PINNACLE FINANCIAL PARTNERS, INC.

AMENDED AND RESTATED
Corporate Governance Guidelines

January 16, 2024

The Board of Directors (the "Board") of Pinnacle Financial Partners, Inc. (the "Company" or the "Firm"), acting on the recommendation of the Nominating and Corporate Governance Committee of the Board ("the Committee"), has established these Corporate Governance Guidelines to provide guidance with respect to the Board's responsibilities as well as to comply with the rules of the Nasdaq Stock Market, ("Nasdaq") and good corporate governance principles. These guidelines are intended to reflect the Board's commitment to monitor the effectiveness of policy and decision making at the Board and management levels, with a view to enhancing shareholder value over the long term.

1. Board Composition and Director Qualifications

The Board will have a majority of directors who meet the criteria for independence under the Nasdaq's rules. The Firm's Bylaws establish a range of five to twenty five Board members. The Board believes that twelve to fifteen members is currently the optimal size to permit diversity of experience without hindering effective discussion or diminishing individual accountability. The number of directors shall be set by the affirmative vote of a majority of the full Board. The Committee shall recommend whether to increase the size of the Board or whether, in the event of a vacancy for any reason, to fill such vacancy or to reduce the size of the Board. A change in the range or number of directors requires the affirmative vote of at least a majority of the then serving directors or the affirmative vote of the holders of at least a majority of the issued and outstanding shares.

The Committee, in consultation with the Chairman, the CEO and the Lead Independent Director, shall be responsible for identifying and evaluating individual candidates for their qualifications to become directors.

The Firm values diversity and the benefits that diversity can bring to the Board. Accordingly, the Committee and the Board, when considering the composition of the Board as a whole and/or when evaluating potential nominees to the Board, shall consider several factors to promote a more diverse Board. As a result, the Committee and the Board will, as part of the director nominee process, give consideration to diversity of the Board, including as it relates to gender, race, ethnicity and political and social viewpoints, as well as the more traditional factors of age, business acumen, market representation and professional experience.

When considering potential director candidates for nomination or election, the Committee and the Board should consider whether the candidate has the following qualifications, among others:

- the highest ethical character and shares the core values of the Firm and a commitment to representing the long-term interest of the Firm's shareholders;

- a reputation both personally and professionally consistent with the image and reputation of the Firm;

- recognized accomplishments in the candidate's field;

- expertise and experience that would complement the expertise and experience of other members of the Board;

- the ability to exercise sound business judgment;

- the ability to work in a collegial manner with persons of diverse educational, business and cultural backgrounds;

- an ability and willingness to keep an open mind when considering matters affecting interests of the Firm and its constituents;

- an ability and willingness to commit sufficient time and attention to discharge his or her obligations as a member of the Board;

- strong community ties in any of the Firm's banking markets or with the business community that can assist the Firm from time to time in its business development efforts; and

- a commitment to act in the best interests of the Firm and its constituents, and objectively assess Board, committee and management performances.

No director may be nominated to a new term if he or she would be age 75 or older at the time of the election.

Directors are expected to submit a letter of resignation when they experience a change in employment or file for bankruptcy protection. The Committee will review the appropriateness of continued Board membership where a director experiences a change in employment or files for bankruptcy protection.

Directors must notify the Chairman of the Board and the Chairman of the Committee in advance of accepting an invitation to serve on another company's board of directors. The Committee may consider whether such service may negatively affect such director's ability to serve on the Board. Generally, inside directors and non-employee directors who also serve as a CEO of a public company are limited to their seat on the Firm's board plus two other public company boards. All other directors will limit the number of public company boards on which they serve to their Firm board seat plus three other public company boards.

No director may be re-nominated that failed to attend at least 75% of the meetings of the Board and the Committees on which such director served in the prior year without valid excuse as determined by the Committee.

In order to attract qualified candidates, the Firm may purchase reasonable directors' and officers' liability insurance on their behalf to provide the benefits of indemnification to the fullest extent permitted by law and the Firm's charter, Bylaws and any indemnification agreements, and to provide exculpation as provided by state law and the Firm's charter.

2. Director Nomination

Nominees for directorship will be recommended to the Board by the Committee in accordance with the policies and principles in its charter and these Corporate Governance Guidelines. The Board will determine whether the recommended nominees will be part of the Firm's nominees for director included in each proxy statement for the annual meeting of shareholders and, between annual meetings, will elect new directors, upon recommendation by the Committee, to fill vacancies on the Board.

