

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

AUDIT COMMITTEE CHARTER

PURPOSE

The Audit Committee (the “Committee”) is appointed by the Boards of Directors (the “Board”) of Pinnacle Financial Partners, Inc. and Pinnacle Bank (collectively, the “Company”) to assist and advise the Board in monitoring:

- (a) the integrity of the Company’s financial statements
- (b) the independence and qualifications of the Company’s independent auditor;
- (c) the Company’s system of internal controls and procedures;
- (d) the performance of the Company’s internal audit function and independent auditor; and
- (e) the Company’s compliance with legal and regulatory requirements.

The Committee shall also prepare an audit committee report as required by the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

In addition, notwithstanding the Board’s allocation of oversight responsibilities of certain risks and risk management to the Risk Committee, the Committee also assists the Board in its risk oversight responsibilities.

COMPOSITION OF THE COMMITTEE

The Committee shall consist of at least three members of the Board. The Board will appoint Committee members and the chair of the Committee (the “Committee Chair”) annually after taking into consideration the recommendation of the Company’s Corporate Governance and Nominating Committee. Committee members may be replaced by the Board. At least one member of the Committee shall be a member of the Risk Committee.

Each Committee member shall meet the independence and experience requirements of the listing standards of the New York Stock Exchange (the “NYSE”), Section 10A(m)(3) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Federal Deposit Insurance Corporation Improvement Act of 1991 (“FDICIA”), the rules and regulations of the SEC and Federal Deposit Insurance Corporation (“FDIC”) and any other applicable law, listing standard, or standard established by the Board for the Committee. At least one member of the Committee shall in the judgement of the Board be an “audit committee financial expert,” as defined by the SEC. No Committee member shall serve simultaneously on the audit committees of more than two other public companies without the approval of the Board.

COMMITTEE MEETINGS AND STRUCTURE

The Committee will meet as often as it determines is appropriate, but not less frequently than quarterly. Meeting agendas shall be prepared by the Company’s Chief Audit Executive (the “Chief Audit Executive”), in consultation with the Committee Chair, and shall be provided in advance to members, along

with appropriate briefing materials. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Committee may request any officer or employee of the Company or the Company's independent auditor or outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee Chair will report on the significant actions and deliberations of the Committee to the Board which will generally be delivered at the Board's next regularly scheduled meeting of the Board.

The Committee shall meet periodically with management (including the Company's Chief Financial Officer and Chief Accounting Officer), the Chief Audit Executive, and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

AUTHORITY

The Committee shall have the sole authority to appoint or replace the Company's independent auditor (subject to shareholder ratification, if applicable). The Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including the resolution of any disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee. The Committee shall pre-approve all audit services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by the independent auditor, subject to the *de minimis* exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act), that are approved by the Committee prior to the completion of the audit and to the extent required by and in a manner consistent with applicable law and the Committee's Pre-Approval Policy.

The Committee shall have the authority to: (i) retain independent legal, accounting or other advisors, as it determines necessary to carry out its duties; (ii) seek any information it requires from employees—all of whom are directed to cooperate with the Committee's requests—or external parties; (iii) establish detailed pre-approval policies for permitted non-audit services, provided that any non-audit services so pre-approved shall be presented to the Committee at its next scheduled meeting; and (iv) form and delegate to subcommittees consisting of one or more members when appropriate.

The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report or performing other audit, review, attestation or other service for the Company and to any advisors employed by the Committee, as well as the funding for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

DUTIES AND RESPONSIBILITIES

Financial Statements and Related Disclosures and Responsibilities

The Committee will carry out the following responsibilities:

1. Review and discuss with management and the independent auditor significant accounting and financial reporting issues, including complex or unusual transactions and judgments concerning significant estimates or significant changes in the Company's selection or application of accounting principles, and recent professional, accounting and regulatory pronouncements and initiatives, and understand their impact on the Company's financial statements.
2. Review and discuss with management and the independent auditor any major issues as to the

adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal controls over financial reporting.

