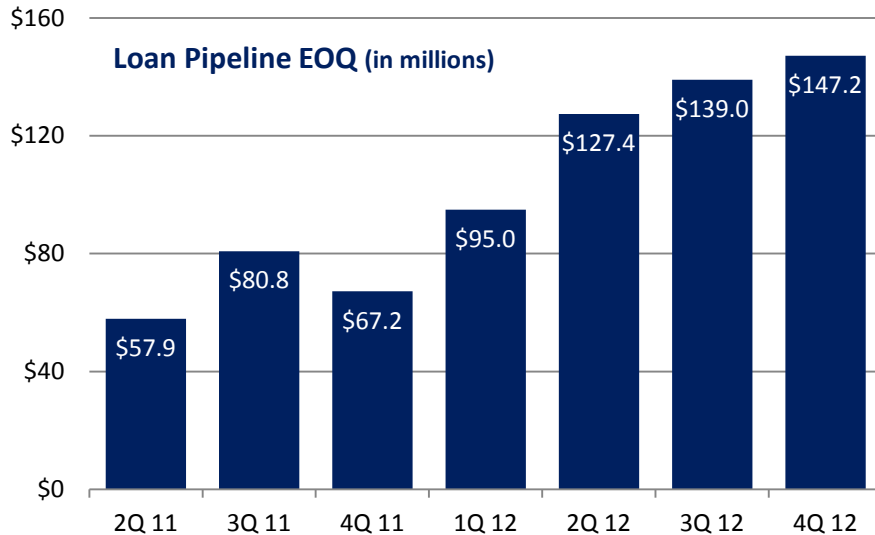
Loan Type	Average Loan	
	Size	Average Rate
Investor CRE	\$ 425,335	5.15%
C&D	100,350	5.25
Residential	71,248	5.64
C&I	59,384	4.98
O/O CRE	306,921	5.50
Covered loans	143,720	6.68 <sup>1</sup>
Consumer	6,579	6.56
Agriculture	110,196	5.70
<b>Total</b>	<b>\$ 80,464</b>	<b>5.44%</b>

- Diversified loan portfolio across five regions
  - Inland Georgia – 51%
  - Coastal Georgia – 15%
  - Alabama – 8%
  - South Carolina – 13%
  - Florida – 13%
- In-house lending limit of \$7.5 million versus \$75 million legal limit
  - 5 loans greater than \$5 million
- Loan participations less than 1.00% of total loans
- Aggressive management of concentrations of credit
- Top 25 **relationships** are only 9.6% of total loans

<sup>1</sup> – Average Rate on covered loans includes accretable yield.

# Loan Portfolio – strong loan pipelines

## Growth in Loan Pipelines<sup>1</sup>

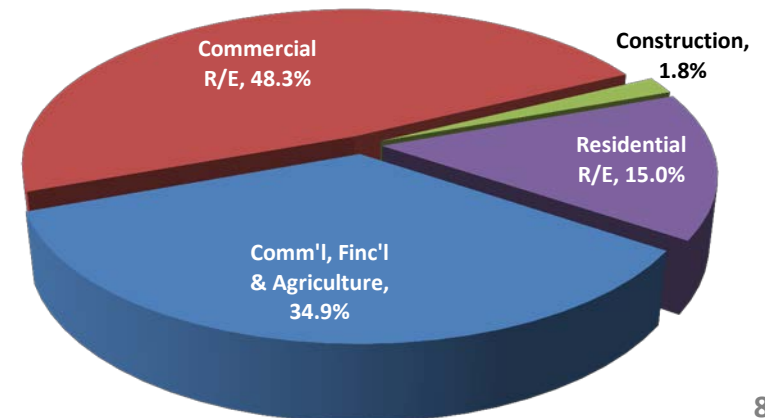


- Yields on current production approximately 5.11%
- 2/3<sup>rd</sup>s of production is with existing customers – higher rates (40bps-50bps from relationships)
- Diversified loan types – not solely chasing CRE or competing with low rates that do not compensate for term or quality