3. Majority Voting on Directors

In an uncontested election of directors, any incumbent nominee for director who receives a greater number of votes "against" his or her election than votes "for" his or her election will promptly tender his or her resignation to the Chairman of the Board and the Chairman of the Committee following certification of the shareholder vote. For purposes of this section, an "uncontested election" means any meeting of shareholders for the election of directors at which a quorum is present and with respect to which the number of nominees does not exceed the number of positions on the Board to be filled by election at the meeting as of (a) the expiration of the time fixed under Section 2.10 of the Firm's Bylaws (or any successor provision) for advance notice of nomination of a director by a shareholder or, (b) in the absence of any such provision, a date that is fourteen (14) days in advance of the date the Firm files its definitive proxy statement (regardless of whether or not thereafter revised or supplemented) with the Securities and Exchange Commission.

The Committee will promptly consider the resignation submitted by a director receiving a greater number of votes "against" his or her election than votes "for" his or her election, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider factors deemed relevant by the members of the Committee including, without limitation, the stated reasons why shareholders voted "against" the director, the length of service and qualifications of the director whose resignation has been tendered, the director's contributions to the Firm and the Board and/or its Committees during prior service, the director's compliance with the Firm's Corporate Governance Guidelines, the need for the presence of directors with a broad range of experiences and backgrounds on the Board and the Firm's compliance with applicable laws, regulations and the listing standards of Nasdaq.

The Board will act on the Committee's recommendation no later than 90 days following certification of the shareholder vote. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board's decision on the Committee's recommendation, the Firm will promptly publicly disclose the Board's decision whether to accept the resignation as tendered (providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Form 8-K filed with the Securities and Exchange Commission.

To the extent that one or more directors' resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board. If any director's resignation hereunder is not accepted by the Board, such director will serve until the next annual meeting of shareholders and until his or her successor has been duly elected and qualified.

Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received a greater number of votes "against" their election than votes "for" their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes "against" their election than votes "for" their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes "against" their election than votes "for" their election or who were not standing for election.

This Corporate Governance Guideline will be summarized or included in each proxy statement relating to an election of directors of the Firm.

4. Term Limits

The Board does not believe it should establish term limits. Term limits result in the loss of accumulated knowledge particular to the Firm and its business. Additionally, term limits may result in the loss of the most qualified individuals. As an alternative to term limits, the Committee will consider each director's qualifications and performance on the Board in connection with determining Board composition and/or whether to re-nominate a director.

5. Director Responsibilities

The basic responsibility of the directors is to oversee the business and affairs of the Firm. In the performance of their duties, the directors will exercise their business judgment to act in what they reasonably believe to be in the best interest of the Firm and its shareholders. Directors should stay informed and may seek information, advice or opinions from the Firm's officers and associates and from other advisers, consultants and experts and may rely in good faith upon information, advice or opinions provided by such persons.

Directors shall attend at least one continuing education program every two years in order to enhance skills and stay abreast of important corporate governance issues.

It is generally the duty of management (i.e., the CEO or his designee) to speak for the Firm. Absent unusual circumstances or as contemplated by the committee charters, Board members should communicate with third parties regarding the Firm only at the request or with the knowledge of the CEO.

6. Stock Ownership Guidelines

Directors are encouraged to maintain a meaningful personal ownership in the Firm in the form of common stock. Periodically, the Committee may adjust minimum stock ownership guidelines for directors and key executives. Minimum stock ownership guidelines for directors are shares of common stock with market value of at least three times average annual board compensation paid in the previous year, provided that until that level is reached (by a newly elected director), such director shall satisfy the minimum ownership by retaining the ownership of all restricted shares of common stock granted to such director that have vested, if any. For the Firm's executive officers who may be "named executive officers" under the SEC proxy rules, the minimum ownership guidelines are shares of common stock with market value of at least 400% of their annual cash salary for the CEO and the Chairman of the Board; 300% of annual cash salary for the Chairman of the Carolinas and Virginia; 200% of annual cash salary for the Chief Financial Officer and 150% of annual cash salary for the Chief Credit Officer. For purposes of these measurements, the average closing price of the Company's common stock for the last 15 trading days of the previous calendar year is used to determine market value. The foregoing minimum ownership guidelines must be satisfied exclusive of any shares of common stock pledged or held in margin accounts. Pledging of shares of Firm common stock is disfavored and executive officers should seek to minimize the amount of stock pledged over time. The Committee shall take into account compliance with these ownership guidelines in considering whether to renominate a director. Should a director's or named executive officer's ownership fall below the minimum beneficial ownership levels, in order to transact an open market sale of their Firm common stock, the individual would be required to seek prior approval of the Board.

