

IMPORTANT NOTICE

ALL ASSOCIATES OF PINNACLE FINANCIAL PARTNERS ARE EMPLOYED AT-WILL AND MAY RESIGN OR BE TERMINATED AT ANY TIME AND FOR ANY REASON OR NO REASON.

THE CONTENTS OF THIS GUIDE ARE SUBJECT TO CHANGE AT ANY TIME AT THE SOLE DISCRETION OF PINNACLE FINANCIAL PARTNERS WITHOUT NOTICE TO ASSOCIATES.

PURSUANT TO S.C. CODE 41-1-110, THIS REVISED ASSOCIATE GUIDE, AND ALL OTHER RULES, POLICIES, OR PROCEDURES OF PINNACLE FINANCIAL PARTNERS, DO NOT IN ANY WAY CONSTITUTE, AND SHOULD NOT BE CONSTRUED AS A CONTRACT OF EMPLOYMENT. THIS REVISED GUIDE REPLACES ALL PREVIOUS ASSOCIATE GUIDES, MANUALS, OR POLICIES.

I UNDERSTAND THAT THIS ASSOCIATE GUIDE IS FOR REFERENCE PURPOSES AND IS NOT AN EMPLOYMENT CONTRACT. I ALSO UNDERSTAND AND AGREE THAT MY EMPLOYMENT WITH PINNACLE FINANCIAL PARTNERS IS “AT WILL” AS DESCRIBED ABOVE.

Welcome Aboard! You are now part of a dynamic team committed to being not only the best financial services firm in the Southeast but also to being the BEST place to work.

This Guide discusses many things, but mostly it contains information about your association with Pinnacle. We want to be successful, and we want YOU to be successful with us. We are excited about the opportunities that lie ahead.

Please read this Guide carefully. As you do, we hope you'll begin to understand how important Pinnacle's values are to us.

- Integrity – being honest and open.
- Fairness – doing the right thing.
- Learning – continually increasing our capabilities.
- Partnership – nurturing relationships with clients and associates.
- Balance – balancing work lives and personal lives.
- Results – fulfilling commitments, outperforming our competitors.
- Discipline – conducting our corporate actions with predefined consistent approaches.

We adhere to these values without excuse.

We have attempted to address each value and how it plays a part in the relationship Pinnacle has with its associates. By continually emphasizing our values, we believe our clients and prospective clients will see how different we are from our competitors. We challenge you to help us by living out these values each and every day.

Congratulations on your decision to join our team. We think you have made a great career choice and the entire Pinnacle team looks forward to working with you on many exciting opportunities in the future.

M. Terry Turner

Table of Contents

- Section I – Introduction 8**
- Purpose 8
- Employment at Will 8
- Amendments to the Guide 8
- Section II – General Information..... 9**
- The Relationship Between Associate and Leader 9
- Associate Orientation Period 9
- Employment Eligibility 9
 - Minimum Age Requirement 9
 - Work Authorization..... 9
 - Pre-Employment Background Screening Procedures 10
- Employment Practices 10
- Employment of Associate’s Relatives 10
- Job Classifications 11
- Work Schedules 11
 - Recording Time 11
- Pay Schedule 11
- Payment of Payroll..... 12
- Overtime Pay..... 12
- Meetings and Events..... 12
- Deductions for Exempt Associates..... 13
- Travel Time..... 13
- Section III – Integrity 15**
- Diversity and Inclusion Policy..... 15
 - What Diversity Means to Us 15
- Equal Employment Opportunity and Affirmative Action Policy 16
- Harassment and Non-Discrimination..... 16
 - Sexual Harassment..... 17
 - Anti-Bullying..... 17
- Violence and/or Threatening Conduct Policy 18
- Complaint Procedure 19

Internal Investigations	19
No Retaliation	19
Associate Code of Conduct.....	20
General Statement.....	20
Conduct Related to Company and Client Information.....	21
Information Security Policy.....	21
Social Media Policy	25
Conduct Related to Pinnacle’s Established Internal Controls.....	26
Provisions Applicable to the President & Chief Executive Officer and Senior Financial Officers	27
Conduct Related to Conflicts of Interest.....	27
Gift Policy	29
Conduct Related to Associate’s and Director’s Financial Affairs	30
Other Employment Practices	31
Reporting Code of Conduct Infractions	31
Special Reporting of Improper Reporting or Disclosure of Financial Information:	32
Waivers	32
Disciplinary Policies and Procedures.....	32
Insider Trading/Special Trading Policies and Procedures	33
Statement of Policy on Prevention of Insider Trading (Insider Trading Statement)	34
The Need for a Policy Statement	34
Confidentiality Policy	34
Securities Trading Policy	34
Information Covered by the Confidentiality and Securities Trading Policy.....	35
The Consequences	35
Additional Prohibited Transactions	36
Company Assistance	36
Certifications.....	36
Policy Regarding Special Trading Procedures (The Trading Policy)	37
Blackout Period and Pre-Clearance	37
Disclosures and Comments to Financial Analysts, Investors or Press	38
Post-Transaction Reporting	38
“Short-Swing” Liability	39
Other Securities Law Restrictions	39

Compliance with the Insider Trading Statement and Trading Policy.....	39
Questions and Reporting of Failure to Follow this Trading Policy.....	40
Certifications.....	40
Section IV – Fairness.....	41
Salary Administration.....	41
Pay Transparency.....	41
Associate Expense Reimbursement.....	41
Associate Benefits.....	42
Health & Welfare Plans.....	42
Retirement Plan.....	42
Advice on Personal Matters.....	42
Section V – Learning.....	44
Internal Training Opportunities.....	44
Tuition Reimbursement.....	44
Seminars and Conferences.....	44
Licensing Fees and Certifications.....	45
Section VI – Partnership.....	46
Career Development.....	46
Community Activities.....	46
Associate Banking Services.....	46
Section VII – Balance.....	47
Attendance Policy.....	47
Notification.....	47
Abandonment of Employment.....	47
Tardiness.....	48
Inclement Weather or Other Events.....	48
Break Periods.....	49
Meal Breaks.....	49
Rest Periods.....	49
Paid Time Off (PTO).....	49
PTO Adjustments.....	49
Recording PTO Usage.....	50
Client Service Center.....	50

PTO Donation	50
Use Them or Lose Them.....	50
Holidays and PTO	50
Payout on Termination	50
Required Absence Policy.....	51
Holiday Policy.....	51
Working on a Holiday.....	51
Client Service Center	52
Leaves of Absence.....	52
Personal Leave	52
Jury Duty	52
Court Time.....	53
Military Leave.....	53
Short-term and Long-term Disability Leave	54
Family Medical Leave Act (“FMLA”).....	54
Paid Parental Leave	56
Bereavement Leave	56
Workers’ Compensation Leave	57
Life Assistance Program	57
Section VIII – Results	58
Performance Appraisals.....	58
Incentive Compensation Plans.....	59
Pinnacle 401(k) Match	59
Section IX – General Policies	60
Drugs and Alcohol Policy.....	60
Firearms/Weapons Possession	61
Professional Appearance	61
Handling Dress Code Violations	62
Personal Business.....	62
Smoke and Tobacco Free Workplace Policy	62
Solicitation Restrictions	62
Accident, Illness, or Injury Reporting.....	63
Associate Accident, Illness, or Injury Reporting.....	63

Environmental, Health & Safety Reporting (No Associate Impact)	63
Client or Visitor Accident, Illness, or Injury Reporting	63
Vehicle Policy	63
General.....	63
Section X – Other Guide Matters	64
Americans with Disabilities Act.....	64
Procedure for Requesting an Accommodation.....	64
Leaving Pinnacle.....	64
Voluntary Resignation.....	64
Retirement	65
Eligibility for Rehire	65
COBRA	65
References	65
State Specific Items	66
New York Specific Statutes.....	66
New York State Disability Benefits.....	66
New York State Paid Family Leave.....	66
South Carolina Specific Statutes	667
South Carolina Addendum to EEO Policy.....	67
Tennessee Specific Statutes.....	67
Tennessee Parental Leave Act	67
Meal Breaks.....	67
Texas Specific Statutes.....	67
City of Dallas Sick Leave Ordinance	67

Section I – Introduction

We are excited that you have chosen to associate with Pinnacle! We sincerely hope that you will feel, like most other Pinnacle associates, that it is the best choice you have ever made.

Purpose

This Associate Guide contains information about the employment policies and practices of Pinnacle Financial Partners, Inc. The policies and practices included in this Guide reflect Pinnacle’s values. Each associate is expected to read the Associate Guide carefully, as it is a valuable reference for understanding your job and Pinnacle.

This Associate Guide (“the Guide”) applies to all associates and directors of Pinnacle Financial Partners (“the Company”) including its subsidiaries and/or affiliates. Throughout this Guide, terms “we,” “our,” “us,” “The Firm,” “The Company,” “Pinnacle Financial Partners,” “Pinnacle,” “Pinnacle Financial,” refer to Pinnacle Financial Partners, Inc., and its subsidiaries and/or affiliates, including Pinnacle Bank as well as its other subsidiaries and/or affiliates.

Employment at Will

Employment with Pinnacle is at-will unless state law provides otherwise. This means that employment may be terminated for any or no reason, with or without cause or notice at any time by the associate or by the Company. Nothing in this Guide or any oral statement shall limit the right to terminate at-will.

This at-will employment policy is the sole and entire agreement between the associate and Pinnacle regarding the fact that employment with Pinnacle is at-will. No leader has any authority to enter into a contract of employment express or implied that changes the fact that employment with Pinnacle is at-will.