## Lending Strategies

- Leveraging presence in new markets (top five markets account for 70% of pipeline: *Atlanta, Jacksonville, Columbia, Savannah, Charleston*)
- Upgrading production positions in key markets: *limited changes to expense base but higher levels of quality production*
- Expanding Mortgage Strategy: *Jumbo mortgages, wholesale, warehouse LOC*
- Expanding Agricultural expertise: *better yields than in CRE due to limited competition*

## Pipeline Opportunities by Type



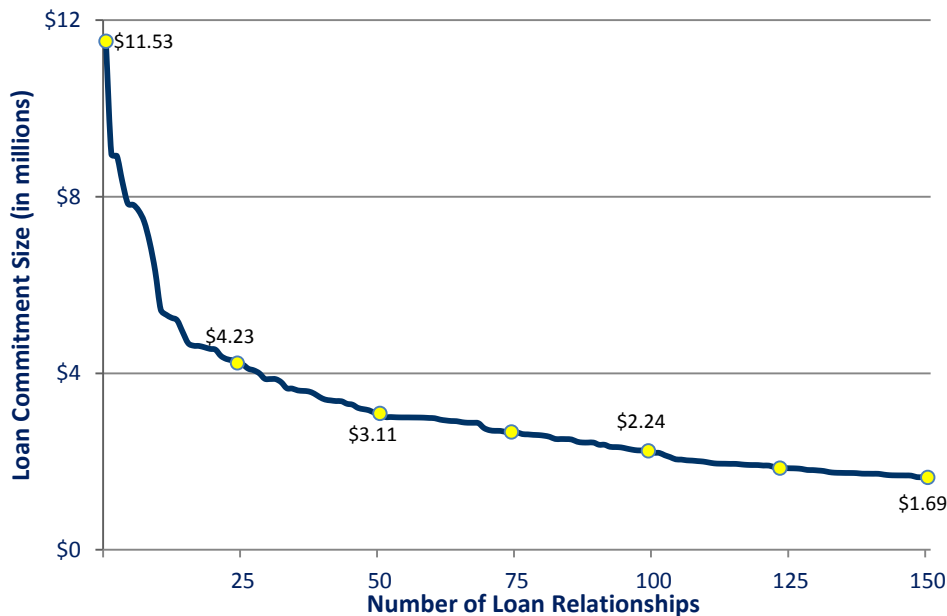
<sup>1</sup> – Loan pipeline amounts consist of all loans management has deemed a 75% or better likelihood of closing.



# Loan Portfolio

*Diversified through smaller relationships as well*

## Portfolio comprised of smaller relationships



Relationship Totals in Legacy Portfolio (in millions)		
Rank	Total O/S	% of total
Top 10	\$ 81.81	5.64%
Top 50	\$ 242.53	16.72%
Top 100	\$ 376.12	25.93%
Top 200	\$ 544.95	37.57%
Top 300	\$ 659.13	45.44%

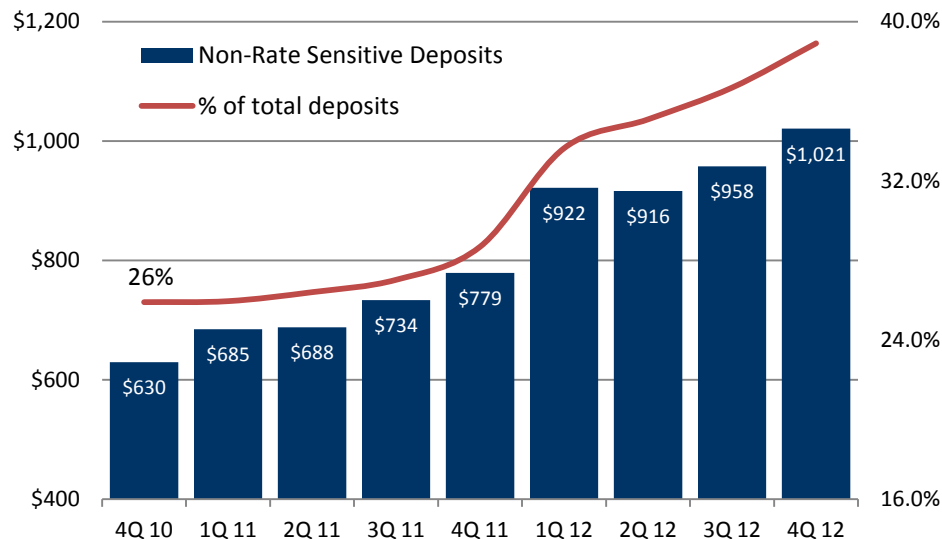
- **\$11.5 million** - Largest Relationship has over 3.0x debt coverage, backed by taxing authority of one of our local markets.
- **1.75x** – Weighted average debt coverage of our 25 largest relationships.
- **64%** - Weighted average loan to value on our 25 largest relationships.

