

PINNACLE FINANCIAL PARTNERS, INC.

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation and Human Capital Committee (“Committee”) of the Board of Directors (“Board”) of Pinnacle Financial Partners, Inc. (“Company”) shall be:

- to discharge the Board’s responsibilities relating to the compensation of the Company’s executive leadership and non-management directors;
- to monitor and review the talent management and succession planning strategies, processes, and plans for the Company’s key executives, including the CEO;
- to assist the Board in its oversight of the Company’s human capital management strategies, practices, and risks; and
- to produce an annual report on executive compensation for inclusion in the Company’s proxy statement.

COMPOSITION OF COMMITTEE

The Committee shall be composed of three or more members of the Board, each of whom is determined by the Board to be independent as defined by the New York Stock Exchange (“NYSE”) Listing Standards, Section 10C of the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) and Rule 10C- 1(b)(1) promulgated under the Exchange Act, and the Company’s Corporate Governance Guidelines.

The members of the Committee and the Committee Chair shall be appointed, and may be replaced, by the Board taking into consideration the recommendation of the Corporate Governance and Nominating Committee of the Board. Committee members shall serve until they are replaced, they resign, or their successors are duly elected and qualified.

STRUCTURE AND OPERATIONS

The Committee shall meet as often as the Committee considers appropriate, but no fewer than four times annually. The Committee Chair will report the highlights of Committee meetings to the full Board quarterly. Except to the extent prohibited by NYSE rules or other applicable law or regulation, the Committee may delegate matters within its power and responsibility to individuals or subcommittees when it deems appropriate.

OUTSIDE ADVISORS

The Committee shall have the sole authority to retain and terminate any compensation consulting firm, outside legal counsel, or other advisor to assist it in the evaluation of compensation or other human

capital related issues. Any such firm or advisor shall report directly to the Committee. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to such firm or advisor. The Committee shall delegate payment of such compensation and any related invoices to executive management as necessary and appropriate in its discretion.

The Committee shall annually review and affirm the independence of any compensation consulting firm and any other advisors engaged by the Committee, as required under Section 10C of the Exchange Act and Rule 10C-1 promulgated thereunder.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following duties and responsibilities:

CEO Compensation

- Review and approve annual corporate goals and objectives relevant to CEO performance and compensation, evaluate the CEO's performance in light of those goals and objectives, and have sole authority to determine the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance and relative shareholder return, the value of similar awards to CEOs at comparable companies, the awards given to the Company's CEO in past years, and any applicable legal or regulatory requirements or other factors the Committee deems appropriate; and
- Report the results of annual performance evaluation of the CEO at an executive session of non-management directors.

Other Executive Compensation

- In coordination with the Company's executive leadership as necessary and appropriate, establish and review overall compensation philosophy and design short-term and long-term strategies for executive compensation programs of the Company, including base salary structure, short-term and long-term incentive programs, and other compensation and benefit programs to determine whether they are properly aligned with the Company's strategic and financial objectives;
- In coordination with the CEO, review and approve non-CEO executive leadership compensation as necessary and appropriate, including base salary and short-term and long-term incentive compensation (including, without limitation, establishment of performance goals under incentive compensation plans);
- Review the Company's executive stock ownership guidelines on an annual basis to determine appropriateness against stated objectives and compliance with such guidelines;
- Review and monitor established clawback policies to ensure regulatory compliance and alignment with benchmark practices; and

- Review and make recommendations to the Board of any contracts or other transactions with executive leadership of the Company, including but not limited to consulting arrangements, employment contracts, change in control agreements, and severance or termination agreements to the extent necessary or appropriate.

Annual Executive Compensation Report

- Review and discuss with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K and recommend to the Board that it be included in the Company's proxy statement;
- Consider, to the extent necessary, the results of any shareholder vote with respect to the Company's executive compensation program and the components thereof;
- Review and approve, as necessary and appropriate, any compensation-related matters to be considered by shareholders at the annual meeting, including those proposed by management or shareholders, and recommend any actions to be taken by the Board with respect to these proposals; and
- Review and approve the Committee's annual report that is to be included in the Company's proxy statement in accordance with applicable SEC rules and regulations.

Oversight of Compensation Programs

- Provide oversight of overall compensation philosophy and structure of compensation policies, plans, and programs of the Company to ensure effectiveness in carrying out the Company's need to attract, retain, and motivate key talent of the organization;
- Review and make recommendations to the Board with respect to the establishment, amendment, or termination of broad-based incentive compensation plans and equity-based plans as may be necessary and appropriate, including recommendations for submission to shareholders when appropriate;
- Review and approve, as necessary and appropriate, the overall annual management incentive pool and annual equity pool for all employees, including review and approval of certain equity grants as necessary and appropriate; and
- Review the Company's incentive compensation arrangements to confirm that incentive pay does not encourage unnecessary risk taking and to review and discuss, at least annually, the relationship between risk management and incentive compensation. In addition, the Committee shall have oversight over the reputational risks related to the Committee's responsibilities described in this Charter.

Director Compensation

- Review and recommend to the Board compensation and benefit programs for non-management directors, including awards under the Company's equity plans. In determining the compensation, the Committee will consider customary practices for similar organizations, including the Company's peers, and the amount of time required to fulfill the duties of a director.

Human Capital

- Monitor and review the succession planning process and plan for the Company's CEO including, without limitation, development of a management continuity plan in the event of an emergency, incapacity, or retirement of the CEO;
- Review and approve the Company's talent management and succession planning process and plans on at least an annual basis;
- Oversee the Company's human capital initiatives and strategies related to associate engagement and belonging;
- Assist the Board in the oversight of all other human capital management strategies, practices, and risks; and
- Coordinate as necessary with the Corporate Governance and Nominating Committee in its oversight role of the Company's strategy, initiatives and policies related to corporate responsibility.

Other Activities

- Review and reassess this charter on a periodic basis and recommend any proposed changes to the Board; and
- Undertake from time to time additional activities within the scope of the Committee's charter as it may deem appropriate.

PERFORMANCE REVIEW

The performance of the Committee shall be evaluated annually, including a review of the compliance of the Committee with the charter.