Short sales or hedging of Firm common stock through puts or calls, collars or other hedging transactions is prohibited and is a violation of the Insider Trading Policy and Code of Conduct.

7. Meetings

Directors should seek to attend (whether in person or by means of telephone or video conference) all Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting and directors should review these materials in advance of the meeting.

The Chairman, in consultation with the CEO, will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free at any Board meeting to raise subjects that are not on the agenda for that meeting. The Board will review the Firm's long-term strategic plans and the principal issues that the Firm will face in the future at least once each year, generally in a two-day retreat with the senior executives of the Firm.

8. Independent Director Meetings

The independent directors will meet in executive session periodically and at least in two regularly scheduled meetings. The director who presides at these meetings shall be referred to as the "Lead Independent Director" and shall be chosen by the board of directors. The Lead Independent Director, will serve until a successor is named. Additionally, the Lead Independent Director shall be denoted in the annual proxy statement.

9. Board Committees

In addition to the Committee, the Board will at all times have an Audit Committee, a Human Resources and Compensation Committee, a Risk Committee and a Climate Sustainability Committee. All of the members of these committees will be independent directors under the criteria established by Nasdaq and applicable law. Committee members will be appointed by the Board upon recommendation by the Committee in the case of the Audit Committee, the Human Resources and Compensation Committee, the Risk Committee and the Climate Sustainability Committee and by the independent members of the Executive Committee in the case of the Committee. Consideration should be given to rotating committee members periodically, but rotation is not mandated as a policy.

Each committee will have its own written charter which has been approved by the Board. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The Chairman of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chairman of each committee, in consultation with the appropriate members of the committee and management, will develop the committee's agenda. At the beginning of the year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to hire and compensate, independent legal, financial or other advisers, as they may deem necessary, without consulting or obtaining the approval of any officer of the Firm in advance.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

10. Audit Committee Responsibilities and Qualifications

In general, the Audit Committee will oversee auditing and financial reporting matters. The Audit Committee also has the responsibilities set forth in the Audit Committee Charter and otherwise required by law, regulation or requirement of Nasdaq and shall produce an annual report of the Audit Committee for inclusion in the Firm’s proxy statement. The Audit Committee shall have responsibility for appointing, dismissing, overseeing and determining the compensation of the Firm’s external auditors. The Audit Committee will assist the Board in monitoring (1) the integrity of the financial statements of the Firm, (2) the Firm’s compliance with legal and regulatory requirements and other requirements imposed on the Firm by the Board and (3) the performance of the Firm's internal audit function and independent auditors.

Each Audit Committee member must meet the enhanced independence requirements imposed by federal law and Nasdaq. Each Audit Committee member must also be financially literate, and at least one member must possess certain accounting or financial expertise as set forth in the Nasdaq rules. The Chairman of the Audit Committee will have experience in reviewing and analyzing financial statements.

11. Human Resources and Compensation Committee Responsibilities and Qualifications

The Human Resources and Compensation Committee has the responsibilities set forth in the Human Resources and Compensation Committee Charter. The Human Resources and Compensation Committee will assist the Board in (1) approving the compensation of the Firm’s executive officers and recommending to the Board for approval the compensation of the directors, (2) establishing strategies and compensation policies and programs for associates of the Firm to provide incentives for delivery of value to the Firm’s shareholders, (3) establishing policies to hire and retain senior executives, with the objective of aligning the compensation of senior management with the business of the Firm and the interests of the Firm's shareholders, (4) ensuring that the compensation policies of the Firm meet or exceed all legal and regulatory requirements and any other requirements imposed on the Firm by the Board and (5) producing an annual report on executive compensation for inclusion in the Firm's proxy statement.

Each member of the Human Resources and Compensation Committee must meet the enhanced independence requirements imposed by federal law and Nasdaq.

12. Nominating and Corporate Governance Committee Responsibilities and Qualifications

The Nominating and Corporate Governance Committee has the responsibilities set forth in the Nominating and Corporate Governance Committee Charter. This Committee will assist the Board in nominating directors for the Board and its committees (except membership on the Nominating and Corporate Governance Committee of the Board, which will be nominated by the independent members of the Executive Committee and elected by the Board) and in reviewing and recommending corporate governance guidelines and procedures

Additionally, this Committee will (1) work with senior executive officers of the Company in identifying and evaluating individuals qualified to become Board members, (2) select or recommend to the Board for selection, director nominees for the Firm's next annual shareholders meeting and (3) develop and recommend to the Board corporate governance principles applicable to the Firm.