# Significant Value in Deposit Portfolio

## Low cost funding for loan growth

- **29.2%** - Growth rate in Non-interest Bearing Demand during last 12 months
- **68.0%** - Percentage of deposits in retail oriented transaction style accounts
- **98.0%** - Percentage of Bank's total funding through deposits that "walks through our front doors" (4Q '12)

### "Zero" Cost Deposits - 12/31/12



- **M&A** - Focused on Acquiring / retaining high quality deposit portfolios that will drive our rate sensitive deposits below 50%
- **Low or No Premium** - Current market undervalues low-cost deposits (as seen in deposit premiums)
- **Investment** - Coupling these low cost, less sensitive balances with asset production efforts produces expanding margin opportunity.

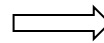
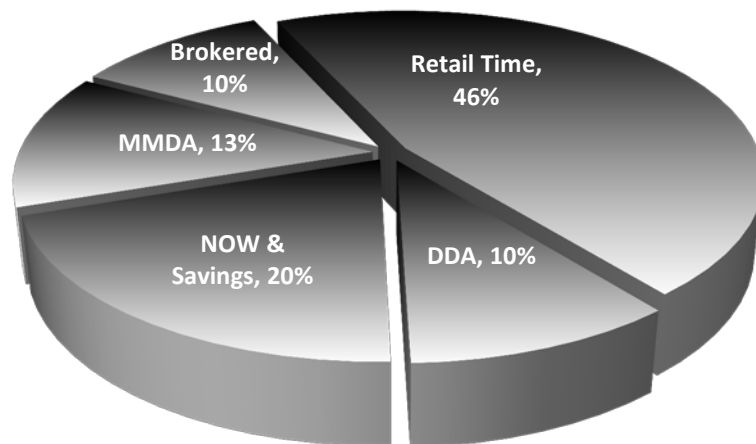
*"Zero" cost deposits include non-interest bearing checking, NOW accounts and Savings accounts that cost less than 0.25% and are deemed to have very little sensitivity to changing interest rates..*

# Significant Value in Deposit Portfolio

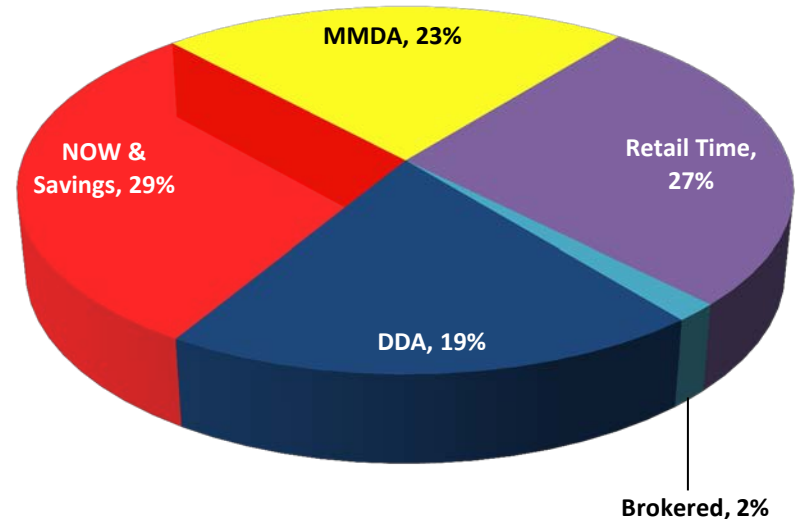
*Future revenue opportunity is large, and growing*

