

PINNACLE FINANCIAL PARTNERS, INC.

CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Governance and Nominating Committee (the “Committee”) shall be to assist the Board of Directors (the “Board”) by:

- Identifying qualified individuals to become Board members;
- Recommending to the Board the director nominees for each annual meeting of shareholders and director nominees to be elected by the Board to fill interim director vacancies;
- Recommending to the Board the committee structure, composition and leadership as well as the leadership structure of the Board;
- Overseeing the annual review and evaluation of the performance of the Board and its committees;
- Developing and recommending to the Board corporate governance guidelines; and
- Any related matters required by the federal securities laws.

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 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 Committee. 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 two times annually. The Committee Chair will report the highlights of Committee meetings and any recommendations of the Committee to the full Board at the Board’s next regularly scheduled meeting. 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 sole authority to retain and to terminate any search firm to be used to assist it in identifying candidates to serve as directors of the Company, including sole authority to approve the fees

payable to such search firm and any other terms of retention. In addition, the Committee shall have the authority to retain, and to approve the fees payable to, outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion.

DUTIES AND RESPONSIBILITIES - NOMINATING

The Committee shall have the responsibility for:

1. Conducting studies of the size and composition of the Board from time to time and reviewing with the Board the criteria for Board membership.
2. Identifying and evaluating the qualifications of individuals for consideration as director candidates, including those candidates identified and proposed by the Company's shareholders. The Committee shall also reconsider and reassess the contributions of those directors eligible for reelection. In identifying candidates for membership on the Board, the Committee shall take into account all factors and criteria it considers appropriate, which will include:
 - Whether the director/potential director possesses personal and professional integrity, sound judgment, forthrightness and has sufficient time and energy to devote to the affairs of the Company;
 - Whether the director/potential director possesses a willingness to challenge and stimulate management and the ability to work as part of a team in an environment of trust;
 - The extent of the director's/potential director's business acumen and experience;
 - Whether the director/potential director assists in achieving a mix of Board members that represents a diversity of background and experience, including with respect to age, gender, race, place of residence and specialized experience;
 - Whether an existing director has reached retirement age;
 - Whether the director/potential director meets the independence requirements of the NYSE Listing Standards and the Company's Corporate Guidelines;
 - Whether the director/potential director would be considered a "financial expert" or "financially literate" as defined in the NYSE Listing Standards or applicable law and/or whether the director/potential director would be considered a "risk committee expert" as defined under the Federal Reserve's enhanced prudential standards;
 - Whether the director/potential director, by virtue of particular technical expertise, experience or specialized skill relevant to the Company's current or future business, will add specific value as a Board member;
 - The extent of the director's/potential director's ownership of shares of the Company or willingness to become an owner of shares of the Company consistent with the Company's Director Stock Ownership Guidelines;

- Whether the director/potential director is free from conflicts of interest with the Company; and
 - Any factors related to the ability and willingness of a new director to serve, or an existing director to continue his/her service.
3. Recommending to the Board nominees for election as members of the Board at the annual meeting or any director nominees to be elected by the Board to fill interim director vacancies.

DUTIES AND RESPONSIBILITIES - CORPORATE GOVERNANCE

The Committee shall have the responsibility for:

1. Making recommendations to the Board with respect to amendments to the Company's Articles of Incorporation and bylaws.
2. Developing and recommending to the Board for its approval a set of corporate governance guidelines, monitoring compliance with the guidelines and annually reviewing and recommending to the Board revisions, as appropriate, to the guidelines.
3. Considering and recommending to the Board on a periodic basis the leadership structure of the Board and whether to separate or combine the principal executive officer and board chairman positions as well as whether to have a lead director of the Board. In so doing, the Committee shall recommend to the Board the director to serve in such leadership capacity as applicable.
4. Overseeing the orientation of new directors and the continuing education of current directors.
5. Making recommendations to the Board annually as to the independence of directors under the NYSE Listing Standards and the Company's Corporate Governance Guidelines.
6. Recommending to the Board the directors to be selected for membership on, and chairman of, Board committees after taking into consideration the preferences of individual directors, the expertise of individual directors, applicable NYSE Listing Standards and SEC requirements relating to composition of the Board and its committees, with a view to rotating committee membership and the chairmanship of each committee on a periodic basis.
7. Recommending to the Board a procedure to be used to conduct, and overseeing the process of conducting, an annual self-evaluation of the performance of the Board and the Audit, Compensation and Human Capital, Risk and Corporate Governance and Nominating Committees, as well as a self-evaluation of individual members of the Board as needed and appropriate.
8. Performing a review and self-evaluation, at least annually, of the performance of the Committee, including a review of the compliance of the Committee with this Charter. In addition, the Committee shall review and reassess, at least annually, the adequacy of this Charter and any revisions that the Committee considers necessary or valuable.
9. Overseeing the Board's Policy on Related Party Transactions and recommending any necessary revisions, as appropriate, for approval by the Board.

10. Reviewing and assessing shareholders' feedback related to the Company's governance practices and periodically reviewing and assessing the Company's shareholder engagement process.
11. Overseeing the Company's corporate responsibility strategy, initiatives and policies, including communications with team members, investors and other stakeholders of the Company with respect to these matters.
12. Reviewing proposals submitted by shareholders of the Company for inclusion in the Company's proxy materials and recommending any Board response.
13. Reviewing and discussing with management disclosure of the Company's corporate governance practices, including information regarding the operation of the Committee or other Board committees and the director nomination process, and recommending that this disclosure be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
14. Overseeing the reputational risks related to the Committee's responsibilities described in this Charter.
15. Undertaking additional activities within the scope of the Committee's Charter as it may deem appropriate.