

PINNACLE FINANCIAL PARTNERS, INC.
AMENDED AND RESTATED
NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

Approved by the Board of Directors on January 21, 2020

Purpose of the Nominating and Corporate Governance Committee

The Board of Directors (the “Board”) of Pinnacle Financial Partners, Inc. (the “Company”) has established the Nominating and Corporate Governance Committee (the “Committee”) of the Board to assist the Board in:

- 1) Nominating directors for the Board and its committees (except membership on the Committee, which will be nominated by the independent members of the Executive Committee and elected by the Board).
- 2) Reviewing and recommending corporate governance guidelines and procedures.

Members of the Nominating and Corporate Governance Committee

The Committee must be comprised of at least three members of the Board. The Committee must be comprised solely of independent directors.

An independent director must not be an officer or associate of the Company or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable requirements for a director to be considered independent set out by the rules of the Nasdaq Stock Market or any stock exchange on which the Company’s securities are then listed.

No Committee member shall have an interest in the Company that would preclude his or her ability to act on behalf of all the shareholders of the Company.

No Committee member may participate in any discussion of, or vote on, any matter to come before the Committee in which he or she is not independent. If there is any basis for believing a Committee member is not independent, the facts and circumstances should be reported to the Board, and the Committee member should not participate or vote on any matter to come before the Committee until the Board has determined that the Committee member is independent.

The members of the Committee shall be nominated for membership on the Committee by the independent members of the Executive Committee and elected by the Board. Each member of the Committee shall serve a one year term or until such director’s earlier resignation or removal. Any member may resign his or her position as a member of the Committee upon notice given in writing or by electronic transmission to the Board. A member may be removed from the Committee upon the majority vote of the Board. The Chair of the Committee will be nominated by the independent members of the Executive Committee and elected by the Board.

Responsibilities of the Nominating and Corporate Governance Committee

The Committee is responsible to the Board for the following activities:

- 1) Nominating directors for the Board and its committees.
 - Establishing criteria for nomination and selection of new Board members.
 - Identifying and nominating acceptable directors taking into consideration factors described in the Company's Corporate Governance Guidelines.
 - Nominating directors for committee members and committee chairs based on committee requirements, including the charter of any such committee.
 - Reviewing any director candidate nominated for election pursuant to the advance notice provisions of the Company's Bylaws as well as the related supporting materials to determine compliance with the requirements of such provisions and making recommendations to the Board on the qualifications of the candidate.
- 2) Evaluating periodically adherence by each director to the Company's requirements for Board or committee membership.
- 3) Reviewing governance-related shareholder proposals and recommending Board response.
- 4) Ensuring that the Board and management are adhering to the reasonable best practices in all applicable areas of governance and that the Board and all its committees are functioning effectively.
 - Conducting periodic governance check-ups including a review of the current best practices in all applicable areas.
 - Conducting annual Board and committee evaluations in order to identify potential functional improvements to the working of the Board and its committees.

In addition to the matters set forth herein, the Committee will perform such other functions as required by law, the listing requirements of the Nasdaq Stock Market or any stock exchange on which the Company's securities are then listed, the Company's Charter or Bylaws, or Board resolution.

Meetings

The Committee shall meet at least twice a year 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 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 or the Executive Committee on an as needed basis.

Assistance from Others

The Committee may engage external advisors and other 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.

Performance Evaluation

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