3. Review and discuss with management and the independent auditor the annual audited financial statements, including the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
4. Review and discuss with management and the independent auditor the quarterly financial statements, including the results of the independent auditor's review of the quarterly financial statements and the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations," before filing the Company's Form 10-Q with the SEC.
5. Review and discuss communications made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about the effectiveness of disclosure controls and procedures, any significant deficiencies in the design or operation of internal controls over financial reporting or material weaknesses therein and any fraud or concern around the integrity involving management or other employees who have a significant role in the Company's internal controls.
6. Review and discuss with the independent auditor (i) any major issues regarding accounting principles and financial statement presentations, including any significant changes in the selection or application of accounting principles; (ii) analyses prepared by management or the independent auditor setting forth significant financial reporting issues and judgements made in connection with the preparation of the financial statements, including analyses of the effects on the financial statements of alternative methods under generally accepted accounting principles in the United States ("GAAP"); (iii) the effects on the financial statements of regulatory and accounting initiatives and off-balance sheet structures and (iv) material income-tax matters.
7. Review and discuss quarterly reports from the independent auditor on: (i) all critical accounting policies and practices to be used; (ii) all critical audit matters; (iii) all alternative treatments of financial information within GAAP that have been discussed with management, including ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the independent auditor; and (iv) summaries of other material written communications between the independent auditor and management, including any management letter or schedules of unadjusted differences, or uncorrected misstatements.
8. Review and discuss with management the Company's earnings press releases, as well as financial information and earnings guidance provided to investors, analysts and rating agencies.

Risk Oversight

Notwithstanding the Board's allocation of oversight responsibilities of risks and risk management to the Risk Committee, the Committee shall:

1. Review and discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the guidelines and policies by which risk assessment and risk management is undertaken with respect to the Company's major financial risk exposures.

2. Obtain regular updates from management and Company counsel regarding legal matters that may have a significant impact on the Company's financial statements, internal controls over financial reporting and related disclosures.
3. Discuss with management exposures and the steps taken by management to monitor and control such exposures relating to: (i) litigation risk; (ii) credit risk, including the level and adequacy of the allowance for credit losses and compliance with applicable policies, limits, activities and procedures; and (iii) reputational risks related to the Committee's responsibilities described in this Charter.

With respect to the Risk Committee and its responsibilities with respect to risk oversight, risk assessment and risk management, the Committee and the Board acknowledge and agree that information and reports reviewed by the Committee and the Risk Committee may each be of interest to the other and should be provided to the other as appropriate. The Committee and the Risk Committee will meet jointly at least once per year.

Internal Audit

To establish, maintain, and ensure that Company's internal audit function has sufficient authority to fulfill its duties, the Committee will:

1. Receive reports and periodically discuss with the Chief Audit Executive the activities, independence and performance of the internal audit function and the Committee's role in supporting the function's ability to carry out its responsibilities effectively.
2. Annually, review and approve the internal audit charter (the "IA Charter"), which includes the internal audit mandate and the scope and types of internal audit services. The Committee shall periodically discuss the IA Charter with the Chief Audit Executive and management, considering (i) changes to the internal audit function affecting the Company and (ii) other topics that should be included in the IA Charter to enable an effective internal audit function.
3. Annually, review and approve the internal audit performance objectives, risk-based internal audit plan, including the risk-assessment methodology used in preparing the internal audit plan, and budget and staffing requirements, and any plans to outsource internal audit work to a third party. The Committee shall also review and discuss the adequacy of the internal audit's access within the Company and resources to perform its function.
4. Annually, review the performance and independence of the Chief Audit Executive and approve the Chief Audit Executive's compensation and performance objectives. The Chief Audit Executive (and the internal audit function) shall report functionally to the Committee and administratively to the Company's Chief Executive Officer. As needed, the Committee will approve the appointment and replacement of the Chief Audit Executive. The Committee shall work with senior management to enable the internal audit function's unrestricted access to the data, records, information, personnel, and physical properties necessary to fulfill the internal audit mandate.
5. Quarterly, review: (i) the internal audit plan status and timeliness of completion; (ii) any significant internal audit plan changes, including the rationale for such changes; (iii) updates relating to any significant changes in staffing levels and/or skill sets required to conduct the internal audit plan and any significant gaps, including strategies management has developed to address deficiencies; (iv) internal audit's evaluation of internal controls; and (v) any significant open issues arising out of internal and external audits, including corrective actions taken or in-progress and the schedule

for resolving such open matters appropriate for the risk presented.