Only the President & Chief Executive Officer (or designee) has the authority to enter into an employment agreement that alters the fact that employment with Pinnacle is at-will, and any such agreement must be in writing signed by the President & Chief Executive Officer (or designee).

Amendments to the Guide

Periodically, Pinnacle may unilaterally determine the need to update, amend, supersede, or otherwise make changes to the contents of this Guide. Pinnacle reserves the right to make these changes at any time. The Leadership Team of Pinnacle will consider the significance of these changes in determining the most appropriate time and method to facilitate the communication, if at all. Any changes will be incorporated into a revised Guide at least annually and be made available to associates.

Section II – General Information

The Relationship Between Associate and Leader

Teamwork is a key ingredient to our success. Consequently, the relationship each associate has with their leader will be a determining factor in whether Pinnacle achieves its goals. Your leader is responsible for discussing your work assignments with you, answering any questions you might have about your work, and conducting a performance appraisal with you at least annually. You should also discuss any questions you might have about your compensation, benefits, paid time off, or any other item discussed in this Guide. Your leader should also be the first person you contact about any suggestions, questions, conflicts, or complaints during your employment.

Various sections of this Guide reference the Leadership Team at Pinnacle. These references primarily consider the following positions: Chairman of the Board, President and Chief Executive Officer, Regional Presidents, Client Advisory Managers, Client Services Managers, Chief Human Resources Officer, Area Executive Managers, Risk and Performance Management Officer, Senior Credit Officers, and the Chief Financial Officer.

Associate Orientation Period

Your first 90 calendar days of employment are referred to as the Associate Orientation Period. During the first few days of employment, each associate will need to verify employment eligibility, submit payroll tax, and benefit forms, review this Guide, discuss job responsibilities and performance expectations with their leader, and certify compliance and intended compliance with the Associate Code of Conduct. The leader will also discuss with each associate the Performance Appraisal Form so that the associate will be aware of its contents. Associates are not eligible to have their job performance evaluated formally until after the orientation period, which should allow plenty of time for associates to adequately master the requirements of the position.

Employment Eligibility

Minimum Age Requirement

Pinnacle requires all associates to be at least 18 years of age.

Work Authorization

Pinnacle participates in the E-Verify program. With E-Verify, employers verify the identity and employment eligibility of newly hired associates by electronically matching information provided by associates on the Form I-9, Employment Eligibility Verification, against records available to the Social Security Administration (SSA) and the Department of Homeland Security (DHS).

New Associates

Under the Immigration and Reform and Control Act of 1986, each new associate hired after November 6, 1986, must complete and sign Section 1 of the Form I-9 and provide a document and/or documents that verify the associate's identity and authorization to work in the United States.

An associate rehired three (3) years or more after completion of the original Form I-9 must complete a new Form I-9. For an associate rehired within three (3) years of the original Form I-9 completion, a new or updated Form I-9 must be completed, as outlined by the *USCIS Handbook for Employers*.

Re-Verification of Current Associates

If an associate's employment authorization document (EAD) is going to expire, they will need to reestablish eligibility on or before the expiration date. It is advisable to begin this process at least 120 days before the employment eligibility expires. Failure to produce valid documents that establish the identity and eligibility to work in the U.S. may lead to termination of employment.

Pre-Employment Background Screening Procedures

Pinnacle recognizes the importance of maintaining a safe and secure workplace with associates who are qualified, consistent, nonviolent, and who do not present a risk of serious harm to other associates, clients, or business partners. To promote these concerns and interests, Pinnacle reserves the right to investigate an individual's prior employment history, professional references, and educational background, as well as other relevant information. Consistent with legal or contractual requirements, Pinnacle also reserves the right to obtain and review a candidate's or an associate's criminal conviction record, and related information, and to use such information when making employment decisions, but only to the extent permissible under applicable law.

Employment Practices

One of Pinnacle's successes is in its unique approach to employment. While still focusing on its affirmative action commitment, Pinnacle identifies and seeks out persons in the community who have already proven themselves in the financial services industry; who have the qualifications necessary; and who meet the minimum experience requirements. Therefore, if it is subsequently determined that the associate provided any inaccurate, incomplete, or misleading information or failed to provide pertinent information, the associate could be subject to disciplinary action up to and including termination.

Employment of Associate's Relatives

Employment of relatives is generally discouraged; however, in some instances Pinnacle may decide to employ relatives, provided the relatives are not supervised directly by the same leader or in the same department and/or office. For the purposes of this Policy, a relative is defined as any person related by blood or marriage, or whose relationship with the associate is similar to that of a person(s) who is related by blood or marriage or residing in the same household.

Where there are personal and family relationships at work (or employment in consideration), associates are required to disclose those relationships to their leader and Human Resources to avoid situations where these relationships may interfere with job responsibilities or create an actual, potential, or perceived conflict of interest. Approval from a member of the Senior Leadership Team will be required in advance of hiring an associate's relative.

Job Classifications

All associates are classified for pay purposes as either exempt (regular full-time and part-time) or non-exempt (hourly full-time and part-time). The various job classifications are as follows:

Full-Time Exempt

- *40 hours per week*
- *Paid on salaried basis*
- *Not eligible for overtime*
- *Benefit eligible*

Full-Time Non-Exempt

- *40 hours per week*
- *Paid on salaried basis*
- *Eligible for overtime (overtime paid in arrears)*
- *Benefit eligible*

Part-Time Exempt

- *Work less than 40 hours per week*
- *Paid on salaried basis*
- *Not eligible for overtime*
- *Benefit eligible if working 24 hours or more*

Part-Time Non-Exempt

- *Work less than 40 hours per week*
- *Paid on hourly basis in arrears*
- *Eligible for overtime*
- *Benefit eligible if working 24 hours or more*

Commission-Only Exempt

- *Benefit eligible if working 24 hours or more*

Work Schedules

Pinnacle's standard full time work schedules are based on 40 hours per week, beginning at 12:00 a.m. on Monday and concluding at 11:59 p.m. on Sunday. Normal work hours will fall between 7:00 a.m. and 7:00 p.m. Monday thru Friday. Leaders are responsible for establishing the work hours for their department, office, or location based on business needs. Pinnacle cannot and will not guarantee any associate's request for a particular work schedule. Associates should be aware that their individual work schedule is subject to change at any time.

Recording Time

Associates are required to accurately record the information on their timecards each pay period. Altering, falsifying, or tampering with time records may result in disciplinary action up to and including termination of employment.

- Full-time exempt associates are only required to record time spent away from work due to PTO, bereavement, non-paid, jury duty, or floating holidays.
- Full-time non-exempt associates are required to accurately record a summary of hours worked each day.
- Part-time non-exempt associates are required to accurately record the time they begin and end their work each day as well the start and stop time for meal breaks.

As a best practice, all associates should review and approve their timecards for accuracy each pay period.

Pay Schedule

Pinnacle pays all of its associates on a semi-monthly pay cycle, which ends on the 15th and the last day of the month. Each pay statement includes a detail of all deductions or increases to the associate's pay for

that particular pay cycle. Pinnacle encourages each associate to review this detail for accuracy and discuss any questions they might have with their leader.

Salaried associates receive 1/24th of their annual pay each pay cycle. This method yields a pay rate for 86.67 hours per pay period.

Part-time salaried associates also receive 1/24th of their annual anticipated hours each pay cycle based on the agreed-upon number of hours per week and a 52-week year. As an example, should a part-time associate agree to work a 30-hour work week on a consistent basis for 52 weeks, which would imply total hours worked for the year of 1,560 hours, divided by 24 would yield 65 hours of compensation per pay period.

Part-time schedules and hours are arranged prior to the start of employment and documented in the associate's personnel file. Hourly associates receive their hourly pay rate times the number of hours worked for the pay cycle.

Full-time and part-time salaried associates are paid current, except any overtime, straight time, and holiday double time, which is paid in arrears.

Hourly associates are paid in arrears. Hours worked for the 1st through the 15th will be paid at the end of the month. Hours worked the 16th through the end of the month will be paid on the 15th of the following month.

Pinnacle's policy is not to advance any pay to any associate.

Payment of Payroll

Associates are encouraged to utilize direct deposit for payroll-related payments. Although not required, Direct Deposit provides quicker and more efficient access to payroll funds. Additionally, Pinnacle provides a variety of Associate Banking products and services to all associates.

Overtime Pay

When work assignments, responsibilities, or business needs cannot be met during regular working hours, associates may be scheduled to work overtime. Overtime must be arranged and approved by your leader prior to the scheduled work.

Overtime eligible associates are paid one and one-half (1.5) times their regular rate of pay for all hours worked **in excess** of forty (40) or as otherwise required based on applicable local, state, and federal law.

Holiday hours will be included in the overtime calculation. Paid Time Off (PTO) hours will not be included in the overtime calculation. Overtime hours are paid in arrears for all associates.

Meetings and Events

Pinnacle Quarterly All-Associate Meetings, training events, or other work-related meetings that an associate is required to attend are counted as hours worked and are also eligible for mileage reimbursement.

Voluntary events such as the Anniversary Party, Associate Picnics, Book Clubs, Leadership Council, and service-oriented activities that occur outside of normal work hours are not calculated as hours worked and are not compensable.

Deductions for Exempt Associates

It is Pinnacle's policy to comply with the salary basis requirements of the Fair Labor Standards Act ("FLSA"). Therefore, Pinnacle prohibits the making of any improper deductions from the salaries of exempt associates. Associates should be aware of this policy, including the fact that Pinnacle does not allow deductions that violate the FLSA.

