

TOUCHMARK BANCSHARES, INC.

EXECUTIVE COMMITTEE CHARTER

This Executive Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Touchmark Bancshares, Inc. (the “Company”) to assist the Executive Committee (the “Committee”) in the exercise of its responsibilities. The purpose of the Committee shall be to exercise, during the intervals between the meetings of the Board, any and all powers of the Board regarding the management and direction of the business of the Company in which specific direction has not been given by the Board from time to time. The Committee will assist the Board and its Chairman in organizing and processing its agenda, including reviewing financial and other data, and serving as an initial venue for discussing policy and oversight proposals.

Notwithstanding the foregoing, the Committee shall not have the powers specifically reserved to the full Board by the Company’s Bylaws, Articles of Incorporation, applicable law or by direction of the Board, nor shall the Committee exercise any authority granted to any other committee of the Board or to the shareholders of the Company.

Composition

The Committee shall consist of no fewer than [three] members and shall be comprised of the Chairman of the Board, the Chief Executive Officer of the Company and at least [one] non-management director who is appointed annually or more often by the Board. The Chairman of the Board will serve as Chairman of the Committee. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

Meetings and Operations

The Committee will meet no fewer than four times yearly and additionally as necessary. Meetings may be called by telephone, e-mail or in writing by any Committee member. A quorum will consist of a majority of the Committee’s membership, present at the time of any vote. The Committee shall report to the Board on the Committee’s activities and keep minutes of its acts and proceedings that, along with documentation, reports and recommendations, shall be submitted in writing at a subsequent meeting of the Board and filed with the Board’s books and records.

Action may be taken by the Committee with the approval of a majority of the members present at a meeting, or by telephone call or Internet, where all participants can speak and hear each other, or by unanimous written consent.

Functions

- 1) At the discretion of the Chairman and in an effort to streamline Board meetings without withholding any relevant information, the Committee will receive financial and other data, including financial, portfolio, risk, compliance and other management reports. It

will take recommendations, as appropriate, for action and assist the Board in focusing discussions on relevant matters related to those reports.

- 2) At the discretion of the Chairman, the Committee will discuss items and initiatives brought forward by management for Board discussion and action. As appropriate, the Committee will make recommendations for action by the Board or other committees.
- 3) The Committee will review shareholder proposals duly and properly submitted to the Company, and recommend appropriate action to the Board.
- 4) The Committee will perform other functions or duties as may be assigned to it from time to time by the Board.
- 5) Between Board meetings, the Committee may act, with the full authority of the Board, on any matter requiring immediate attention.

Authority

Except as otherwise provided by law or by the Company's Bylaws, the Committee shall have, and may exercise, all the authority of the Board, including the supervision of, direction and superintendence of the business affairs of the Company. The Committee shall not have the authority to do any of the following:

- 1) Authorize the payment of any dividend or distribution to shareholders;
- 2) Approve any action that by law is required to be approved by shareholders;
- 3) Change the number of directors or fill vacancies on the Board;
- 4) Amend the Company's Articles of Incorporation;
- 5) Adopt, amend or repeal the Company's Bylaws;
- 6) Authorize or approve the issuance of or reacquisition of stock of the Company, except according to a formula or methods prescribed by the Board; or

Limitations

- 1) The Committee's duty is one of oversight as set forth in this Charter. It is not the duty of the Committee to assure the Company's compliance with all applicable laws.
- 2) In performing their responsibilities, the Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by the following persons or groups:

- a) Officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented.
- b) Accountants, auditors, counsel or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such persons.
- c) Another committee of the Board as to matters within such committee's designated authority, which committee the Committee members reasonably believe to merit confidence.
- d) The Board shall have the power to revoke any action taken by the Committee.

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.

Adopted: April 8, 2009