

**PINNACLE FINANCIAL PARTNERS, INC.**  
**Pinnacle Bank and all Subsidiaries**  
**Amended and Restated**  
**Audit Committee Charter**

*Approved by the Board of Directors on October 15, 2019*

1. General

The Audit Committee (the “Committee”) of the Board of Directors of Pinnacle Financial Partners, Inc. (“PNFP”) and Pinnacle Bank (the “Bank” and together with PNFP, the “Company”) shall consist of at least three directors, all of whom shall be independent. Members of the Committee shall not receive any compensation from the Company except for their board or committee service, and shall also satisfy the requirements for independence established by the Nasdaq Stock Market and as required by the rules and regulations of the Securities and Exchange Commission. Additionally, each member of the Committee shall not have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years and shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. Also, at least one member of the Committee shall be qualified to be an “audit committee financial expert” as defined by the rules and regulations of the Securities and Exchange Commission. Company management and internal and external independent auditors may attend each meeting or portions thereof as required by the Committee. Outside counsel and other consultants and/or advisors may attend meetings at the invitation of the Committee. The Committee shall be authorized, if it determines such action to be appropriate, to retain at the Company’s expense, independent counsel or other consultants and/or advisors. The Committee shall engage such independent counsel and other advisors, as it deems necessary to carry out its duties.

2. Responsibilities

The Committee’s role is one of oversight; whereas the Company’s management is responsible for the adequacy of the Company’s systems of internal controls and procedures and for preparing the Company’s financial statements. The Committee shall oversee the accounting and financial reporting processes of the Company, the audits of the Company’s financial statements and the qualifications, performance and independence of the external auditor, the performance of the Company’s internal audit function, and compliance by the Company with legal and regulatory requirements. The Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work. The following functions shall be the key responsibilities of the Committee in carrying out its oversight function.

1. The Committee shall ensure that the affairs and practices of the Company, the Bank and all other subsidiaries of PNFP, if any, are subject to proper, effective and continuing internal and external independent audits and control procedures.
2. The Committee shall annually approve the appointment, retention, compensation and oversight of the work of the external independent auditors (including resolution

of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, and the independent auditor shall report directly to the Committee. The Committee will also:

- Periodically evaluate the qualifications and experience of the independent auditor team, evaluating the audit scope, staffing levels and quality control procedures of the external independent auditors.
- Ensure that the annual, external audit will be prepared in accordance with standards of the Public Company Accounting Oversight Board and that the Company’s financial statements are prepared in accordance with generally accepted accounting principles. The audit will include an appropriate evaluation of the Company’s internal control over financial reporting, and the issuance of a report regarding such internal control over financial reporting.
- Review and discuss with management and the external independent auditors the annual audited and quarterly unaudited financial statements including the Company’s disclosures under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”
- Receive timely reports from the external independent auditor concerning the Company’s critical accounting policies and practices, critical audit matters, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of alternative disclosures and treatments and the treatment preferred by the external independent auditor, and all other material written communications between the external independent auditor and the Company’s management and resolve any disagreements between management and the external independent auditors.
- Review and discuss annually with the external independent auditors the matters required to be discussed by SAS No. 61 and No. 90, as amended or supplemented, and following such review, reach a determination to recommend to the full Board that such audited financial statements be included in the annual report filed with the Securities and Exchange Commission.
- Approve in advance the retention of the independent auditor for any non-audit service (including the services) and the fee for such service and consider whether the auditor’s provision of permissible non-audit services is compatible with the auditor’s independence.
- Review and discuss with management, the Company’s earnings press release, including the use of “pro forma” or “adjusted” non-GAAP financial information.
- Confirm the independence of the independent auditors and obtain a formal written statement delineating all relationships between the independent auditors and the Company consistent with the Public Company Accounting Oversight Board’s applicable requirements, including all non-audit services

and fees. The Committee will also discuss with the independent auditors any relationship or service that would impact the auditor's objectivity and independence and will recommend that the Board take appropriate action in response to the auditor's statement to ensure the independence of the independent auditors.

3. The Committee shall provide oversight of the Company's internal audit activity via the following activities;
  - Approve the appointment of the CAE, annual performance evaluation and compensation.
  - Annually review and approve internal audit's charter, budget and staffing levels, and the audit plan and overall risk assessment methodology.
  - Receive periodic reports from the CAE regarding the activities of the internal audit function including completion status (budgeted versus actual audit hours) of the annual audit plan, audit results, audit plan changes, audit issue information (including aging, past-due status, root-cause analysis, thematic trends and higher-risk issues), results of internal and external quality assessments, information on significant industry trends in risks and controls, significant changes in staffing and internal audit processes, information on major projects, and an annual opinion on the adequacy of risk management processes, including the effectiveness of management's self-assessment and remediation of identified issues.

