

CAPITAL BANK FINANCIAL CORP.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of the Chief Executive Officer (the “CEO”) of Capital Bank Financial Corp. (the “Company”), the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”) and the Board. The Committee has overall responsibility for approving and evaluating all executive compensation plans, policies and programs of the Company and administering and implementing the Company’s equity compensation plans.

Committee Membership

The Committee shall consist of no fewer than three members. The members of the Committee shall meet the independence requirements of the NASDAQ Global Select Market, the Internal Revenue Service, and the applicable rules and regulations of the Securities and Exchange Commission (the “Commission”).

At least two members of the Committee also shall qualify as “outside” directors within the meaning of Internal Revenue Code § 162(m) and as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee of the Board. One member of the Committee shall be appointed as Committee Chairman by the Board. Committee members may be replaced by the Board. A Committee member may resign by giving written notice to the Board and may resign Committee membership without resigning from the Board. The Committee may delegate authority to individuals or subcommittees when it deems appropriate.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate another one of its members as the acting Chairman of such meeting. A majority of Committee members present, either in person or by proxy, shall constitute a quorum at any Committee meeting. Written minutes of Committee meetings shall be maintained. The Chairman will call a meeting of the Committee if so requested by any member of the Committee or by the Chairman of the Board so long as such delegation does not violate applicable law or regulations.

Committee Authority and Responsibilities

1. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO

shall not be present during any Committee deliberations or voting with respect to his or her compensation.

2. The Committee shall conduct an annual review of the Company's compensation plans to identify whether the plans appropriately balance risk and financial results in a manner that does not encourage employees to expose the Company to imprudent risk and oversee the remedy of plans where material concerns are identified.
3. The Committee shall annually review and make recommendations to the Board with respect to the compensation and benefits of directors, including under any incentive compensation plans and equity-based compensation plans.
4. The Committee shall, periodically and as and when appropriate, review and approve the following as they affect the Executive Officers: (a) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (b) any employment agreements and severance arrangements; (c) any change-in-control agreements and change-in-control provisions affecting any elements of compensation and benefits; and (d) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. The Committee shall review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Commission with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
6. The Committee shall produce the annual Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the Commission.
7. The Committee shall monitor the Company's compliance with the requirements under Regulation O of the Federal Reserve relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
8. The Committee shall oversee the Company's compliance with the requirement under the NASDAQ rules that, with limited exceptions, stockholders approve equity compensation plans.
9. The Committee shall receive periodic reports on the Company's compensation programs as they affect all employees.
10. The Committee shall make regular reports to the Board.

11. The Committee shall have the authority, in its sole discretion, to retain and terminate (or obtain the advice of) any compensation consultant, legal counsel or other advisor to assist in the performance of its duties, including the evaluation of executive officer compensation. Before retaining or obtaining advice from any compensation consultant, legal counsel or other advisor, the Committee must take into consideration factors relevant to the consultant, counsel or advisor's independence from management specified in NASDAQ Listing Rule 5605(d)(3) (or any successor rule). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or advisor retained by the Committee, and shall have the sole authority to approve the consultant, counsel or advisor's fees and the other terms and conditions of the retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any compensation to any consultant, legal counsel or other advisor retained by the Committee.
12. The Committee may form and delegate authority to subcommittees as it deems appropriate.