Associates who are classified as exempt receive their salary each pay period. This salary amount may not be reduced because of variations in the quality or quantity of the associate's work.

Pinnacle may make deductions from an exempt associate's salary under the following circumstances:

- for absences of one or more full days due to sickness or disability when the deduction is made in accordance with Pinnacle's Paid Time Off (PTO) policy
- to offset amounts associate receives for military pay
- for unpaid disciplinary suspensions of one or more full days imposed in good faith for workplace conduct rule infractions
- for penalties imposed in good faith for infractions of safety rules of major significance
- for days or weeks in which the exempt associate takes unpaid leave under the Family and Medical Leave Act or other leave of absence

Exempt associates are not paid for weeks in which no work is performed.

If you believe that an improper deduction has been made to your salary, you should immediately report this information to your leader or Payroll. Reports of improper deductions will be promptly investigated. If it is determined that an improper deduction has occurred, you will be promptly reimbursed.

Travel Time

Non-exempt associates may be eligible for compensation for time spent traveling during normal working hours.

Home to Work Travel

An associate who travels from home before the regular workday and returns to his/her home at the end of the workday is engaged in ordinary home to work travel. This is not considered work time.

Travel during the Workday

Time spent by an associate traveling as part of his or her regular job duties, such as time traveling from one work location to another during normal business hours is considered work time and is be paid as such.

Home to Work on Special Assignment

An associate who regularly works at a fixed location and is required to travel to another location for a day or a temporary work assignment will be paid for time spent traveling to and from home to the other location. However, the associate's normal commute time is deducted from the overall travel time.

Travel Away from Home

Travel that keeps an associate away from home overnight is considered travel away from home. Travel time that takes place within normal work hours, regardless of the day of the week, is treated as work hours. Time spent traveling from home to an airport terminal or train station is considered commute time and is not treated as hours worked. Time spent waiting at the terminal until arrival at the destination is compensable when it falls during the associate's normal work hours.

Travel Time as the Driver of an Automobile

All authorized travel time spent driving an automobile (as the driver, not as a passenger) is treated as work hours, regardless of whether the travel takes place within normal work hours or outside normal work hours. NOTE: *Travel time as a passenger in an automobile is not automatically treated as work hours. Travel as a passenger in an automobile is treated the same as all other forms of travel.*

Section III – Integrity

One of Pinnacle’s basic values is integrity. Our goal is to be honest and open in dealing with each associate. We believe this fosters an environment where each associate understands what is expected of them and how their role fits into the overall plan of the organization. We also believe this allows each associate to approach their clients with more confidence, thus increasing our mutual prospects for success and providing additional opportunities for all our associates.

Pinnacle’s commitment is to provide a work environment that is one of equal opportunity and free of harassment regardless of an associate’s race, color, religion, sex, sexual orientation, gender expression and/or identity, national origin, age (40 and over), genetic information, disability, protected military or veteran status, pregnancy or pregnancy-related conditions, or other status protected by law. Additionally, our associates take the values of Pinnacle very seriously and we expect each other to abide by the Associate Code of Conduct, which details our basic policy of business ethics and associate conduct. These matters are discussed more fully below.

Diversity and Inclusion Policy

At Pinnacle Financial Partners, we believe that people matter. All people.

We believe that all people deserve a great place to work and do business. And we believe every community deserves an equal opportunity for economic prosperity.

Recognizing that many people, groups, and communities face barriers to equal employment and economic opportunity, we at Pinnacle are committed to helping people overcome these barriers.

Our core values of fairness, integrity, and partnership demand that we treat all people with dignity and approach our business practices with equity as a guiding light.

Pinnacle has prospered by building personal connections with associates, clients, community leaders, and others so that we reach our mutual goals. Those connections grow in number and depth when we welcome all people, voices, and perspectives to the table. Working together, we can further the pursuit of prosperity for all involved.

We, therefore, fully support a culture of inclusivity that builds a diverse workforce so we can support the many different communities we serve.

What Diversity Means to Us

Pinnacle embraces diversity among all its stakeholders: directors, associates, clients, business and community partners, shareholders, and more.

We accept and celebrate differences without regard to race, color, religion, sex, sexual orientation, gender expression and/or identity, national origin, age (40 and over), genetic information, disability, protected military or veteran status, pregnancy or pregnancy-related conditions, or other status protected by law.

We apply our diversity policy to practices on hiring, compensation, benefits, professional development, associate advancement, and in any area that furthers our vision to be an open and equitable workplace.

We are committed to annually assessing our success in advancing our diversity and inclusion goals, subject to the limits of applicable law.

All associates of Pinnacle have a responsibility to treat others with dignity and respect at all times. We are called to reflect our values and adhere to the policy at the workplace and at all events where the company is participating, or which are company-sponsored.

Any associate found to have exhibited any inappropriate or discriminatory or harassing conduct or behavior against others may be subject to disciplinary action. Associates who believe they have been subjected to any kind of discrimination or harassment that conflicts with the company's diversity policy, other applicable policies and initiatives should seek assistance from a leadership team member or Human Resources (HR) representative.

Equal Employment Opportunity and Affirmative Action Policy

Pinnacle is an equal opportunity employer and is committed to developing, maintaining, and supporting a culture of equality, diversity, and inclusion. It is our policy that all candidates for employment be considered, and current associates be treated equally, in accordance with all federal, state, and local employment laws. Pinnacle does not discriminate against any associate or candidate on the basis of race, color, religion, sex, sexual orientation, gender expression and/or identity, national origin, age (40 and over), genetic information, disability, protected military or veteran status, pregnancy or pregnancy-related conditions, or other status protected by law. This policy applies to recruitment, hiring, compensation, learning, promoting, disciplining, terminating, and any other term or condition of employment.

Pinnacle maintains an Affirmative Action plan to ensure compliance with federal law and equal employment opportunities. Affirmative Action plans include positive steps towards the hiring and promotion throughout the firm of qualified minorities, women, individuals with disabilities, and protected veterans.

Associates who believe they have been subject to, or are otherwise aware of, discrimination or harassment are obligated to report the conduct immediately to their leader or Pinnacle's Human Resources. Refer to the Complaint Procedures section of this Guide for additional procedures on reporting potential harassment or discrimination.

Harassment and Non-Discrimination

Pinnacle's policy is to provide an environment free of unlawful harassment. As a result, Pinnacle strictly prohibits and will not tolerate any form of unlawful harassment of or by any associate or non-associate based on race, color, religion, sex, sexual orientation, gender expression and/or identity, national origin, age, genetic information, disability, protected military or veteran status, pregnancy or pregnancy-related conditions, or other status protected by law. This policy applies to all associates and non-associates. Non-associates may include candidates, business partners, clients, directors, contractors, agents, and suppliers.

Definition

Harassment is defined as unwelcome conduct which is based upon an individual's protected status. Harassment becomes unlawful when the enduring the offensive conduct becomes a condition of

employment or where the conduct is severe or pervasive enough to create a work environment that a reasonable person would consider intimidating, hostile, or abusive.

Sexual Harassment

Sexual harassment is defined as unwelcome sexual advances, requests for sexual favors, or other verbal or physical harassment of a sexual nature. Harassment does not have to be of a sexual nature, as it may include offensive remarks about one's sex. Pinnacle's policy is to provide an environment free of unlawful harassment includes sexual harassment.

Sexual harassment includes the following:

- Unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature constitutes sexual harassment when:
 - Submission to such conduct is made explicitly or implicitly a term or condition of an individual's employment.
 - Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or
 - Such conduct has the purpose or effect of substantially interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.
- Sexual harassment includes threats or insinuations that, either explicitly or implicitly, indicate an associate's employment, evaluation, compensation, performance review, job responsibilities, work schedule, or any other conditions of employment.

Pinnacle will not tolerate unlawful offensive or inappropriate sexual behavior and requires that all persons avoid any action or conduct which could be viewed as sexual harassment. Unwelcome sexual advances, requests for sexual favors and other offensive verbal or physical conduct are hereby expressly prohibited.

It is critical that each associate know and understand that no leader has the authority to require sexual favors as a condition of continued employment. If any person suggests sexual favors in return for a job benefit, you must report this immediately. It is the responsibility of each associate to report any incident perceived to be sexual harassment immediately, even if the incident appears to be relatively minor. Once reported, Pinnacle can investigate the matter and resolve it before the matter escalates to the point of sexual harassment. Refer to the Complaint Procedure for detailed steps on how to make a report.

Anti-Bullying

Pinnacle will not tolerate bullying in any form, whether at a Pinnacle office or off site. Pinnacle defines bullying as repeated, health-harming mistreatment of one or more persons by one or more perpetrators. Bullying behavior may include:

- Verbal abuse
- Threatening, humiliating, or intimidating behavior
- Work interference/sabotage that prevents work from being completed.

A Higher Standard

Pinnacle ascribes to a higher standard of conduct than simply what the law prohibits. In other words, prohibited conduct will result in appropriate disciplinary action, up to and including termination, even if that conduct may not rise to the level of a violation of local, state, or federal law. Pinnacle will conduct a prompt and thorough investigation and will take appropriate action when put on notice of unlawful discrimination or harassment in the workplace. Furthermore, Pinnacle does not allow any form of retaliation by leaders or associates.

Adverse Employment Actions

An associate does not have to suffer an adverse, tangible job consequence (for example, a demotion, being passed over for a promotion, a cut in pay, a reprimand, an adverse appraisal, job reassignment, disciplinary action, or termination) to make a complaint of harassment. If the complaint is the result of a tangible, adverse employment action, that action will not be considered final until an investigation is conducted and a resolution of the complaint is made.