- **\$0.44 per share** – Additional earnings embedded in today’s Balance Sheet vs. 2008. Today’s deposit mix would have reduced interest expense by 30% in 2008, or \$16.0 million.
- **Built significant value in our core deposit base**
- **Focused largely on “Non-Rate Sensitive” deposits**

Deposit Composition – 12/31/08



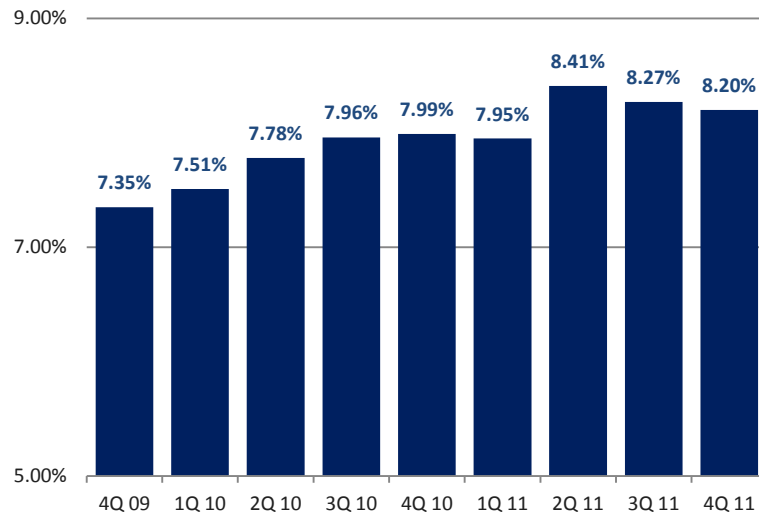
Deposit Composition – 12/31/12



# Capital Growth – Expansion/Remix of Total Assets

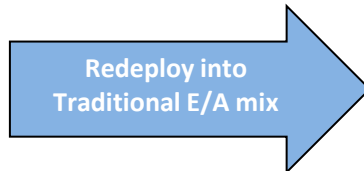
- Strong capital ratios supported by high PTPP earnings
- Anticipate repaying remaining portions of TARP before rate adjustment in Feb 2014.
- Consider re-instituting cash dividend with continued growth in earnings, capital ratios and preferred redemptions.

## Tangible Common / Tangible Assets



## Slower Growth in Total Assets Will Support Expansion of TCE / TA ratio

Balance (000's)	Type of low yielding asset
\$78,735	Legacy NPAs
88,273	Covered OREO
198,440	Covered NPLs
159,724	FDIC receivable
110,217	S/T assets
<u>\$635,389</u>	<u>Total Low Yielding Assets</u>



- Current Strategy and earnings forecasts afford significant expansion in capital ratios as the balance sheet efforts are focused on “re-mixing” asset mix more so than “growing” total assets
- EPS upside from successful redeployment is approximately \$0.65 per share.
- Adds asset sensitivity protection in rising rate scenarios.

