

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

**CLIMATE SUSTAINABILITY COMMITTEE**

**CHARTER**

- PURPOSE:** The Board of Directors (the “Board”) of each of Pinnacle Financial Partners, Inc. and Pinnacle Bank (together, the “Company”) has established the Climate Sustainability Committee (the “Committee”) to assist the Board of the Company in oversight of the Company’s climate-related sustainability practices and policies. The Committee has also been established to monitor the Company’s processes established and maintained to comply with the various regulatory requirements, including climate-related financial disclosures, concerning corporate climate sustainability.
- MEETING DATES:** Generally, the Committee will meet quarterly on the first Tuesday of the second month of each quarter at 9:30 a.m. central time. The Chairman may also call special meetings as required.
- MEETING LOCATION:** The Committee generally will meet in the Board Room on the 9<sup>th</sup> floor of the Company’s headquarters at 150 Third Avenue South, Nashville, Tennessee 37201, though the Committee may meet in such other location as the Chairman of the Committee may otherwise determine and communicate to the Committee members in accordance with the Company’s bylaws.
- QUORUM AND VOTE REQUIRED:** A majority of the voting members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its voting 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. In the absence of the Chair at a duly convened meeting of the Committee, the Committee members present at the meeting shall select an independent member of the Committee to serve as a chair of the meeting.
- MEMBERS:** The Committee shall consist of at least three and no more than eight members of the Board of the Company, with the exact number of members of the Committee being determined from time to time by the Board of the Company. All of the members of the Committee shall qualify as independent directors other than M. Terry Turner, who shall serve as a

non-voting member of the Committee. An independent director must not be an officer or associate of the Company or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable requirements for a director to be considered independent set out by the rules of the Nasdaq Stock Market or any stock exchange on which the Company's securities are then listed. The initial members of the Committee shall be as follows:

Joe C. Galante, Chairman	Abney S. Boxley, III
Gregory L. Burns	Thomas C. Farnsworth, III
Decosta E. Jenkins	M. Terry Turner

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 will serve for one-year terms or until such member's earlier resignation or removal or until a successor is named. A member may be removed from the Committee upon the majority vote of the Board. The Chair of the Committee will also be nominated by the Nominating and Corporate Governance Committee and elected by the Board.

**COMPENSATION:** All non-management members of the Committee will be compensated for their services as a member of the Committee. Such members' compensation will be set by the Company's Human Resources and Compensation Committee and approved by the Board on an annual basis.

**ATTENDEES:** Members of management may be invited to attend the Committee's meetings. The Committee initially anticipates that the following members of management shall be regular attendees at the Committee's meetings:

Harold Carpenter, Chief Financial Officer  
Joe Bass, Communications Manager  
Lindsey Matic, Financial Reporting Manager – Secretary to the Committee  
Harvey White, Senior Credit Officer

**RESPONSIBILITIES:** The purpose of the Committee is to review, advise and counsel management and provide oversight for the Board regarding the Company's climate sustainability policies and processes as the Company seeks to comply with regulatory and other requirements around climate sustainability. Those responsibilities may include, but not be limited to:

- Serving as the Board Committee responsible for the development of climate-related disclosures of the Company's climate sustainability activities consistent with regulatory standards and industry practice.

- a. Overseeing the climate-related disclosures by the Company's Corporate Social Responsibility Committee.
- b. Overseeing and assisting the Company's management in their efforts to make shareholders and potential investors better aware of the Company's climate sustainability practices and environmental strategies.
- Serving as the primary authority for initiation and maintenance of the Company's climate initiatives, including engaging consultants.
- Assisting the Company's management in determining the short and long-term environmental objectives of the Company.

**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 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 or the Executive Committee on an as needed basis.

**ASSISTANCE FROM  
OTHERS:**

The Committee may engage external advisors and other 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.

**PERFORMANCE  
EVALUATION:**

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

**AGENDA:**

Generally, the Chairman of the Committee will have responsibility for establishing the agenda for each Committee meeting. The Chairman should consider the desires of the Board, the other members of the Committee and other appropriate matters in establishing the Agenda. A Standard Agenda shall be developed for the Committee.