

GEORGIA COMMERCE BANK

EXCESSIVE OR LUXURY EXPENDITURE POLICY

Adopted by the Board of Directors on November 19, 2009

Revised on August 25, 2010

This policy fulfills the requirements under the American Recovery and Reinvestment Act of 2009 (ARRA) enacted February 17, 2009. ARRA requires each recipient of funds under the Capital Purchase Program (CPP) of the Troubled Assets Relief Program (TARP) to have in place a company-wide policy regarding excessive or luxury expenditures, as identified by the Secretary of the Department of the U.S. Treasury.

Section 111(d) of EESA requires that the Board of Directors (the “Board”) of the Company adopt a company-wide policy regarding Excessive or Luxury Expenditures (as defined below), post this policy on the Company’s Internet website and provide a copy of this policy to the Treasury and the Company’s primary regulatory agency.

Georgia Commerce Bancshares, Inc. (the “Company”) and its subsidiary Georgia Commerce Bank (the “Bank”) prohibit excessive or luxury expenditures on entertainment and events, office or facility renovations, aviation or other transportation services or other activities or events that are not reasonable expenditures for conferences, staff development, reasonable performance incentives or other similar measures conducted in the normal course of business operations of the Bank. This policy applies to all employees, officers and directors of the Company and the Bank.

1. Entertainment or Events:

Entertainment is defined as an activity that an Employee or Executive would use corporate funds for business development purposes relating to a current customer(s) or prospective customer(s) or to further enhance the Bank’s marketing efforts. Excessive entertainment or an excessive event is defined as any single occurrence or event where the activity is not designed to enhance the marketing efforts of the Bank or support business development efforts of the Bank.

Our expectation is that all expenses incurred to the Bank would be for company purposes, and used to generate business for the bank.

We feel that holiday events are part of an employee appreciation process and employee morale. Holiday events should be local in geographic nature, and should not cost the Company more than the higher of \$10,000 or \$200 per attendee. These type events are coordinated and approved in advance by the Chief Executive Officer and President of the Company.

Board Retreats should only be used for educational purposes, and should be looked at in the same view and discretion as all other expenses. Board education is a vital part of maintaining and keeping a dynamic director base; this policy should not limit a retreat that is focused on strategic planning or education. The Corporate Secretary of the Company coordinates the scheduling of necessary Board education; however, advance

approval is obtained from the Chairman of the Board following a discussion with the Board of Directors.

Events and Parties focused on customers for the purpose of attracting their business would not fall under this policy; however, such expenses should be documented and detailed as to the benefit derived by the Bank.

2. Office and Facility Renovations:

Renovations of facilities and office spaces should be relative to the approved current business plan and tracked within the capital expenditure policy of the Company or the Bank. An exception to this can be allowed if management must deal with an emergency situation, such as an act of nature and the expenditure is necessary to make the facility operational for customer use.

Office and facility renovations that become necessary outside of an emergency situation, requires prior approval by the Chief Executive Officer and President of the Company and must be relative to the Company's current profit plan. A space plan and cost analysis will be reviewed/approved by the Board of Directors; thereby approval will be documented within the minutes of the Board of Directors meeting.

At no time should renovations be done that would have the appearance of being extraordinary or excessive from a shareholder perspective.

3. Aviation Services:

Transportation for Company and Bank staff to conferences, business development purposes and merger and acquisition research should be conducted in the most cost appropriate way for the Company. Modes of transportation to be used for example may consist of vehicle or commercial air service. A determination of transportation analysis will factor in cost, efficiency and timeliness of travel.

Employees requiring commercial air transportation for business purposes must present their request in writing and in advance of such travel date to the Chief Executive Officer or President. The request will include costs and details related to the business purpose.

Excessive aviation or other transportation services expenditures are prohibited

4. Conferences:

The Board encourages our staff to attend conferences that are appropriate educational opportunities. These conferences should be related to the financial services industry and have a direct correlation to their job. At times it may be appropriate that a spouse would travel to these conferences with Company attendees. Typically these conferences are sponsored by vendors, banking associations, or other industry related entities. When invitations to such conferences and/or events include the spouse, expenses will be paid by the Company for the spouse. Spouse attendance to a conference or special event requires advance approval by the Chief Executive Office or President. The request for approval must outline the details of the conference or event as well as cost and documentation supporting the spouse attendance must be included.

Conference, seminars and continuing education courses are pre-approved by the Chief Executive Officer or President of the Company. Employees must submit their request in writing or submit a copy of a brochure outlining the agenda of the conference/seminar. Continuing education courses must be in an area related to the employee's current position or might lead to promotional opportunities.

Compliance

Compliance with this Policy shall be monitored by the Company's internal auditor (PKM) and any violations of the Policy shall be promptly reported to the Company's Chief Executive Officer or Chief Financial Officer and the Chairman of the Executive Committee.

An employee or director who learns of a suspected violation of this policy should promptly report the violation to the Chief Executive Officer unless such violation relates to the Chief Executive Officer. A violation of this policy by the Chief Executive Officer should be reported to the Chairman of the Audit Committee or the Executive Committee.

Compliance with this policy is a condition of employment and any violations thereof may result in disciplinary action up to and including discharge.

On no less than an annual basis, all members of the senior staff of the Company and the Bank shall certify as to their understanding of and compliance with this policy.

Certification of Compliance

At such time or times and in such manner as may be required to comply with Section 111(d) of EESA, the Company's "principal executive officer" and "principal financial officer" (each defined in 31 C.F.R. §30.1) shall certify that the approval of any expenditure requiring approval pursuant to Section III of this Policy was properly obtained with respect to each such expenditure.

Amendment

This Policy may be amended only by action of the Board. Any material amendment to this Policy shall be provided to the Treasury and the Company's primary regulatory agency and posted on the Company's internet website within 90 days following the adoption of such amendment.

Effective Date and Duration

In accordance with the requirements of TARP, the Board had adopted this Policy on the date first set forth above and this Policy shall remain in effect through the remainder of the "TARP" period (as defined by 31 C.F.R. §30.1).