# FDIC Indemnification Asset

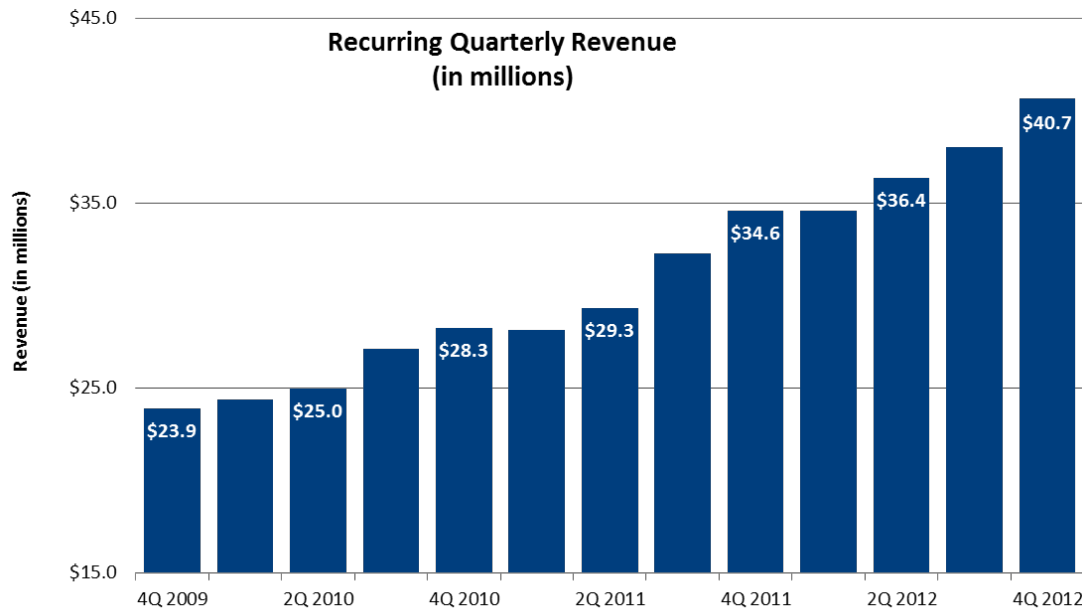
*Managing towards the end of loss share protection*

Bank	Acquisition Date	Original Indemnification Asset (000's)	Current Indemnification Asset (000's)	% of Original Indem Asset Remaining	Months remaining to collect remainder <sup>1</sup>	Original Estimate of Total Losses (000's)	Current Estimate of Total Losses (000's) <sup>2</sup>	Current Estimate of Losses as a % of Original
American United	Oct-09	24,200	2,157	8.9%	20.9	30,250	13,815	45.7%
United Security	Nov-09	21,640	2,068	9.6%	21.9	27,050	34,564	127.8%
Satilla Comm	May-10	22,400	3,547	15.8%	27.9	28,000	25,031	89.4%
First Bank Jax	Nov-10	11,307	5,801	51.3%	33.9	14,134	10,803	76.4%
Tifton Banking	Dec-10	22,807	5,972	26.2%	34.9	28,509	27,098	95.1%
Darby B&T	Dec-10	112,404	37,305	33.2%	34.9	160,577	144,747	90.1%
High Trust	Jul-11	49,485	16,482	33.3%	41.8	61,856	52,439	84.8%
One Georgia	Jul-11	45,488	15,601	34.3%	41.8	56,860	37,875	66.6%
Central Bank Ga	Feb-12	52,664	30,324	57.6%	48.9	65,830	47,630	72.4%
		<u>362,395</u>	<u>119,255</u>	<u>32.9%</u>	<u>39.6</u>	<u>473,066</u>	<u>394,002</u>	<u>83.3%</u>

*1- Months remaining to collect remainder of indemnification asset is a weighted average based on the indemnification asset at 12/31/2012.*

*2 - Current Estimate of losses includes all losses incurred to date as well as reimbursable expenses plus expected losses not incurred for which there is a corresponding indemnification asset.*

# Earnings – Continued Growth in Revenue



Revenue growth through this cycle with opportunistic strategies:

- 16.5% compounded annual growth rate in total revenue over the last three years
- Revenue has grown faster than earning assets
- Significant amount of assets that will be deployed over the next 3 years that will significantly boost revenue and earnings
  - >30% - CGR for mortgage related revenue
  - >21% - CGR for debit interchange fees
  - >8% - CGR for analysis and overdraft fees

- 2012 revenue gains boosted by growing loan portfolio and success in non-interest income strategies.
- 2013-2015 strategy demands:
  - Diversification of revenue with more emphasis on highly profitable non-interest income LOB's that enhance ROA and reduce burden on capital leverage
- Protect our advantage from strong net interest margins with emphasis on creating a highly favorable funding mix

