



**Part II** **Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► SEE ATTACHMENT

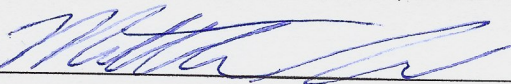
18 Can any resulting loss be recognized? ► SEE ATTACHMENT

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► SEE ATTACHMENT

**Sign  
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►



Date ►

2/5/2026

Print your name ► MATTHEW REID

Title ► SR DIRECTOR, TAX

**Paid  
Preparer  
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if  
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Pinnacle Financial Partners, Inc.**

**FEIN: 39-3738880**

Statement Attached to Form 8937

**Report of Organizational Actions Affecting Basis of Securities**

IRS Form 8937 "Report of Organizational Actions Affecting Basis of Securities" is being made available by Pinnacle Financial Partners, Inc. pursuant to Internal Revenue Code ("IRC") Section 6045B which requires that certain information be furnished to an issuer's shareholders when it has undertaken actions which may affect their tax basis in the issuer's securities. The information included herein does not constitute tax advice. Shareholders are strongly encouraged to consult their tax advisors as to the specific tax consequences resulting from the merger given their particular circumstances.

**Box 10 and 12**

<b>New Issuer</b>	<b>Classification</b>	<b>Ticker Symbol</b>	<b>CUSIP</b>
Pinnacle Financial Partners, Inc.	Common Shares	PNFP (NYSE)	72348N109
Pinnacle Financial Partners, Inc.	Preferred Shares (Series A)	PNFP/PA	72348N208
Pinnacle Financial Partners, Inc.	Preferred Shares (Series B)	PNFP/PB	72348N307
Pinnacle Financial Partners, Inc.	Preferred Shares (Series C)	PNFP/PC	72348N406

<b>Retired Issuers</b>	<b>Classification</b>	<b>Ticker Symbol</b>	<b>CUSIP</b>
Pinnacle Financial Partners, Inc.	Common Shares	PNFP (Nasdaq)	72346Q104
Pinnacle Financial Partners, Inc.	Preferred Shares (Series B)	PNFPP (Nasdaq)	72346Q302
Synovus Financial Corp	Common Shares	SNV (NYSE)	87161C501
Synovus Financial Corp	Preferred Shares (Series D)	SNV-D (NYSE)	87161C600
Synovus Financial Corp	Preferred Shares (Series E)	SNV-E (NYSE)	87161C709

**Box 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action.**

On January 1, 2026, pursuant to the previously announced Agreement and Plan of Merger ("Merger Agreement") entered into between Synovus Financial Corp ("Synovus", 58-1134883), a Georgia Corporation, and Pinnacle Financial Partners, Inc. ("Old Pinnacle", 62-1812853), a Tennessee Corporation, Synovus and Old Pinnacle each simultaneously merged with and into a newly formed Georgia corporation, which assumed the name Pinnacle Financial Partners, Inc. ("New Pinnacle", 39-3738880).

Subject to the terms of the Merger Agreement, holders of each share of Synovus common stock (NYSE ticker SNV) became entitled to receive 0.5237 shares of New Pinnacle common stock, and holders of each share of Old Pinnacle common stock (Nasdaq Ticker PNFP) became eligible to receive one share of New

Pinnacle common stock. Pinnacle Financial Partners Inc. (New Pinnacle) common stock trades on the NYSE under ticker PNFP.

Further, each share of Synovus Series D Preferred Stock (NYSE ticker SNV-D) converted into the right to receive one share of New Pinnacle Series A Preferred Stock (NYSE ticker PNFP/PA) and each share of Synovus Series E Preferred Stock (NYSE ticker SNV-E) converted into the right to receive one share of New Pinnacle Series B Preferred Stock (NYSE ticker PNFP/PB). Each share of Old Pinnacle Series B Preferred Stock (Nasdaq Ticker PNFP) converted into the right to receive one share of New Pinnacle Series C Preferred Stock (NYSE ticker PNFP/PC), and each depositary share representing a 1/40<sup>th</sup> interest in a share of Old Pinnacle Series B Preferred Stock converted into a New Pinnacle depositary share representing a 1/40<sup>th</sup> interest in a share of New Pinnacle Series C Preferred Stock.

**Box 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis.**

The merger of Synovus and Old Pinnacle with and into New Pinnacle was intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended. The tax basis of New Pinnacle common stock received by Synovus and Old Pinnacle shareholders pursuant to the merger, subject to limitations and assumptions, is determined as follows:

- Each Synovus and Old Pinnacle shareholder's aggregate tax basis in New Pinnacle stock received will be the same as the aggregate tax basis of the Synovus and/or Old Pinnacle stock for which it was exchanged at the aforementioned exchange ratios, respectively.
- The aggregate tax basis as determined above shall be reduced by the amount of cash received, excluding any cash received in lieu of fraction share interests in New Pinnacle stock, and increased by any taxable gain recognized on the exchange, excluding any taxable gain related to such fractional share interests.
- The holding period of the New Pinnacle stock received will include the holding period of the Synovus and/or Pinnacle stock for which it was exchanged.

**Box 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates**

See Box 15.

**Box 17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based.**

As mentioned above, the merger transaction is intended to qualify as a tax-free reorganization within the meaning of IRC Section 368(a). The federal income tax consequences of the reorganization to Synovus and Old Pinnacle shareholders are determined under IRC Sections 354, 356, 358 and 1001.

**Box 18 Can any resulting loss be recognized?**

Shareholders generally cannot recognize loss upon the exchange of their stock for New Pinnacle stock, except with respect to cash received in lieu of fractional shares, if any.

**Box 19 Provide any other information necessary to implement the adjustment, such as the reportable tax year.**

The transaction occurred on January 1, 2026. Therefore, the reportable tax year is the year of the shareholder that includes January 1, 2026.