Violations of this policy by associates will be dealt with in a manner consistent with Pinnacle's Discipline Policies and Procedures described below. Violations of this policy by non-associates could lead to arrest and prosecution.

Escalating Concerns

Associates with questions or concerns about any type of workplace discrimination or harassment should bring these issues to the attention of their leader, any member of the Leadership Team, or Human Resources. Any allegation of harassment or discrimination brought to the firm's attention is promptly investigated. Confidentiality is to be maintained throughout the investigatory process to the extent practical, appropriate, and legal under the circumstances.

UNLAWFUL HARASSMENT OR DISCRIMINATION AGAINST ANY ASSOCIATE WILL NOT BE TOLERATED. RETALIATION IN CONNECTION WITH THE GOOD-FAITH REPORTING OR INVESTIGATION OF UNLAWFUL HARASSMENT OR DISCRIMINATION IS ALSO STRICTLY FORBIDDEN. ANYONE WHO COMMITS ACTS OF DISCRIMINATION, UNLAWFUL HARASSMENT, OR RETALIATION WILL BE SUBJECT TO SEVERE DISCIPLINE, UP TO AND INCLUDING IMMEDIATE TERMINATION.

Violence and/or Threatening Conduct Policy

Pinnacle believes all associates have the right to work in an environment free from physical harm and intimidation and believes that each associate shares in the responsibility to protect that right. Consequently, it is Pinnacle's policy to not tolerate any unlawful violent or threatening conduct toward any of our associates by any other person.

All associates should be treated with courtesy and respect at all times. Associates are expected to refrain from fighting, "horseplay", or other conduct that may be dangerous to others. Conduct that threatens, intimidates, or coerces another associate, client, or member of the public at any time, including off-duty periods, will not be tolerated. The prohibition includes all acts of harassment, including harassment that is based on race, color, religion, sex, sexual orientation, gender expression and/or identity, national origin, age, genetic information, disability, protected military or veteran status, pregnancy or pregnancy-related conditions, or other status protected by law.

Refer to the Complaint Procedure to report suspected violent or threatening behavior directed at or performed by a Pinnacle associate.

Complaint Procedure

Pinnacle requires each associate's cooperation to effectively implement our Equal Employment Opportunity (EEO), Harassment, Violence, and Threatening Conduct Policies. Any report by an associate suspecting a violation of these Policies shall be free of retribution or retaliation by any other associate toward the reporting associate.

It is each associate's responsibility who has a complaint or who believes they have witnessed a violation of the above policies to bring the matter to the attention their leader immediately. If they feel uncomfortable doing so or feel the leader has not responded appropriately (including degree of concern or timeliness of response), they should report the concern to any member of the Leadership Team and/or Human Resources.

Internal Investigations

Pinnacle has an obligation to investigate associate misconduct, complaints, and policy violations as they are brought to the attention of management. Similarly, associates have a responsibility to cooperate fully in any internal investigation, including agreeing to a criminal, civil, credit, or Federal background check. This may also include cooperation with any investigation involving regulatory or law enforcement authorities. If an associate refuses or does not cooperate fully, he/she may be subject to disciplinary action up to and including termination.

No Retaliation

Pinnacle prohibits and does not tolerate unlawful retaliation against any associate. An associate is not subject to, any form of discipline, reprisal, intimidation, or other retaliation for participating in an activity protected by law, including but not limited to:

- Filing a good faith internal complaint with Human Resources and/or a Leadership Team member regarding unlawful discrimination, harassment, or violations of wage and hour law.
- Filing a good faith complaint or being a witness in an Equal Employment Opportunity Commission (EEOC) investigation or lawsuit.
- Participating in any internal investigation into allegations of discrimination or harassment.
- Supporting another employee's internal or administrative complaint of unlawful discrimination.
- Filing a good faith complaint with the US Department of Labor (DOL), other wage and hour compliance agency, or in court about wage and hour violations or unfair pay practices, or for participating in a wage and hour investigation or audit conducted by the DOL or state or local administrative agency.
- Refusing to follow orders that would result in discrimination
- Resisting sexual advances or intervening to protect others
- Requesting an accommodation for a disability or religious practice.
- Asking leaders or teammates about salary information to uncover potentially discriminatory wages
- Requesting or taking leave under the Family and Medical Leave Act or applicable state leave statutes.
- Filing a workers' compensation claim.

Associates participating in a complaint process are protected from retaliation under all circumstances.

Associate Code of Conduct

Pinnacle, its directors, and its associates take Pinnacle's values very seriously. We expect each other to abide by acceptable business principles and exhibit the highest degree of integrity, honesty, discretion, and professionalism in both business and personal conduct. Types of behavior considered inappropriate by the Code of Conduct (the "Code") are as follows:

- Behavior offensive to other Pinnacle associates and clients.
- Behavior that interferes with Pinnacle's Mission and Values.
- Behavior that may result in unfavorable publicity toward Pinnacle and/or its associates.
- Conflicts of interest.
- Behavior that is not in compliance with governmental laws, rules, and regulations which are applicable to Pinnacle's operations.

To further affirm our commitment to the Code, the Human Resources and Compensation and the Audit Committees of the Board of Directors of Pinnacle will review and approve the Code on an annual basis. The Human Resources and Compensation Committee has general oversight responsibility for the entire Code, while the Audit Committee's responsibilities are primarily in the areas of internal control compliance, financial transaction disclosure control compliance, SEC reporting of insider transactions and other areas where a violation of the Code would be of concern to the Audit Committee. Significant violations, as determined by the President & Chief Executive Officer, of the Code are reported to the Human Resources and Compensation and the Audit Committees of the Board of Directors at their next regularly scheduled meeting, as appropriate.

This Code is intended to comply with the NASDAQ Stock Market listing standards, the rules and regulations of the Securities and Exchange Commission, and the Sarbanes-Oxley Act of 2002. The Code applies to all directors and associates of Pinnacle except that some sections of the Code apply only to members of the Leadership Team and some sections of the Code do not apply to directors. The Code will be distributed on an annual basis to each director and associate along with a Compliance Certificate which each director and associate will be required to sign and return to Pinnacle's President & Chief Operating Officer, certifying that they have read the Code, are aware of its contents, and are in compliance and intend to remain in compliance with its written policies and procedures as well as be in compliance with the spirit of the Code. The results of this annual process will be reported to the Human Resources and Compensation and the Audit Committees of the Board of Directors. Newly hired associates will be required to complete the Compliance Certificate within the Associate Orientation Period. The Compliance Statement shall read as follows:

General Statement

Pinnacle expects each associate and director to conduct themselves in a professional manner at all times in compliance with the terms of the Code. We require our associates and directors to exhibit the highest degree of integrity, honesty, discretion, and professionalism in both business and personal conduct. Pinnacle will not tolerate actions by associates or directors towards clients, colleagues or other business associates that would be considered dishonest, harassing, or malicious nor will Pinnacle tolerate any other unprofessional behavior or behavior that is not in compliance with governmental laws, rules, and regulations applicable to Pinnacle's operations. Such actions could be cause for disciplinary action. Directors and associates must comply with applicable laws, rules, and regulations at all times.

Conduct Related to Company and Client Information

Certain information received as an associate or director of Pinnacle is deemed confidential in nature and the sole property of Pinnacle. This could include, but is not limited to, information concerning Pinnacle's clients, other associates or directors, Pinnacle's financial affairs, etc. Utilization of knowledge of such information to benefit yourself, your family, friends, or anybody else is strictly prohibited. This information should be used for Pinnacle related business only.

Pinnacle expects that all associates and directors will perform their duties in good faith and in the best interests of Pinnacle. Each associate and director must endeavor to deal fairly with Pinnacle's customers, suppliers, competitors, and other associates. No associate or director shall take unfair advantage of anyone through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of a material fact, or any other unfair-dealing practice.

It is Pinnacle's policy to cooperate with all reasonable requests from government authorities and each of its associates and directors must do the same. Documents should not be concealed, altered, or destroyed in anticipation of, or in response to, any investigation. Any request for information from a government authority, other than routine items requested in the ordinary course of business, should be reported to the President & Chief Executive Officer or, if you are not comfortable reporting such matter to the President & Chief Executive Officer, to the Chairman of the Audit Committee, so that Pinnacle may consult its legal counsel about the request prior to providing any information. In addition, Pinnacle expects that all associates and directors will respond honestly and candidly when dealing with the firm's independent and internal auditors, regulators, and attorneys.

The Board of Directors of Pinnacle has adopted a comprehensive set of Information Security Policies and Standards that every associate is required to review prior to their receiving access to any Pinnacle information system. Additionally, each associate is required to formally review and understand any changes to these policies and standards on at least an annual basis. There are numerous sections within the Information Security Policies and Standards that address company and client information, including data and physical security policies, password policies, virus protection policies, email and Internet usage policies, privacy policies and others. Each associate is expected to be familiar with these policies and standards as part of their responsibility to adhere to Pinnacle's Code.

Information Security Policy

The following are summaries of several items within Pinnacle's [Information Security Policies and Standards](#), found on our intranet under Administration -> Human Resources -> Policies & Procedures:

Privacy

Most associates will be in possession of sensitive client information (e.g., credit and other files) from time to time. Associates should pay particular care not to release this information to other associates who would not otherwise need it to carry out their job responsibilities. Sharing this information with non-associates is expressly forbidden unless authorized to do so by the associate's leader as well as the client. Further, all associates should take reasonable measures not to view sensitive client data which the associate does not need to carry out his/her job functions.