# Earnings - Net Interest Margin

## "Acquisition Yields"

Loans		CDs	
Quarter	Yield	Quarter	Yield
Q3 '11	5.62%	Q3 '11	0.96%
Q4 '11	5.38%	Q4 '11	0.67%
Q1 '12	5.48%	Q1 '12	0.65%
Q2 '12	5.45%	Q2 '12	0.54%
Q3 '12	5.28%	Q3 '12	0.51%
Q4 '12	<b>5.11%</b>	Q4 '12	<b>0.44%</b>

## Maturity & Repricing Opportunity<sup>(1)</sup>

### Upcoming Maturities and Expected Renewals:

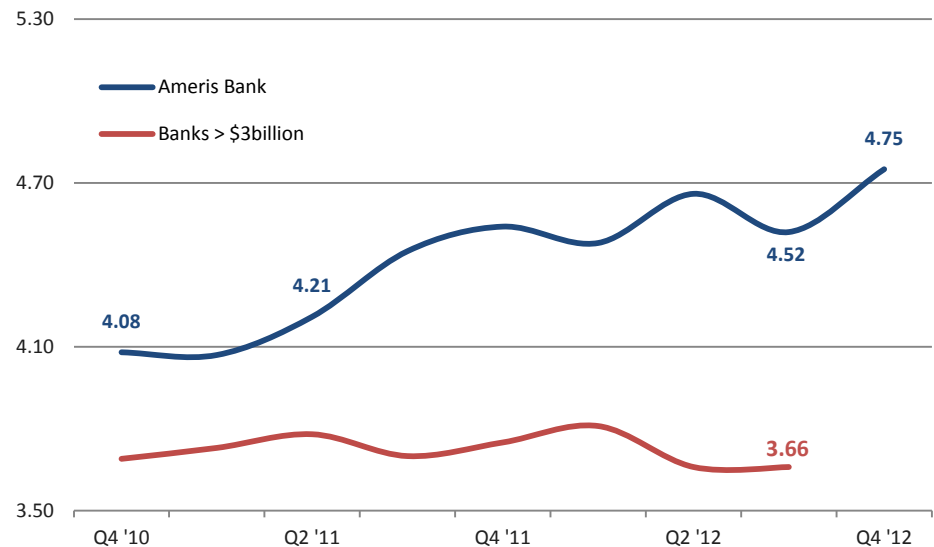
Quarter	Loans - Balance	Maturing Yield	Quarter	CDs - Balance	Maturing Cost
Q1 '13	\$ 122,174	5.69%	Q1 '13	\$ 186,092	0.70%
Q2 '13	\$ 91,862	5.63%	Q2 '13	\$ 177,081	0.69%

- **79.6% of lost revenue from loan repricing covered by CD renewal savings.**
- **Management expects limited dilution (5-10bps) in NIM from balance sheet repricing and believes volume expansion can more than offset revenue impacts.**

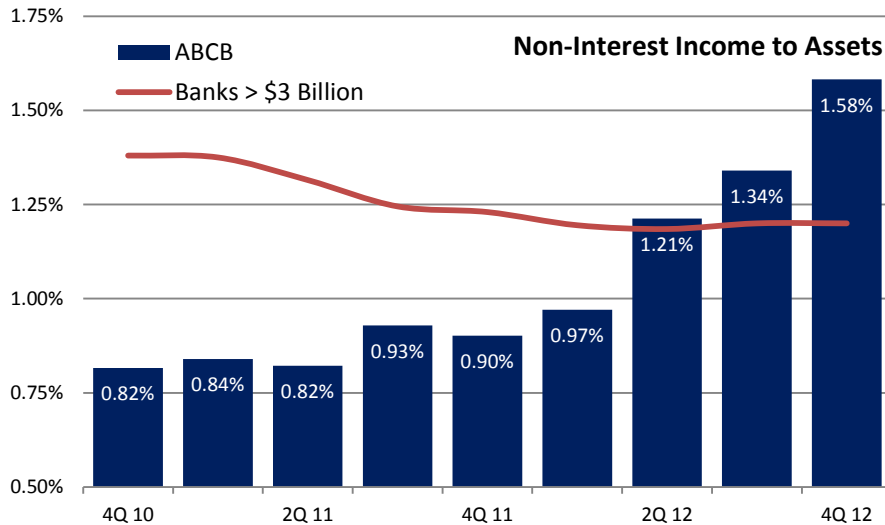
(1) Maturity and Repricing Opportunity are amounts and yields maturing in the designated quarter

