

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

EXECUTIVE COMMITTEE CHARTER

PURPOSE

The purpose of the Executive Committee (“the Committee”) of the Board of Directors (the “Board”) of Pinnacle Financial Partners, Inc. (the “Company”) and Pinnacle Bank (the “Bank”) shall be to possess and exercise, during the intervals between meetings of the Company’s Board of Directors, any and all powers of the Company’s Board of Directors in the management and direction of the business and affairs of the Company in which specific direction has not been given by the Company’s Board of Directors. In addition, the Committee shall perform such duties as may be directed by the Board of Directors from time to time.

COMPOSITION OF COMMITTEE

Membership of the Committee will consist of the Company’s:

- Chief Executive Officer
- Chair of the Board
- Vice Chair of the Board
- Lead Independent Director of the Board
- Audit Committee Chair
- Compensation and Human Capital Committee Chair
- Corporate Governance and Nominating Committee Chair
- Risk Committee Chair

The Chief Executive Officer shall serve as the Committee Chair.

STRUCTURE AND OPERATIONS

The Committee shall meet as often as the Committee considers appropriate or at any time when any matter requires expeditious action by the Board or when it would not be practical for the full Board to meet to review or act upon any matter. A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a duly convened meeting of the Committee. In lieu of a meeting, the Committee may act by unanimous written consent. 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. In the absence of the Chair at a duly convened meeting, the Committee members present at the meeting shall select a member of the Committee to serve as Chair of the meeting.

DUTIES AND RESPONSIBILITIES

Notwithstanding the Committee’s possession and exercise of any and all powers of the Company’s Board of Directors in the management and direction of the business and affairs of the Company, as stated above, the Committee shall not have the powers specifically reserved to the full Board of Directors by the Company’s bylaws, Articles of Incorporation, applicable law or rules of the New York Stock Exchange or by direction of the Board of Directors, nor shall the Committee exercise any authority granted to any other committee of the Board of Directors or to the shareholders of the Company.

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 the Bank 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 on an as needed basis.

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.

OUTSIDE ADVISORS

The Committee may engage external advisors and 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 and the Bank.