Each member of the Nominating and Corporate Governance Committee must meet the independence requirements imposed by Nasdaq.

13. Risk Committee Responsibilities and Qualifications

The Risk Committee has the responsibilities set forth in the Risk Committee Charter. The Risk Committee will assist the Board in overseeing the Firm's overall risk framework, risk appetite and the Chief Executive Officer's, the Chief Risk Officer's and senior management's identification of, measurement of, monitoring of, and control of key risks.

Each member of the Risk Committee must meet the enhanced independence requirements imposed by federal law, including the rules and regulations of the relevant federal bank regulatory agencies.

14. Climate Sustainability Committee Responsibilities and Qualifications

The Climate Sustainability Committee has the responsibilities set forth in the Climate Sustainability Committee Charter. The Climate Sustainability Committee will assist the Board in the oversight of the Company's climate-related sustainability practices and policies.

With the exception of the Company's Chief Executive Officer, who shall serve as a non-voting member of the Climate Sustainability Committee, each member of the Climate Sustainability Committee must meet the independence requirements imposed by Nasdaq.

15. Director Access to Officers and Associates

To the extent appropriate for the discharge of their oversight function, directors may have full and free access to officers and associates of the Firm. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Firm and will copy the CEO on any material written communications between a director and an officer or associate of the Firm, unless the circumstances would render copying the CEO inappropriate. All information provided by the Firm or Firm personnel to a director should be considered confidential unless it has been publicly disclosed by the Firm and shall not be disclosed by the Board member without the consent of the Firm.

Executive officers of the Firm are encouraged to regularly attend Board meetings. The CEO or Chairman may also invite additional Firm personnel to attend Board meetings on a regular or periodic basis.

16. Director Compensation

The Firm may compensate members of the Audit Committee only for services rendered as a member of the Board or as a Board committee member. The Firm will not compensate members of the Board that are also associates for service on the Board or a Board committee.

Compensation for directors should be competitive with similarly situated companies. The form and amount of director compensation will be recommended to the Board by the Human Resources and Compensation Committee in accordance with the policies and principles set forth in its charter, and the Human Resources and Compensation Committee will conduct an annual review of director compensation. The Human Resources and Compensation Committee is entitled to take into consideration that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Firm makes substantial charitable contributions to organizations with which a director is affiliated, or if the Firm enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

The Human Resources and Compensation Committee will review the form and amounts of Board compensation annually to ensure its competitiveness with other companies and its effectiveness in attracting qualified members.

17. Director Orientation and Continuing Education

All new directors must participate in the Firm's director orientation program, which should be conducted within two months of election of a new director. This orientation will include presentations by senior management to familiarize new directors with the Firm's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its Code of Conduct, its principal officers and its internal and independent auditors. Directors are expected to attend at least one developmental seminar every two years and meet any applicable requirements for continuing education promulgated by Nasdaq.

18. CEO Evaluation and Management Succession

The Human Resources and Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Human Resources and Compensation Committee will consider, among other things, the goals set for the CEO and their achievement.

The Human Resources and Compensation Committee should make an annual report to the Board on succession planning. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

19. Annual Performance Evaluation

The Board of Directors will conduct an annual self-evaluation to determine whether it and its committees are effective. The Committee will receive evaluation comments from all directors, which have been submitted to and reviewed by the legal counsel to the Committee and will report annually to the Board with an assessment of the Board's and the various Committees' performance. This will be discussed with the full Board annually. The assessment will focus on the Board's contribution to the Firm and specifically focus on areas in which the Board or management believes that the Board could improve.

20. Maintenance of Guidelines

The Committee will review these Corporate Governance Guidelines annually and recommend changes to the Board. The Board will determine the changes to be made to these Corporate Governance Guidelines based upon those recommendations. In the case of any conflict between these Guidelines and the Charter, Bylaws, or Committee Charters of any Board Committee, the Charter, Bylaws, and/or Committee Charter, as the case may be, shall be controlling.

21. Publication of Corporate Governance Matters

The Firm publishes on its web site (1) these Corporate Governance Guidelines, (2) the Audit Committee Charter, (3) the Human Resources and Compensation Committee Charter, (4) the Nominating and Corporate Governance Charter, (5) the Risk Committee Charter, (6) the Climate Sustainability Committee Charter, (7) the Executive Committee Charter and (8) the Code of Conduct. In addition, these documents are available to any shareholder of the Firm who makes a request to the Secretary of the Firm.

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