

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

RISK COMMITTEE CHARTER

PURPOSE

The Boards of Directors (“Board”) of each of Pinnacle Financial Partners, Inc. and its wholly owned subsidiary Pinnacle Bank (collectively, the “Company”) have established the Risk Committee (“Committee”) to assist the Boards in its oversight of the Company’s enterprise risk management function. The Committee is responsible for approving and periodically reviewing the risk management policies of the Company’s operations and overseeing the operation of the Company’s enterprise risk management framework and function. In addition, the Committee is also responsible for reviewing and approving the Board’s risk appetite parameters to be used by management in the day to day operations of the Company.

The primary purpose of the Committee is to:

- Monitor and review the enterprise risk management framework and processes of the Company, including the Company’s credit, market/interest rate, liquidity, legal, compliance, reputational, strategic, and operational risks.
- Monitor and review, emerging risks, and adequacy of risk management functions, as identified by the Company’s Chief Risk Officer; and
- Report to the Board and provide recommendations to the Board in order to effectively manage risks.

The Committee shall have the responsibilities and duties enumerated in and consistent with this Committee Charter (“Charter”).

COMPOSITION OF COMMITTEE

The Committee will consist of at least three members of the Board of Directors. The Board will appoint Committee members and the Committee Chair after taking into consideration the recommendation of the Company’s Corporate Governance and Nominating Committee. At least one member of the Committee shall be a member of the Audit Committee. Committee members may be replaced by the Board of Directors.

Each of the Committee members shall meet the independence requirements of the New York Stock Exchange, and shall satisfy such other criteria for membership on the Committee as may be promulgated pursuant to, and in accordance with, The Dodd-Frank Act, including any rules and regulations of the SEC. In addition, at least one member shall have experience in identifying, assessing, and managing risk exposures of large complex financial firms.

STRUCTURE AND OPERATIONS

The Committee will meet as often as it determines is appropriate, but not less frequently than four times per year and at least once per quarter. The Committee periodically shall report to the Board and shall make recommendations to the Board as the Committee reasonably determines are necessary or

appropriate. The Committee Chair will report the highlights of Committee meetings to the full Board at the Board's next regularly scheduled meeting. All Committee members are expected to attend each meeting, in person or via tele- or videoconference. The Committee shall, at least annually, hold private meetings in executive session with the Chief Risk Officer and shall periodically hold private meetings and as needed, have informal discussions, with such other members of management as the Committee may deem necessary in connection with the fulfillment of its duties under this Charter, including, among others, the Chief Information Security Officer, the Chief Compliance Officer, the Chief Financial Officer, the Chief Credit Officer, and the head of Credit Review. The Committee may invite any officer or employee of the Company, the independent auditor, counsel, or others to attend meetings and provide pertinent information. Meeting agendas will be prepared by the Chief Risk Officer, with input from the Committee Chair, and provided in advance to members, along with appropriate briefing materials.

The Chair of the Committee shall have the authority to act on behalf of the Committee between meetings as deemed necessary and appropriate, including, without limitation, in situations involving the approval of certain actions related to the Company's compliance with its risk appetite, concentrations, tolerances and/or policy thresholds, provided that the decision of the Chair to grant such pre-approvals or take such other actions shall be presented to the full Committee at or before its next scheduled regular meeting.

OUTSIDE ADVISORS

The Committee shall have the authority to retain and to terminate any risk consulting firm used to assist in the evaluation of the Chief Risk Officer or the Company's enterprise risk management, including the authority to approve the firm's fees 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

The principal goal of the Committee shall be to assist the Board in its risk oversight role, and to report to the Board the findings and recommendations of the Committee, in light of the responsibilities outlined below. To that end, the Committee shall work closely with the Company's Chief Risk Officer and other members of management as well as the other Board committees to understand the Company's risk exposure in each of its business operations, and to evaluate the effectiveness of governance and oversight of the Company's policies and practices that address risk exposure.

The Committee's primary responsibilities and authority are to:

- Periodically (at least once per quarter) meet with the Chief Risk Officer and other members of the Company's enterprise risk management team and receive reports from the Chief Risk Officer regarding the Company's risk identification and assessment and risk management practices, policies, and procedures.
- Review periodically the Company's enterprise risk management practices and approve a statement or statements regarding the Company's overall risk appetite and risk tolerances.
- Periodically review and make recommendations to the Board regarding strategies and overall risk concentrations of the Company.
- Review and approve, at least annually, the Company's Contingency Funding Plan and the Contingency Funding Plan for Pinnacle Bank and overall strategies for addressing liquidity needs during liquidity stress events.

- Periodically (at least once per quarter) receive reports from management, including the Chief Risk Officer, regarding matters relating to risk management and/or the Company's enterprise risk management framework, including regarding emerging risks (such as artificial intelligence) and other selected risk topics and/or enterprise-wide risk issues.
- Review and recommend to the Board the annual capital plan and stress-test results.
- Support Board governance related to the Company's resolution planning process and submission to supervisory authorities.
- Periodically review and discuss with management credit risk, the credit risk rating system and the management of the Company's credit portfolio, including management's responses to trends in credit risk credit concentration and asset quality.
- Periodically review and discuss with management the Company's Credit Review function, including its annual plan, activities, staffing, credit review results, and significant findings.
- Periodically review and discuss with management the compliance risk program and compliance management activities, including those items related to BSA/AML/OFAC compliance.
- Periodically review and oversee Pinnacle Bank's fiduciary activities, which include the oversight of personal and institutional trust and asset management activities.
- Periodically, at least once annually, meet in joint session with the Audit Committee of the Board to discuss risk topics of mutual interest to both committees.
- Periodically meet with or receive reports from the other Board Committees relating to risk oversight and risk management activities of such Committees.
- Periodically review regulatory correspondence, findings, recommendations, and actions.
- In coordination with the Corporate Governance and Nominating Committee, periodically provide oversight of the Company's corporate responsibility risk management initiatives and activities, including the Company's management of risks pertaining to climate change and sustainability.
- Specifically review and discuss with the Chief Risk Officer and other members of management the matters that are delegated to the Committee by the Board from time to time and periodically report on such matters to the Board.
- Review periodically other areas of risk as appropriate.
- Review the independence and authority of the enterprise risk management function in the performance of its responsibilities and ensure that the senior-level risk management officers, including the Chief Risk Officer, have sufficient stature, authority and seniority and resources to carry out such officers' responsibilities.
- Review the qualifications and background of the Chief Risk Officer and the Company's other senior risk officers.
- Periodically report the Committee's actions to the Board to assist the Board in its risk oversight

and assessment process.

- Annually review the Committee's own performance, including a review of the compliance of the Committee with this charter.

In addition to the authority and responsibilities of the Committee described in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate.

While the Committee has the responsibilities and powers set forth in this Charter in its oversight capacity, it is not the duty of the Committee to be responsible for the day-to-day operational management of the Company's risks. The Committee may rely upon the reports of legal counsel and other experts, as well as members of the Company's management, in its oversight capacity.