(2) Ameris Bank net interest margin on a fully taxable-equivalent basis, excludes H/C level TRUPs

## Net Interest Margin<sup>(2)</sup> (%)



# Earnings – *Non-Interest Income*



Significant growth in mortgage revenue – currently all from retail activities

- Still hiring highly experienced, high volume teams
- Current retail production is \$30mm per month, potential and platform to double in 12-18 months

Started wholesale activities in 2Q 2012

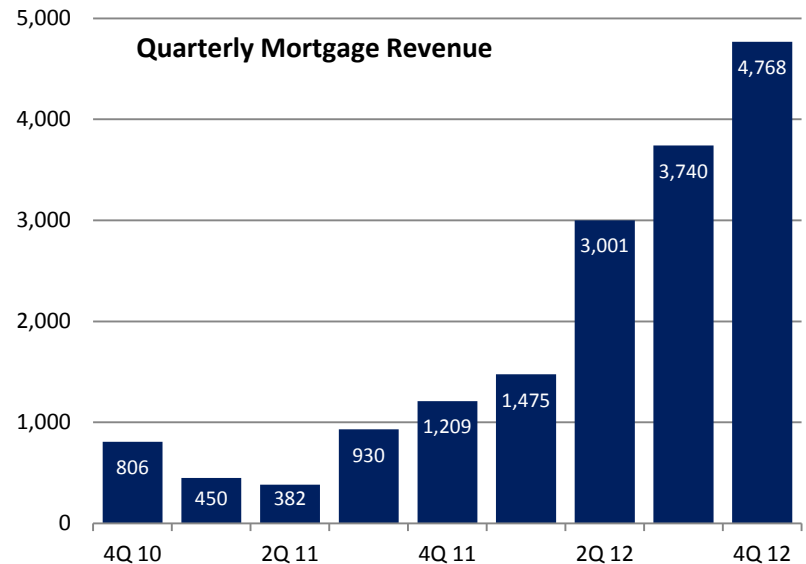
- Hiring experienced relationship managers from large wholesale players
- Larger volume opportunity in wholesale relative to retail activities

Serious about building strength and diversification in non-interest income sources

- Moving away from deposit charges
- Researching unique lines of business
- Momentum in our numbers coming from mortgage revenue; we believe we can duplicate that strategy with other LOBs by hiring expertise

Peer group comparison are banks greater than \$3 billion

- BOLI income expected to incr by \$1mm in 2013





# Earnings - *Corporate Restructure & Improved Efficiency*

## Details regarding the recently announced Corporate Restructuring:

### ***Branch Rationalization –***

- Closing 20% of our retail branch locations, either in smaller markets or areas where our market share is not sufficient to drive desired profitability.
- “At-risk” loans and non-CD deposits in these branches are \$59.4 million and \$104 million. We expect to retain 71% of the loans and 35% of the deposits.
- Total OPEX for these 13 branches in 2012 were \$6.45 million. Non-interest income totaled \$1.39 million.
- Total expected improvement in operating expenses is \$4.9 million in 2013 and \$6.5 million in 2014.

