

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

**Amended and Restated  
Executive Committee Charter**

*Approved by the Board of Directors - January 16, 2024*

**I. General**

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 consist of at least ten members so long as there are seven committee chairs of the seven standing committees of the Company in addition to the Committee. During the intervals between the meetings of the Board, the Committee may exercise all the authority of the Board, except as set forth below, or as limited in the charter or bylaws of the Company, or as limited by applicable law or regulation.

Membership will consist of:

- CEO of the Company
- Chairman of the Board
- Chairman of the Carolinas and Virginia
- Audit Committee Chair
- Human Resources and Compensation Committee Chair
- Nominating and Corporate Governance Chair
- Risk Committee Chair
- Community Affairs Committee Chair
- Trust Committee Chair
- Climate Sustainability Committee Chair

The members of the Committee will be nominated by the Nominating and Corporate Governance Committee and elected by the Board. Each member of the Committee shall serve a one year term or until such director's earlier resignation or removal or until a successor is named. Any member may resign his or her position as a member of the Committee upon notice given in writing or by electronic transmission to the Board. A member may be removed from the Committee upon the majority vote of the Board.

Additionally, the independent members of the Committee shall nominate the Board members to serve as the Board's Nominating and Corporate Governance Committee.

**2. Responsibilities**

**Policy Related Matters.** Generally, the Committee shall receive from management periodic updates as to compliance with all significant policies of the firm other than those to which such responsibility has been delegated to another committee of the Board. Unless otherwise specifically reserved for other committees of the Board, the Committee shall be responsible for evaluation of all waivers of these policies. These policies would likely include:

- A. Credit                                      B. Asset Liability Management                                      C. Capital

D. Enterprise-Wide Risk Management  
Losses

E. Loan Review

F. Allowance for Credit

G. Aviation Policy

**Board Committees.** At each meeting, chairs of the various Board committees shall be given an opportunity to update the Committee on the significant activities of their respective committees.

**Other Matters.** During the intervals between the meetings of the Board, the Committee may exercise all the authority of the Board; provided, however, that the Committee shall not have the power to amend or repeal any resolution of the Board that by its terms shall not be subject to amendment or repeal by the Committee, and the Committee shall not have the authority of the Board in reference to (i) the amendment of the charter or bylaws of the Company or the Bank; (ii) the adoption of a plan of merger or consolidation; (iii) the sale, lease, exchange or other disposition of all or substantially all the property and assets of the Company or the Bank; (iv) a voluntary dissolution of the Company or the Bank or the revocation of any such voluntary dissolution; (v) the authorization of distributions, except according to a formula or method prescribed by the Board; (vi) the filling of vacancies on the Board or on any of its committees; (vii) authority or approval of reacquisition of shares, except according to a formula or method approved by the Board; or (viii) authority or approval of the issuance or sale or contract for sale of shares, or determine the designations and relative rights, preferences and limitations of a class or series of shares, unless authorized by and subject to limitations prescribed by the Board. Moreover, the Committee shall receive and review with management all regulatory examination reports and discuss (or delegate to another committee of the Board of the Company or the Bank the authority to discuss) with management appropriate corrective actions to address any matter requiring Board attention identified therein and whether adequate corrective actions are being taken to correct any deficiencies, violations or weaknesses noted in such reports. The Committee shall also receive from management a quarterly compliance monitoring schedule, summary of findings, violations of compliance laws and regulations and corrective actions taken or to be taken.

## **Meetings**

The Committee shall generally meet the first Tuesday of each month of each calendar quarter and may from time to time require specially called meetings, as deemed necessary by the Chair of the Committee. 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.

## **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.

**Reporting**

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.

**Assistance from Others**

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.

**Charter Evaluation**

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter. The results of such evaluation and any proposed changes should be presented to the full Board for approval.