Data Security

Associates should exhibit due care in the disposal or transmission of sensitive client or other internal information to other parties either internal or external. Associates should ascertain prior to disposal that

all such information is destroyed via an acceptable technique (e.g., shredding such data). Electronic data or files should generally be stored on Pinnacle's network in designated network folders\shares, not on the C: drive or desktop of the associate's workstation in order to be backed up appropriately. Management exceptions may be temporarily granted for associates working on laptops or other devices with appropriate encryption established and supported by IT Support and approved by the Information Security Officer. Associates should make sure that when transmitting information via mail, courier, fax, email, etc. that the correspondence includes the most recent addresses, phone numbers, etc. Additionally, faxes and emails should be recognized to be generally insecure and be used only for routine correspondence along with the appropriate disclaimers affixed to the fax or email prior to transmittal. Secure emails may be sent to clients from Pinnacle's email system placing square brackets around the word encrypt, **[encrypt]**, as the first word in the email's subject line. Doing this, will force the usage of our secure webmail portal.

Passwords

Most associates will have access to Pinnacle's information systems in some way as a part of their job responsibilities. These systems (hardware and software), the manuals, and the resulting data that is housed in these systems are property of Pinnacle to be used exclusively in the carrying out of Pinnacle's business purpose and should not be shared with any unauthorized persons or used for personal affairs. Associates are required to abide by the various information systems security procedures, which include not sharing passwords with others and keeping assigned system credentials private and physically secured.

Computer equipment and software

For purposes of this policy, all computer hardware, software, data, systems, networks, etc., is the property of Pinnacle whether it be owned or leased. Computers are used by associates to assist them in the performance of their jobs and are considered a privilege granted to them by Pinnacle, which can be taken away at any time without notice. Associates are responsible for using these resources professionally, ethically, and lawfully. Associates should understand that all information housed by this equipment is the property of Pinnacle and, thus, should not have any expectation of privacy about items that are created, stored, retrieved, sent, etc., on, by or through a Pinnacle computer or Pinnacle computer system. Associates are prohibited from installing software on their own. All such requests should be made with Move Add Change (MAC) Form by the associate's team lead and sent to 2222. Additionally, associates are prohibited from disabling, removing, or tampering with any security or monitoring software on their assigned computer. Pinnacle has the right to monitor, seize, destroy, erase, etc., any such information without notice to any associate.

Internet

Pinnacle provides Internet access to most, if not all, associates for services such as research and to interface with vendor sites for things such as credit bureau reports, flood determination, and vendor documentation. In a world of rapid technology development, many new ways of utilizing the Internet become available every day. Pinnacle encourages the use of the Internet for all *business* purposes that have been reviewed by Information Services and deemed as a "secure" or "protected" site and/or process.

Pinnacle takes appropriate precaution and security measures to ensure the security of all data and information stored, received, and sent via the Internet by utilizing all technological advances available. Pinnacle monitors Internet activity in several ways, including:

- Security breach attempts.
- Internet usage; and
- Intrusion prevention

To avoid security breaches, security patches are applied to address vulnerabilities on servers and workstations.

Associate's internet, email, and application usage can be monitored and reviewed through a variety of network and aggregation tools. Information Support will review these activity logs periodically to ensure, for instance, that internet sites being accessed are of a "business necessity" and that there is not a threat of compromising the integrity of Pinnacle's data.

Associates are prohibited from excessive "surfing the internet" while they are at work or using any Pinnacle computer. Associates are prohibited from accessing internet sites what would be deemed inappropriate under normal business circumstances.

Email

Email is an excellent way to communicate with other associates, clients, partners, and prospective clients, as well as limited personal use. However, excessive use of personal email during normal work hours will not be tolerated. Again, secure external emails sent by an associate must include the **[encrypt]** subject tag to be routed appropriately. The **[encrypt]** will force usage of our secure webmail portal.

Additionally, material that is fraudulent, discriminatory, sexually explicit, harassing, obscene, unlawful, or otherwise deemed inappropriate by management or a violation according to Pinnacle policy, shall not be accessed by, sent from, downloaded to, or transmitted through a Pinnacle computer or any other Pinnacle electronic device. Abuse of this nature should be reported directly to your leader and/or Human Resources. Unsolicited external emails of this nature received should be forwarded to spam@pnfp.com and deleted.

Special Note: Malicious email is a primary vector for criminals to corrupt your workstation and Pinnacle's network. Be diligent when opening and reviewing email, particularly from non-associates. Associates should not open attachments, follow any included web links, or attempt contact with a suspicious/unsolicited sender. Emails with these additional elements requesting actions like "Click here", "Open this PDF attachment", or "Please confirm information" are suspicious and should be vetted with extreme caution. If a fraudulent email contains a request for you to wire or transfer money, immediately contact the Help Desk (615.494.9655 or extension 2222), and forward the email as an attachment to DL-CyberSecurity@pnfp.com and include the reasons why you believe the email is suspicious. If you conclude that the email is spam, and it does not contain a request to wire or transfer money, forward it as an attachment to spam@pnfp.com.

To forward as an attachment highlight the email in the Outlook folder, then click CTRL + ALT + F on your keyboard.

Hint - hovering over embedded links (without clicking) to show redirected links remains one of the best ways associates may identify a phishing email as fraudulent. Contact our Information Security Officer, your team lead, or IT Support at 2222 if still unsure.

See the phishing example below revealing the redirected hyperlink:

In addition, associates can be legally liable if someone outside of Pinnacle trades in Pinnacle stock based on a “tip” of material, nonpublic information given by an associate. Pinnacle's Policies forbid giving confidential information about Pinnacle to outsiders except under limited circumstances approved by the President & Chief Executive Officer or legal counsel.

Specific additional legal restrictions on Pinnacle stock trading apply to Leadership Team members, other primary financial management team members, and directors, all of whom have been furnished with detailed explanations of these restrictions.

Social Media Policy

The following is a summary of Pinnacle’s [Social Media Policy](#), found on the intranet under Associate Experience>> Human Resources > Policies & Forms:

If you use social media in a personal or professional capacity, you must comply with the guidelines described below even if you choose not to mention Pinnacle or your employment on social media sites. Social media should never be used in a way that violates any other Pinnacle policies or associate obligations. If your social media activity would violate any of Pinnacle’s policies in another forum, then it would also violate them in an online forum. For example, inappropriate social media activity such as discriminatory remarks, harassment and threats of violence, or similar inappropriate or unlawful conduct toward fellow associates, clients, suppliers, others having a business relationship with Pinnacle, or our competitors is not acceptable.

- You are personally responsible for the content you publish or communicate externally and for all your online activities. Be mindful not to engage in any unlawful conduct, such as invasion of privacy, violations of security laws, defamation, copyright, etc.
- Federal regulations require you to disclose that you are a Pinnacle associate if you make a recommendation or endorse Pinnacle, its products or services, or business partners.
- If you identify yourself in any social media platform as a Pinnacle associate and comment in your personal capacity on topics relating to Pinnacle or the financial services industry, you must make clear that your views and positions are not those of the company (unless you are specifically authorized to speak on behalf of the company).
- Similar to television, print, and radio advertising, social media is subject to a number of regulatory and business-related restrictions. Therefore, you may not use any personal social media accounts or platforms (such as Facebook, Twitter, LinkedIn, YouTube, etc.) to advertise or solicit business unless otherwise authorized by your leader and the communications team.
- FINRA-governed associates are prohibited from making covered communications on social media. Therefore, associates who fall under FINRA governance must be authorized before using social media or other means of communications outside of Pinnacle’s approved communications for any business purposes. Dual associates of Pinnacle and Raymond James Financial Services also must follow Raymond James’ social media policy.

In circumstances deemed appropriate, Pinnacle monitors social media postings, internet usage, email use, and other forms of social media, and may take disciplinary action where violations of policy occur. Associates who violate this policy may be subject to discipline, up to and including termination of employment.

Conduct Related to Pinnacle's Established Internal Controls

Proper disclosure and reporting of financial information is the primary responsibility of the President & Chief Executive Officer and the Chief Financial Officer. However, each associate has an obligation to ensure proper accounting practices are followed and, if not, to notify the company's Audit Committee of suspected improprieties.

- Improper recording and reporting of financial information that is contrary to Generally Accepted Accounting Principles or Financial Accounting Standards Board's interpretations and/or pronouncements. This would include the non-recording and reporting of financial information as well.
- Improper accounting of client transactions.
- Improper and/or incorrect rating of client loans.
- Improper disclosure of information to regulatory agencies, including non-disclosure of information that may be pertinent.
- Improper disclosure of financial information to (non-regulatory) outside sources not previously disclosed publicly.

If an associate suspects that improper activities have occurred or are occurring, they should notify the Audit Committee via the process outlined in the section titled "Reporting Code of Conduct Infractions" in these documents.

Pinnacle has established a system of internal controls which executive management deems to be reasonable to assure the Board of Directors and shareholders that the assets of Pinnacle are properly safeguarded. Any associate that overrides this system of internal control either intentionally or unintentionally or whether the associate may or may not benefit personally, may be subject to termination. This would include, but not be limited to, the following items:

- forging signatures on official documents
- inappropriate notarization of an official document
- force balancing client or other internal accounts
- forging and/or signing on client accounts and/or documents
- utilization of the pinnacle name to acquire items of a personal nature or for personal benefit
- unauthorized commitment of pinnacle to a particular business transaction (including sponsorships, contribution, asset purchase, indebtedness, or other transactions)
- falsifying company records
- violation of any communicated policy
- destruction of company owned assets
- buying or selling company assets without approval and at terms which are not at fair value
- improper processing of transactions to personal accounts
- accessing accounts in which associate has no business need or interest (i.e. family, friends, close personal relationships, etc.)
- committing any illegal, questionable, or dishonest act
- electing not to cooperate in an investigation of harassment, fraud, or other policy offense
- unauthorized acquisition of pinnacle assets (i.e., theft)
- any other action of overriding the system of internal control

Additionally, and in accordance with the rules promulgated by the Securities and Exchange Commission under the Sarbanes-Oxley Act of 2002, it shall be unlawful and a violation of this Code for any associate or director of Pinnacle or any other person acting under the direction thereof, to take any action to fraudulently influence, coerce, manipulate, or mislead any independent or certified accountant engaged in the performance of an audit of Pinnacle's financial statements for the purposes of rendering such financial statements materially misleading.