In determining the annual audit plan of the internal auditor, the Committee may consider information provided by banking regulators, internal auditors, prior internal audit reports, etc. Additionally, the internal audit plan should appropriately consider those heightened risks identified by the Company's Enterprise-wide Risk Management (EWRM) processes. Such consideration should be documented in the Committee's minutes, as considered necessary.

- Review and approve the appointment of vendors providing co-source audit resources or outsourced work.
- Approve the process of appointing an independent external assessor to review internal audit practices.

Additionally, the Committee will determine that internal audit has periodically:

- Examined and evaluated the effectiveness of the system of internal control over financial reporting and the quality of performance in carrying out assigned responsibilities in the organization.
- Reviewed the reliability and integrity of financial and operating information used and reported.
- Examined compliance with internal control systems in place to assure ongoing regulatory compliance.

4. The Committee shall ensure that the internal and external audit staffs, including the CAE, have appropriate and direct access to the Committee and periodically meet with the Committee in private session as appropriate.
5. The Committee shall pre-approve the Company's hiring of employees or former employees of the external independent auditor who were engaged on the Company's account. Generally, the Committee should confirm with the external independent auditor that the nature and scope of the hired employee's responsibilities would not compromise such auditor's independence.
6. The Committee shall inquire of Company management and the independent auditors regarding the appropriateness and quality of accounting principles followed by the Company, changes in accounting principles and their impact on the financial statements and the effect of regulatory and accounting initiatives, as well as any off-balance sheet items on the Company's financial statements.
7. The Committee shall receive reports quarterly from the principal executive and financial officers of the Company regarding (i) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and (iii) whether there were changes in the Company's internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.
8. The Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
9. The Committee shall review quarterly, prior to their filing with the Securities and Exchange Commission, the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. Additionally, the Committee shall review a report from the Company's Chief Executive Officer and Chief Financial Officer concerning their certifications filed with such reports.
10. The Committee shall review and approve all related party transactions to the extent required under Nasdaq Stock Market qualification standards.
11. The Committee shall receive periodically information on the adequacy of the Company's compliance with established policies, regulations and controls.

12. The Committee shall receive regular reports on management's progress in addressing any problems or issues identified in all audit reports related to financial statements or internal control.
13. The Committee shall review any recommendations or findings of the Board of Directors or any other board or management committees with a heightened sense of awareness to those matters that have an impact on the financial statements and the internal control over financial reporting of the Company. At a minimum, the Committee should review a summary of audit findings and allowance for loan loss analysis, and any violations of the Code of Conduct by any Directors, Officers or Associates having an impact on, or being reasonably related to, the Company's internal control over financial reporting.
14. The Committee shall receive summary reports concerning all significant litigation involving the Company and any of its subsidiaries from the Company's legal counsel.
15. The Committee shall review significant regulatory examination reports of the Company.
16. The Committee shall prepare the report required by the rules and regulations of the Securities and Exchange Commission for inclusion in the Company's proxy statement disclosing that the Committee has reviewed and discussed the audited financial statements with management and discussed certain other matters with the independent auditors. The report shall state whether based upon these discussions, the Committee recommended to the Board that the audited financial statements be included in the Company's annual report.
17. The Committee shall review and assess the adequacy of the Committee's charter annually. If any revisions therein are deemed necessary or appropriate, the Committee shall submit the same to the Board for its consideration and approval.
18. The Committee shall review and assess the effectiveness of the Committee's performance annually. The Committee shall address any improvement opportunities in a formal and timely manner and present such to the Board for its consideration and approval.
19. The Committee may form and delegate authority to subcommittees consisting of one or more members of the committee when appropriate, including the authority to grant pre-approvals of audit and permissible non-audit services, provided that such decisions to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.

### 3. Meetings

The Committee shall meet at least eight times per calendar year (minimum twice per quarter) and may from time to time require specially called meetings, as deemed necessary by the Chair of the

Committee. A majority of the members of the Committee present at a meeting shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members at a duly convened meeting. In lieu of a meeting, the Committee may act by unanimous written consent. 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. In the absence of the Chair at a duly convened meeting, the Committee or the Chair shall select a member of the Committee to serve as chair of the meeting. Moreover, the Committee shall meet in executive session at such times as the Chair or the other members of the Committee may determine.

#### 4. 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 made available to the Board of Directors. The Committee Chair will make regular reports to the Board with respect to the Committee's activities as reasonably necessary and as required by law, regulations or applicable stock exchange regulations.