

TGR FINANCIAL, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee (the “**Committee**”) is appointed by the Board of Directors (the “**Board**”) of TGR Financial, Inc. (the “**Company**”) to assist the Board in discharging its responsibilities with respect to the Company’s compensation programs and compensation of the Company’s executive officers. All recommendations by the Committee must be reviewed and approved by the Board.

Committee Membership

The Committee shall consist of five (5) members, three (3) of whom shall be independent or outside directors (none of which independent or outside directors shall be an officer or salaried employee of: (i) the Company, (ii) First National Bank of the Gulf Coast (a wholly owned subsidiary of the Company, the “**Bank**”), (iii) any subsidiary of the Company or the Bank, or (iv) any Investor (as such term is defined in the Investment Agreement (the “**Investment Agreement**”) dated April 15, 2011, by and among the Bank and the investors referred to therein)), one (1) of whom shall be an Investor Director (as such term is defined in the Investment Agreement), and one (1) of whom shall be the Chief Executive Officer of the Company, who shall serve on the Committee as an Ex-Officio non-voting member, and shall have no power to vote on any matter considered by the Committee.

The Committee may form and delegate authority to subcommittees when appropriate. The Committee’s chairperson shall be designated by the Board, but such chairperson shall be an independent or outside director. The Committee’s chairperson shall (i) chair and set the agendas for all meetings of the Committee; (ii) coordinate the evaluation of the performance of the Chief Executive Officer; and (iii) perform other activities as required or requested by the other members of the Committee.

Operations

The chairperson of the Committee will preside at each Committee meeting and, in consultation with the other Committee members, shall set the frequency of meetings and the agenda for each meeting. The chairperson will ensure that the agenda for each meeting is circulated in advance of the applicable meeting. The Committee shall meet at least one (1) time annually, and shall maintain minutes and records of the meetings and activities of the Committee.

The Committee may invite to its meetings any member of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Compensation Committee may meet with or without Company personnel present, and in all cases officers shall not be present at meetings at which their performance or compensation is being discussed or determined.

The Committee shall inform the Board of the actions taken or issues discussed at its meetings at the next meeting of the full Board following a meeting of the Committee.

Authority

The Committee will not have the authority to make decisions on behalf of the Board with respect to policy or managerial matters, but will make recommendations to the Board consistent with the duties given to it. All final reports of the Committee will be subject to Board review and approval.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Company or the Bank, or their subsidiaries, whom such member believes to be reliable and competent in the matters presented, and (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

Committee Responsibilities

The Committee shall have the following responsibilities that have been specifically assigned by the Board and/or that are required by regulation. From time to time, the Board may adjust existing authorities and responsibilities or assign additional authorities and responsibilities on either a continuing or one-time basis, subject to any required approvals, consents or non-objections of the appropriate banking regulators. The Committee shall:

1. Establish and review the overall executive compensation philosophy of the Company.
2. Review and approve the Company's goals and objectives relevant to the compensation of the Chief Executive Officer and other executive officers, including annual performance objectives.
3. At least annually, review the compensation and performance of the Company's senior officers (Vice Presidents and above), review and approve corporate goals relevant to the compensation of the Chief Executive Officer and other executive officers, evaluate the Chief Executive Officer's performance in light of these goals and objectives, evaluate the performance of the Company's senior executive officers, and based on such evaluation, make recommendations for approval by the Board's independent directors with respect to the annual compensation of the Chief Executive Officer and other executive officers, including the annual salary, bonus, stock options, other incentive awards and other benefits, direct and indirect.

4. Review the annual compensation disclosure made in the Company's filings with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, and produce an annual report on executive compensation for inclusion in the Company's annual proxy statement, if required and in accordance with all applicable rules and regulations.
5. Make recommendations for Board approval with respect to incentive compensation plans and equity-based incentive plans, and administer such plans by (i) establishing policies and criteria for the granting of awards to the Company's and the Bank's officers and other employees, and (ii) reviewing and approving the grants of awards to the executive officers in accordance with such policies and criteria.
6. Periodically review the policies and criteria for the administration of all executive compensation programs, the operations of the compensation programs and whether they are achieving their intended purposes.
7. Monitor compliance by executives with the terms and conditions of the Company's executive compensation plans and programs.
8. Establish and periodically review policies in the area of senior management prerequisites.
9. Review Board compensation levels and practices periodically, and recommend to the Board, from time to time, changes in such compensation levels and practices (including retainers, committee fees, stock options and other similar items as appropriate).
10. Review and approve plans and processes for management development and succession; *provided, however*, that with respect to Chief Executive Officer succession planning, the Compensation Committee will make recommendations to the Board for approval.

Performance Evaluation

As requested by the Board, the Committee shall conduct and present to the Board a performance evaluation of itself.