Provisions Applicable to the President & Chief Executive Officer and Senior Financial Officers

The President & Chief Executive Officer and all senior financial officers, including the Chief Financial Officer, are responsible for full, fair, accurate, timely, and understandable disclosure in the periodic reports required to be filed by Pinnacle with the Securities and Exchange Commission. Accordingly, it is the responsibility of the President & Chief Executive Officer and each senior financial officer promptly to bring to the attention of Pinnacle's Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by Pinnacle in its public filings or otherwise assist Pinnacle's Disclosure Committee in fulfilling its responsibilities as specified in Pinnacle's Disclosure Controls and Procedures for Periodic Reports Filed with the Securities and Exchange Commission Policy.

The President & Chief Executive Officer and each senior financial officer shall promptly bring to the attention of Pinnacle's Disclosure Committee and the Audit Committee any information he or she may have concerning (a) significant deficiencies and material weaknesses in the design or operation of Pinnacle's internal control over financial reporting which are reasonably likely to adversely affect Pinnacle's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other associates who have a significant role in Pinnacle's financial reporting, disclosures, or internal control over financial reporting.

Conduct Related to Conflicts of Interest

A conflict of interest occurs when an associate's or a director's individual private interest interferes, or appears to interfere, in any way with the interests of Pinnacle. Below are certain specific situations in which a conflict of interest may be present. If any associate or director believes that he or she or another associate or director may have an actual or potential conflict of interest with Pinnacle or is aware of any transaction or relationship that reasonably could be expected to give rise to such a conflict, the associate should immediately report it to his or her leader and/or Leadership Team member. If such associate is a director, they should immediately report it to Pinnacle's President & Chief Executive Officer. These procedures are designed to promote honest and ethical handling of actual or apparent conflicts of interest between personal and professional relationships.

- Each associate and director should administer their affairs in a manner well above criticism, particularly those affairs involving a Pinnacle client, borrower, vendor, competitor, or other party. Associates and directors should avoid situations that may lead to a conflict or the appearance of a conflict. For purposes of the Code, a conflict of interest is a situation involving a third party and/or themselves whereby it would appear that an associate or director is the beneficiary from a particular circumstance or transaction, and not Pinnacle. Additionally, a conflict of interest can also arise when an associate or director takes actions or has interests that may make it difficult to perform his responsibilities objectively and effectively.
- As stated previously, generally, associates should not process transactions to their personal accounts or accounts in which they might have a direct or indirect interest, such as the accounts

of friends, family, or other close personal relationships. This would include fee waivers, charging off a loan in which the associate has an interest, unauthorized deposits to their accounts, etc.

- Care should be exercised should an associate enter into a separate transaction with a client or vendor of Pinnacle. This might involve a partnership, joint venture, or any other business enterprise. These associations should be approved by Pinnacle's President & Chief Executive Officer prior to their execution and, if approved, the associate will disqualify themselves from any Pinnacle transaction with that entity from that point forward. Be aware that should the transaction appear to be a conflict of interest, then any financial losses that the associate may incur as the result of the President & Chief Executive Officer or his designee rendering a conflict-of-interest decision will be the sole responsibility of the associate.
- Associates may borrow from Pinnacle's lending institution clients provided the borrowings are at market rates and normal credit terms granted to other borrowers. Additionally, associates may carry credit accounts with non-lending merchants who in the normal course of business grant open credit accounts to clients in good standings. Any associate borrowing funds outside the circumstances discussed above could be deemed to be engaged in a conflict-of-interest transaction.
- Associates should not accept an officer position, partner in a business venture, or directorship with another for profit business without first obtaining the permission of the President & Chief Executive Officer (or designee). Additionally, an associate should not agree to serve in any fiduciary capacity for any trust or other business unless the trust is associated with a family relationship without first obtaining the permission of the President & Chief Executive Officer or his designee. You cannot use Pinnacle systems to search and evaluate non-public information of the entities clients, prospects, suppliers, or competitors. If in your role as a Pinnacle associate you should learn insider information that could be related to the entity in which you serve, you should recuse yourself from any decisions which could be construed as having a conflict of interest or self-interest in the matter.
- An associate is permitted to have outside employment provided such employment does not interfere with performance of his/her Pinnacle responsibilities and does not represent a conflict of interest. The associate should discuss this situation with his/her leader prior to accepting the outside employment.
- Pinnacle encourages volunteer participation in communities where associates live and work. Although we allow time away from work to participate in volunteer activities, all associates should discuss participation in volunteer activities with their leader (or designee) prior to the volunteer activity to ensure arrangements can be made for the team, group, and/or associate's work assignments and responsibilities. In these circumstances, the decision of the leader (or designee) is final.
- Pinnacle also encourages associate involvement in the political process. Associates who wish to run for an elective office or accept a governmental appointment should discuss this with their leader prior to accepting any appointment or entering into any political race in order to understand the implications on that associate's position. Running for public office or accepting a political appointment will require prior approval of the President & Chief Executive Officer. If, in Pinnacle's opinion, the position sought would interfere with the associate's work, then changes

in duties or compensation may be necessary. Associates may participate in an election campaign, but only in off duty hours, off premises, and without the use of any Pinnacle asset. Additionally, associates participating in such affairs may do so only as individuals and are forbidden to endorse or appear to give the endorsement of a candidate in the name of Pinnacle. Participation in such affairs must be done in compliance with all laws relating to elections, voting, and the political process.

- Associates should not offer any legal, tax, or specialty advice to clients or others, e.g., investment, mortgage, insurance, etc. unless authorized and licensed to do so by Pinnacle and such advice is rendered pursuant to regulatory guidelines (i.e., suitability tests). Otherwise, associates should encourage clients and others to utilize their own attorneys, tax accountants, etc. for such matters. Additionally, associates should refrain from recommending a single provider to a client for legal, tax, or accounting, services. In such case, associates are encouraged to provide multiple providers without emphasizing any single one.

If you encounter a situation in which you are not sure of your reporting obligation, consult your leader.

Gift Policy

Pinnacle will not tolerate an associate or director accepting anything of value (i.e. cash, gifts, entertainment, favors, meals, or benefits) from a client, potential client, business partner, competitor, or other party where it may compromise, or be reasonably viewed as compromising, the associate's ability to make objective and fair business dealings on behalf of Pinnacle.

Acceptance of cash gifts (including gift cards) is a violation of the Code and expressly forbidden. Acceptance of non-cash gifts exceeding \$50 in value is not acceptable. If any associate who is offered or receives a gift of value and the associate is unsure as to whether the acceptance of the gift is a violation of the provisions of the Code, such associates should report the gift or favor to the Human Resources team of Pinnacle immediately prior to acceptance or immediately after if the gift is accepted.

Conversely, Pinnacle will not tolerate an associate or director accepting or offering any gift, bribe, kickback, favor, discount, or any other item to a client, potential client, or any other party with the intent of influencing that party's intent in a transaction or potential transaction involving Pinnacle.

There are circumstances where items of value may not be deemed to be a violation, such as:

- Reasonable business expenses associated with meals, entertainment, travel, and accommodations with parties for discussing business opportunities.
- Loans or credit obtained from clients that are at the same terms offered the general public.
- Acceptance of gifts of nominal value associated with an event such as a holiday, promotion, retirement, wedding, or other special event
- Pens, calendars, and other small value items that advertise a client's business.
- Gifts that are based clearly on personal relationships between the associate and another party and not based on business relationships.

Conduct Related to Associate's and Director's Financial Affairs

Associates are encouraged to transact all of their banking affairs with Pinnacle. On occasion, an associate may need to transact personal banking business with an unaffiliated financial institution, which may or may not be a client of Pinnacle. Pinnacle expects that all such matters be conducted well above criticism. Each associate should manage their personal affairs carefully and, in a manner, appropriate for them. Careless financial practices will not be tolerated and could subject the associate to disciplinary procedures.

As a part of Pinnacle's internal control system, associate loan and checking accounts are monitored for unusual activity. Any unusual or suspicious activity will be reported to the President & Chief Executive Officer of Pinnacle and dealt with immediately.

- An associate whose loan is greater than sixty (60) days past due will be subjected to counseling and be asked to remedy the past due status as soon as possible. This would include any credit card that may be expressly used for business related expenses. Additionally, although not encouraged, associates may request a cash advance for charges to be incurred by them on behalf of Pinnacle. Pinnacle encourages associates to use credit cards for such matters, but in some cases, this may not be available. It is the associate's responsibility to clear such advances as soon as possible. A more thorough discussion of advances is available in the Team Leader Spending Guide.
- Regulation O places limits on the amount of borrowings certain officers may have from their employer. The CAO will notify those officers who are impacted by Regulation O as well as any other applicable law for which compliance will be required.
- Pinnacle expects each associate to carry positive balances in their checking accounts at all times. The CAO will make all decisions as to whether to pay or not to pay any items drawn against an associate account that does not have sufficient funds to cover the charge, pursuant to the following guidelines (*):

Associates will be allowed five (5) waived non-sufficient funds ("NSF") fees annually (January-December). If an associate has more than five (5) NSF fees, he/she will be charged 50% of the normal rate for each additional incident. In January, the number of YTD NSF/OD items on an associate's account will reset to zero (0).