6. Review reports on significant changes in staffing, processes, and industry trends as needed, and review results annually of the internal audit quality assurance and improvement program.

Oversight of the Independent Auditor

The Committee will carry out the following responsibilities:

1. Discuss with the independent auditor the scope and adequacy of resources for the audit, including the coordination of its effort with the Company's internal audit function and approve all fees and terms of the engagement of the independent auditor to the extent required and consistent with applicable law (including rules and regulations of the FDIC).
2. At least annually, obtain and review a report from the independent auditor regarding: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the most recent inspection by the Public Company Accounting Oversight Board ("PCAOB"), internal quality control review, and peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more of the independent audits carried out by the independent auditor, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditor and the Company. The Committee shall evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors and any other matters set forth in PCAOB Rule 3526 ("Communications with Audit Committees Concerning Independence") or a successor rule. The Committee shall present its conclusions with respect to the independent auditor to the Board.
3. Review and discuss with the independent auditor any audit problems or difficulties, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management, including management's response.
4. Review and discuss with the independent auditor, as necessary or appropriate, (i) any accounting adjustments that were noted or proposed by the independent auditor but were passed as immaterial or otherwise, (ii) any communications with the independent auditor's national office respecting auditing or accounting issues presented by the engagement, (iii) any management or internal control letter issued or proposed to be issued by the independent auditor, and (iv) the responsibilities, budget and staffing of the Company's internal audit function.
5. Discuss with the independent auditor any relationships, services and other factors or considerations that may impact its objectivity and independence.
6. Consider whether a regular rotation of the independent registered public accounting firm is necessary or appropriate to maintain continuing auditor independence.
7. Evaluate the lead audit partner of the independent auditor, taking into account the opinions of management and the Chief Audit Executive, and oversee the regular rotation of the lead audit partner as required by law.

8. At least annually, evaluate, and present to the Board its conclusions regarding, the qualifications, performance and independence of the independent auditor, including considering whether the auditor's quality controls are adequate and permitted non-audit services are compatible with maintaining the auditor's independence, and taking into account the opinions of management and the internal audit function.
9. Engage with the independent auditor to understand the nature of each identified critical audit matter, the auditor's basis for identifying a matter as a critical audit matter and how each such identified matter will be described in the auditor's report.
10. Establish policies concerning the Company's hiring of employees or former employees of the independent auditor, as required by law and by the NYSE listing standards.
11. Establish guidelines for the pre-approval of audit and permitted non-audit services to be performed for the Company by the independent auditors.

Compliance Oversight

The Committee will carry out the following responsibilities:

1. Obtain assurance from the independent auditor that Section 10A(b) of the Exchange Act has not been implicated.
2. Discuss with management the Company's process for ensuring compliance with applicable laws, regulations, and the Company's Code of Business Conduct and Ethics. The Committee shall discuss with management and the Chief Audit Executive whether there have been any violations of such laws, regulations or codes of conduct that could materially impact the Company's financial statements, and review controls over reports and disclosure of related party transactions.
3. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
4. Review and discuss with management and the independent auditor any correspondence with, or the findings of any examinations by, regulators or governmental agencies, and any published reports that raise significant issues regarding the Company's financial statements or accounting policies.
5. Discuss with the Company's counsel regarding legal matters that may have a significant impact on the financial statements and related disclosures or the Company's compliance policies and internal controls.

Other Responsibilities

The Committee will carry out the following responsibilities:

1. Perform such other duties and responsibilities consistent with this Charter, the Company's Articles of Incorporation and Bylaws, and as may be directed by the Board or required by applicable laws, rules or regulations.

2. Review and assess the adequacy of the Committee charter annually, requesting Board approval for proposed changes and ensure appropriate disclosure as may be required by law or regulation.
3. Annually review the Committee's own performance, including a review of the compliance of the Committee with this Charter.

Limitation of the Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, the function of the Committee is oversight. It is not the duty of the Committee or its members to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and in accordance with GAAP, applicable rules and regulations. These are the responsibilities of management and the independent auditor.