

**PINNACLE FINANCIAL PARTNERS, INC.
PINNACLE BANK**

Executive Committee Charter

Approved by the Board of Directors on January 15, 2019

1. General

The Executive Committee (the “Committee”) of the Board of Directors of Pinnacle Financial Partners, Inc. (the “Company”) and Pinnacle Bank (the “Bank”) shall consist of at least eight members so long as there are six committee chairs of the six standing committees of the Company in addition to the Executive Committee. During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all the authority of the Board of Directors, except as set forth below, or in the charter or bylaws of the Company, or as required by applicable law or regulation.

Membership will consist of:

- CEO of the Company
- Chairman of the Board of Directors
- Chairman of the Carolinas and Virginia
- Audit Committee Chair
- Human Resources and Compensation Committee Chair
- Nominating and Corporate Governance Chair
- Risk Committee Chair
- Community Affairs Committee Chair
- Trust Committee Chair

The members of the Executive Committee will be nominated by the Nominating and Corporate Governance Committee and elected by the Board. Each member of the Committee will serve until such director’s earlier resignation or removal or until a successor is named. A member may be removed from the Committee upon the majority vote of the Board.

Additionally, the independent members of the Committee shall nominate the Board members to serve as the Board’s Nominating and Corporate Governance Committee.

2. Responsibilities

Policy Related Matters. Generally, the Executive Committee shall maintain and gather periodic updates as to compliance with all significant policies of the firm. The Executive Committee shall be responsible for evaluation of all waivers of these policies. These policies would likely include:

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| A. Credit | B. Asset Liability Management | C. Capital |
| D. EWRM | E. Loan Review | F. Allowance for loan losses |
| G. Aviation Policy | | |

Board Committees. At each meeting, chairs of the various board committees shall be given an opportunity to update the Executive Committee on the significant activities of their respective committees.

Other Matters. During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all the authority of the Board of Directors; provided, however, that the Executive Committee shall not have the power to amend or repeal any resolution of the Board of Directors that by its terms shall not be subject to amendment or repeal by the Executive Committee, and the Executive Committee shall not have the authority of the Board of Directors in reference to (i) the amendment of the charter or bylaws of the Company or the Bank; (ii) the adoption of a plan of merger or consolidation; (iii) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Company or the Bank; (iv) a voluntary dissolution of the Company or the Bank or the revocation of any such voluntary dissolution; (v) the authorization of distributions, except according to a formula or method prescribed by the Board of Directors; (vi) the filling of vacancies on the Board of Directors or on any of its committees; (vii) authority or approval of reacquisition of shares, except according to a formula or method approved by the board of directors; or (viii) authority or approval of the issuance or sale or contract for sale of shares, or determine the designations and relative rights, preferences and limitations of a class or series of shares, unless authorized by and subject to limitations prescribed by the Board of Directors. Moreover, the Executive Committee shall receive and review with management all regulatory examination reports and discuss (or delegate to another committee of the Board of Directors of the Company or the Bank the authority to discuss) with management appropriate corrective actions to address any matter requiring board attention identified therein and whether adequate corrective actions are being taken to correct any deficiencies, violations or weaknesses noted in such reports. The Executive Committee shall also receive from management a quarterly compliance monitoring schedule, summary of findings, violations of compliance laws and regulations and corrective actions taken or to be taken.

Meetings

The Committee shall generally meet the first Tuesday of the first two months of each calendar quarter and may from time to time require specially called meetings, as deemed necessary by the Chair of the Committee. The Chair of the Committee will preside at each meeting of the Committee and shall set the length of each meeting and the agenda of items to be addressed at each meeting.

Subcommittees

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate.

Reporting

The Committee shall maintain written minutes of all meetings and consent actions, which shall be recorded or filed with the books and records of the Company and the Bank and made available to the Board. Reports of significant matters presented at meetings of the Committee will be given by the Chair of the Committee to the Board on an as needed basis.

Assistance from Others

The Committee may engage external advisors and consultants, to the extent determined appropriate by the Committee, to facilitate the performance of the functions of the Committee. All external advisors engaged by the Committee shall report directly to the members of the Committee. The Committee has the same authority to retain other experts to advise or assist it, including independent counsel, accountants, financial analysts or others. The Committee may also request reports from the Chief Executive Officer, the Chief Financial Officer or any other officer of the Company and the Bank.

Charter Evaluation

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter. The results of such evaluation and any proposed changes should be presented to the full Board for approval.