(*) Pinnacle reserves the right to return any check for any associate at any time should Pinnacle not be able to determine the reasonableness of the item.

- Pinnacle's published NSF rate will be assessed from the account unless the overdraft was caused by an error made by Pinnacle, or the CAO determines that the overdraft is highly unusual and the result of a reasonable mitigating factor. The CAO may or may not consider balances in other accounts in rendering such decisions. Excessive overdrafts will not be tolerated under any circumstances and could be deemed an indication of financial carelessness on the part of the associate. All associates, who are eligible for an overdraft protection line of credit, are encouraged to secure this product at the earliest possible time.
- Associates should not enter into any investment with a party that would be deemed to be a conflict of interest, as defined above. Investments in clients or vendors should be disclosed to the Audit Committee of the Board of Directors.

- Directors and associates of Pinnacle stand in a fiduciary relationship to Pinnacle and must advance its legitimate interests when the opportunity to do so arises. It is a breach of this duty for any such person to take advantage of a business opportunity for his or her own or another person's personal profit or benefit when the opportunity is within the corporate powers of Pinnacle and when the opportunity is of present or potential practical advantage to Pinnacle. If such a person so appropriates such a Pinnacle corporate opportunity, Pinnacle may claim the benefit of the transaction or business and such person exposes himself or herself to liability in this regard. It is Pinnacle's policy that no director or Leadership Team member take a Pinnacle corporate opportunity without the consent of the Board of Directors and no associate take a Pinnacle corporate opportunity without the consent of the President & Chief Executive Officer.

Other Employment Practices

Other areas of the Guide set out Pinnacle's policies with respect to an associate's conduct while at work, including, but not limited to, Pinnacle's policies related to personal business, alcohol and drugs, internal investigations, solicitation restrictions, firearms and weapons possession, and dress code. The Guide also covers conduct of associates while away from work. Associates should review those policies carefully and by signing the certification with respect to compliance with the Code, certify that they are in compliance with those other policies and procedures as well.

Reporting Code of Conduct Infractions

Associates are protected, to the extent provided by law, against retaliation by Pinnacle when they provide information or assist in an investigation by federal regulators, law enforcement, Congress, or Pinnacle itself, regarding conduct which the associate reasonably believes relates to fraud against Pinnacle's shareholders.

If an associate or director has a complaint or, in good faith believes they have witnessed a violation of the above Code or any other illegal or unethical conduct or behavior, they have a responsibility to bring the matter to the attention of the Leadership Team or leaders immediately.

Good faith means that the person making the report has reasonable cause to believe that the violation occurred, and such person is not making the report with malice or consideration of personal benefit.

An associate should first bring the matter to the attention of their leader. If they feel uncomfortable doing so or feel the leader has not responded appropriately (including degree of concern or timeliness of response), they should then make the matter known to any Leadership Team member of Pinnacle.

A director should first bring the matter to the attention of the Audit Committee. All good faith reports will be kept confidential to the extent required by law. The President & Chief Executive Officer and each senior financial officer shall promptly bring to the attention of the President & Chief Executive Officer and to the Audit Committee any information he or she may have concerning any violation of this Code including any actual or apparent conflicts of interest between personal and professional relationships, involving any Leadership Team member or other associates who have a significant role in Pinnacle's financial reporting, disclosures or internal control over financial reporting.

Special Reporting of Improper Reporting or Disclosure of Financial Information:

Pinnacle associates have a responsibility for ethical behavior and adherence to the Code of Conduct. Pinnacle encourages open and honest communication to address issues and concerns; however, we also understand that certain situations may require greater confidentiality for the associate.

In the event an associate has knowledge of improper reporting or disclosure of financial information, the associate must report the information to their leader, Leadership Team member, Chief Risk Officer, or to the Ethics Hotline. This is a confidential hotline created for associates to report **any** suspicious activity and is not limited to accounting and auditing issues outlined by the Sarbanes-Oxley Act of 2002.

To confidentially report potential violations or suspicious behavior, contact the **Ethics Hotline:**

615-743-8855

Waivers

A waiver of a provision of this Code shall be requested whenever there is a reasonable likelihood that a contemplated action will violate the Code. If the request under consideration relates to a Leadership Team member or director, the determination with respect to the waiver shall be made by the Board of Directors, in consultation with such external legal counsel as the Board of Directors deems appropriate. If the request under consideration relates to any other associate, the determination shall be made by the President & Chief Executive Officer (or designee). Waivers will not be granted except under extraordinary circumstances. Any waiver of the Code for directors and Leadership Team members or amendments to the Code will be disclosed in accordance with applicable law and rules of the Nasdaq Stock Market.

Disciplinary Policies and Procedures

Pinnacle policies will be enforced. Not doing so could undermine our success and erode morale of other associates. The Human Resources and Compensation Committee (HRCC) (or designee) shall determine appropriate actions to be taken in the event of violations of the Code by associates and/or directors. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code. In determining what action is appropriate in a particular case, the HRCC (or designee) shall take into account all relevant information, including the nature and severity of the violation, whether the violation was a single occurrence or repeated occurrences, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the proper course of action and whether or not the individual in question had committed other violations in the past. If an associate or director violates any policy and/or guideline applicable to such his/her role, corrective and/or disciplinary action may be necessary. Subject to the authority of the HRCC (or designee), to establish additional procedures, it is Pinnacle's position that a more informal process of communication between leader and associate or the President & Chief Executive Officer and the director should usually precede any formal disciplinary process.

Throughout the Code, remedies related to violations of Pinnacle's policies have been discussed. In conjunction with those, described below are various levels of discipline that may be imposed in such matters. Progressive discipline does not imply a "lock-step" or formulaic approach. Rather, discipline will be applied in appropriately progressive levels and any infraction could result in disciplinary action, up to

and including termination. As a result, Pinnacle, through the HRCC (or designee), reserves the right to deal with each behavioral or performance matter in the most appropriate manner and evaluate the remedy to each matter based on the specific facts and circumstances of that particular matter.

- **Verbal Warning.** The leader will verbally counsel the associate in a formal setting and discuss the unacceptable behavior, as well as suggest how to improve the behavior and the consequences of not improving the behavior. A memorandum will be prepared by the leader and placed in the associate's personnel file.
- **Written Warning.** If the matter being dealt with is serious enough to bypass the verbal warning or the matter discussed verbally has not resulted the necessary improvement, a written warning will be prepared by the associate's leader (or higher level of management) and given to the associate. A copy of the written warning will be placed in the associate's personnel file. A meeting will be held with the associate to discuss the written warning. This meeting should include discussion about correcting the behavior and actions to be taken, should corrective action not take place.
- **Final Written Warning.** It should typically follow a first and second warning unless the offense is very serious nature. Final written warnings are effective for up to one (1) year and must be approved in advance by the Leadership Team member and Human Resources.
- **Suspension from Work.** Should an infraction be serious enough to warrant suspension from work, the leader will issue a written warning as discussed above in conjunction with any suspension. Disciplinary suspensions are generally without pay unless the ultimate disposition of the matter results in no disciplinary action necessary.
- **Termination.** A decision to terminate is made only after the leader discusses the matter with his/her Leadership Team member and Human Resources. Pinnacle believes that in some cases, progressive discipline is not the best solution, and termination after the first infraction is appropriate. Additionally, Pinnacle will involve regulatory or law enforcement authorities, as the infraction warrants. In cases where an investigation determines that an allegation against an associate is not substantiated, the termination decision will be rescinded, and the associate may be compensated for any work time pay lost.

Insider Trading/Special Trading Policies and Procedures

Directors and associates are permitted and encouraged to obtain an equity interest in Pinnacle has, but never as a result of utilizing material, nonpublic information to do so. Additionally, directors and associates, primarily Leadership Team members, should exercise due care when entering into transactions to buy or sell Pinnacle stock, particularly related to the timing of the transactions. Due to the seriousness of these matters Pinnacle has adopted the following related to Insider Trading activities.

Statement of Policy on Prevention of Insider Trading (Insider Trading Statement)

For all directors and associates

The Need for a Policy Statement

Because Pinnacle is a publicly traded company, we believe it is important to call your attention to the responsibility that each director and associate has to protect the confidentiality of all information related to Pinnacle and its business. A central objective of this Insider Trading Statement is to protect our corporate information from misuse and to respond to federal and state laws applicable to each of you regarding the misuse of corporate information. In particular, this Insider Trading Statement is designed to prevent you engaging in securities transactions based upon material information that is in your possession but not known by the general public or selectively disclosing such information. Pinnacle has adopted this Insider Trading Statement to avoid even the appearance of improper conduct on the part of anyone associated with Pinnacle.

Confidentiality Policy

It is the policy of Pinnacle that documents and other sources of material nonpublic information should only be distributed to directors and associates who have a “need to know.” Individuals who are in possession of such information should take appropriate steps to ensure that the confidentiality of such information is protected. Such steps may include coding (in computer files and otherwise) documents as “confidential,” locking files and desk drawers containing sensitive information, limiting the copying of sensitive documents, and maintaining a record of directors and associates who ask to obtain documents containing material nonpublic information. If you have any questions whatsoever about the application of this policy to any information in your possession, please contact Pinnacle’s Chief Financial Officer.

