

CAPITAL BANK FINANCIAL CORP.

CVR COMMITTEE CHARTER

Purpose

The CVR Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Capital Bank Financial Corp. (the “Company”) to assist the Board in fulfilling its oversight role with respect to calculations of credit losses, net charge-offs and amounts payable on Contingency Valuation Rights (“CVR”) Agreements entered into by the Company.

Committee Membership

The Committee shall consist of no fewer than three members. Members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee. Committee members may be replaced by the Board at any time. The effect of ceasing to be a Director of the Board is the automatic termination of appointment as a member of the Committee. The Chairman of the Committee is selected by the Board.

Meetings

The Committee shall meet at a minimum three times per annum. 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. Written minutes of Committee meetings shall be maintained.

In addition, 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.

Attendance at Meetings, Quorum and Reporting

Other Board Directors have a right of attendance at meetings. The Chief Financial Officer and/or the Chief Risk Officer are expected to attend each meeting of the Committee. The quorum for a meeting is two Committee members. The Committee, through its Chairman, reports to the Board at the earliest possible Board Meeting after each Committee meeting.

Committee Authority and Responsibilities

In carrying out its oversight responsibilities, the Committee shall, to the extent it deems necessary or appropriate:

1. Make all determinations with respect to credit losses calculations for purposes of the CVRs “Credit Losses” as defined in the CVR Agreements.
2. Make all determinations of amounts payable in respect of the CVRs.
3. Approve any bulk sale of non-performing assets.

4. Ensure the redemption of the CVRs if the Company experiences a change in control (as defined in the CVR Agreements).
5. Recommend to the Board, if appropriate, the early redemption of the CVRs.
6. Recommend to the Board any additions, eliminations or change of any provisions of the CVR Agreements that do not adversely affect the interests of the CVR holders.
7. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for consideration and approval.
8. The Committee shall annually review its own performance.
9. The Committee may appoint and delegate authority to subcommittees or other committees, as it deems appropriate.