### ***Restructuring line divisions –***

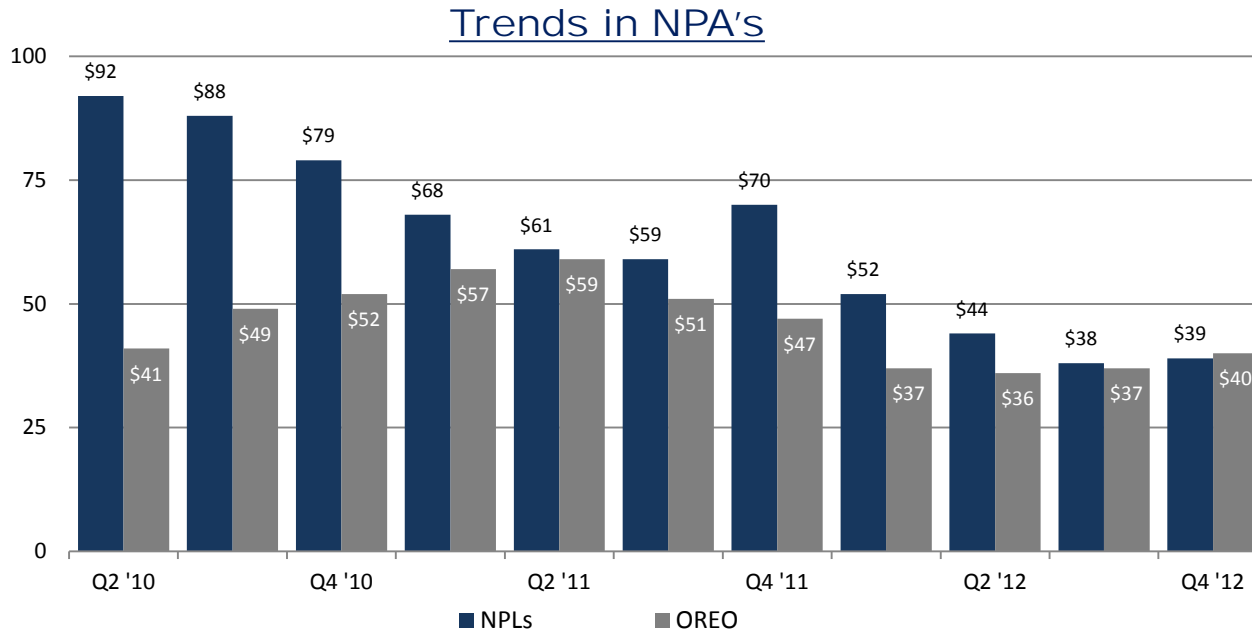
- Restructuring sales and sales efforts in the bank to focus on larger, longer tenured commercial clients
- Expected savings of \$3.6 million resulting mainly from consolidation of 50 positions.

### ***Re-distribution of corporate functions –***

- Re-distributing certain clerical & support functions to the field
- Restructuring credit administration and approval process to streamline approval and support of smaller credits.
- Expected savings of \$2.4 million resulting mainly from consolidation of 38 positions.

# Credit Quality

2013 should benefit from significant improvement in 2012



- NPLs down 60% from their peak levels over in 2Q '10
- Risk in remaining assets much better than 24 -36 months ago when appraisal updates showed significant devaluation.
- Anticipate continued reduction in NPAs but at slower pace during 2013.

- Improvement driven by heavy spending that is not anticipated in coming years:

Year	Credit Costs (000's)	Net C/O's
2010	69,536	3.33%
2011	58,083	2.23%
2012	54,224	2.76%

# M&A Opportunities

*(Significant opportunity building in our 4-State Footprint)*

## Ameris Bank is positioned to capitalize on an anticipated consolidation in the Southeast:

- **Seasoned acquirer** – Ameris Bank has completed 29 M&A transactions since 1980, including 10 failed bank transactions that increased our core assets by approximately 50%.
- **Excellent reputation with regulatory authorities** – strong reputation with regulatory decision makers for management during recent downturn, operating trends, execution of multiple strategies, speed at integrating M&A opportunities.
- **Strong capital position** – Parent capital structure is mostly common (82%), with Total tier 1 leverage of 10.4%.
- **Strong core earnings** supports capital expansion without public market access – median analyst earnings estimates for the next 24 months indicate TCE growth of 24% and an expansion of the TCE/TA ratio to 9.31%.

## The Numbers indicate Consolidation is necessary:

- **595** – Banks headquartered in our four states
- **564** – Number of banks smaller than Ameris Bank
- **23%** – banks without adequate capital to grow (less than 8% leverage)
- **24%** – banks that still have serious credit issues (Texas Ratios over 75%)
- **31%** – banks without enough earnings to recapitalize themselves (2012 ROAA of less than 0.25%)
- **54%** – banks without the right operating efficiency to survive this low margin environment (efficiency ratios still over 75%)

Investor Presentation