It is also the policy of Pinnacle that only authorized information may be released to the news media and other members of the public and that it may only be disseminated through authorized channels. If you receive any request for sensitive corporate information from outside parties such as the news media, government investigators, or clients, such request should be specifically referred to the Chairman, the President & Chief Executive Officer, or the Chief Financial Officer. No written response should be made, and any verbal response should be limited to “no comment” unless otherwise specifically authorized. Pinnacle has a responsibility to provide accurate information to its shareholders, its clients, and the community in which it operates. Thus, strict observation of this policy is absolutely necessary.

Securities Trading Policy

Under the federal securities laws, it is illegal to engage in “insider trading,” which is purchasing or selling securities when one is in possession of material nonpublic information relating to those securities, or “tipping,” which is communicating material, nonpublic information to another when it can be expected that the other person might trade or tip another person based on such information. It is our policy that if a director, officer, or any associate has material, nonpublic information relating to Pinnacle (including securities held in Pinnacle’s 401(k) plan) or another company learned in his or her capacity as director, officer or associate of Pinnacle, he or she may not buy or sell securities of Pinnacle or such other company or engage in any other action to take advantage of, or pass on to others, that information. Tipsters can be subjected to penalties, regardless of whether the tipster personally benefits financially from another’s actions. To avoid tipping, you should be careful to avoid discussing sensitive information about Pinnacle in any place (i.e., at a restaurant, in elevators, on an airplane) where such information may be overheard or seen.

The same restrictions that apply to you also apply to your family members who reside with you, those family members who don't reside with you but whose transactions in securities are directed by you or are subject to your influence or control and others living in your household as well as entities that you control. Directors and associates are responsible for the compliance of their immediate family and personal household as well as other entities that you control. Purchases or sales that may appear necessary or justifiable for independent reasons (such as the need to raise money for an emergency expenditure) are no exception. Even the appearance of an improper transaction must be avoided to preserve our reputation for adhering to the highest standards of conduct. This policy also applies to material information relating to any other company obtained in the course of your serving as a director or an associate.

Information Covered by the Confidentiality and Securities Trading Policy

Pinnacle's confidentiality and securities trading policy applies to all material, nonpublic information. "Material" and "nonpublic" are defined below to help you better understand the scope of Pinnacle's policy. Whenever you are in doubt as to whether information is material and nonpublic, you should assume that it is, and refrain from trading or communicating such information, until you can verify with the Chief Financial Officer that such information is not material and nonpublic.

Material Information

Material Information is any information that a reasonable investor would consider important in a decision to buy, hold, or sell stock. In short, any information that could reasonably affect the price of the stock is "material". Material Information can be positive or negative. Chances are, if you learn something that leads you to want to buy or sell stock, that information will be considered material.

Common examples of material information are: projections of future earnings or losses; information regarding branch performance; news of a pending or proposed merger, acquisition, or tender offer; news of a significant sale of assets or the deposition of a subsidiary; changes in dividend policies, the declaration of a stock split, or the offering of additional securities; actual or threatened major litigation or regulatory investigations; cybersecurity breaches; changes in management; and impending bankruptcy or financial liquidity problems.

Nonpublic Information

Information is "nonpublic" when it is not reasonably available to the investigating public. Thus, internal company reports, projections, and plans are "nonpublic". Such information can be considered "public" only when it has been announced to the public in a source such as the Dow Jones broad tape, wire services such as AP or UPI, radio, television, newspapers and magazines of wide circulation and documents filed with the Securities and Exchange Commission (SEC). Because it can take some time for information once announced to be fully disseminated and understood by the investing public, you should continue to treat information as nonpublic, and thus refrain from trading or communicating such information, until the third business day after the announcement.

The Consequences

The consequences of insider trading violations can be staggering:

Individuals

For individuals who trade on inside information or tip information to others, penalties can include:

- an order requiring the violator to disgorge any profits with interest

- a civil monetary penalty of up to three times the profit gained, or loss avoided
- a criminal fine (no matter how small the profit) of up to \$1 million
- a jail term of up to ten years

Company

For a company (as well as possibly a supervisory person) that fails to take appropriate steps to prevent illegal trading:

- a civil penalty of the greater of \$1 million or three times the profit gained, or loss avoided as a result of the trader's violation
- a criminal penalty of up to \$2.5 million

Associates should be aware that stock market surveillance techniques are becoming more sophisticated and the chance that federal authorities will detect even small-level trading is a significant one. Furthermore, SEC enforcement efforts appear to reflect "zero tolerance" for violations. The risk is simply not worth taking.

If a director or associate incurs a financial loss as the result of having to "unwind" a prior transaction at the request of Pinnacle, any losses will be the sole responsibility of the director or associate. Moreover, it is Pinnacle's policy to consider additional sanctions including immediate termination for cause or removal from the Board of Directors, against anyone who fails to comply with Pinnacle's policies or procedures. Additionally, any of the above consequences, even an SEC investigation that does not result in prosecution regarding insider trading can tarnish one's reputation and irreparably damage a career.

Additional Prohibited Transactions

Because Pinnacle believes it is improper and inappropriate for any Company personnel to engage in short-term or speculative transactions involving Pinnacle's stock, it is Pinnacle's policy that any investing you do in Company securities be on a "buy and hold" basis. Directors, officers, and associates should not engage in any of the following activities with respect to securities of Pinnacle:

- short sales in Pinnacle's stock (selling stock you have borrowed in anticipation of a drop in market price); or
- purchases or sales of puts or calls (options to buy or sell) on Pinnacle's stock

Company Assistance

Any person who has any questions about specific transactions may obtain additional guidance from the Chief Financial Officer. If you become aware that any other officer, director, or associate is violating, or about to violate, this policy, you should report such information immediately to the President and Chief Executive Officer or the Chief Financial Officer. Remember, the ultimate responsibility for adhering to the Policy Statement and avoiding improper transactions rests with each associate. In this regard, it is imperative that all associates and directors use their best judgment.

Certifications

All directors and associates will be required to certify (electronically or in writing) that they have read, understand, and intend to comply with this Insider Trading Statement. Furthermore, these directors and associates will be required to certify past compliance and intended future compliance with Pinnacle's policy on an annual basis.

Policy Regarding Special Trading Procedures (The Trading Policy)

Applicable only to Pinnacle directors, Leadership Team members, all Executive Vice-Presidents and associates reporting to the Chief Financial Officer, as well as administrative associates reporting to certain of these associates (collectively, “Insiders”).

Concurrent with the adoption of this Pinnacle Policy Regarding Special Trading Procedures (this “Trading Policy”), Pinnacle has adopted a Statement of Policy Regarding Insider Trading (the “Insider Trading Statement”) for all directors and associates (See above). This Trading Policy is applicable only to the Insiders as defined above. This Trading Policy places limitations, in addition to those included in the Insider Trading Statement, on transactions in Pinnacle securities for Insiders who may have access to material, nonpublic information in the performance of their duties.

To provide assistance in preventing inadvertent violations and avoiding even the appearance of an improper transaction (that could result, for example, where an Insider engages in a trade while unaware of a pending major development), the procedures set forth below must be followed by all Insiders.

Blackout Period and Pre-Clearance

In general, Insiders will not be permitted to trade in Pinnacle securities for a period beginning fifteen days prior to the end of a calendar quarter through two business days after the public release of quarterly or annual earnings (“blackout period”). Insiders should consider that regulators may assume an Insider is aware of material, nonpublic information should they conduct any transaction in Pinnacle stock during a blackout period. **All transactions in Pinnacle securities that are being considered by an Insider outside of this blackout period must be expressly precleared by the President & Chief Executive Officer or the Chief Financial Officer or an associate designated thereby prior to execution.**

If, upon requesting pre-clearance, an Insider is advised that Pinnacle securities may be traded, the individual may buy or sell the securities within three business days after receiving such pre-clearance, provided that the individual does not acquire material, nonpublic information during that time or a blackout period does not commence during that period and provided further that the individual promptly notifies the Chief Financial Officer (or designee) when such trade has been executed. If for any reason the trade is not completed within such three business days, preclearance must be obtained again before the securities may be traded.

If, upon pre-transaction notification or upon requesting preclearance, an Insider is advised that the securities may not be traded, the individual may not buy or sell any securities under any circumstances. This trading restriction will remain in effect until the individual subsequently receives pre-clearance to trade. If an Insider incurs a financial loss as the result of having to “unwind” a prior transaction at the request of the company, any losses will be the sole responsibility of the Insider.

The blackout period and preclearance requirements will not apply to stock option exercises for cash through net exercise. Open market sales of stock (including broker-assisted cashless exercises) received pursuant to a stock option exercise, however, are covered. In addition, transactions involving securities held by or in the name of the spouse, children, or other entities which the Insider otherwise has the ability to control or influence, are also restricted. The Insider Trading Policy and Insider Trading Statement does not apply to the vesting of restricted stock, restricted stock units, performance units or the exercise of a tax withholding right pursuant to which an associate elects to have Pinnacle withhold shares of stock to

satisfy tax withholding requirements upon vesting permitted during periods that would otherwise constitute blackout periods.

At a point in time when you are not aware of any material, nonpublic information and which is not in a blackout period, you may enter into written contracts, instructions or plans for the purchase or sale of Pinnacle stock, so long as any such arrangement is submitted in advance of any trading and such written arrangement is approved by the Chief Financial Officer and you comply with the notification and reporting requirements of SEC Rule 10b5-1. Purchases and sales made pursuant to those arrangements are not subject to the blackout and material inside information prohibitions. Further information about this type of arrangement (which is subject to certain other restrictions) may be obtained from the Chief Financial Officer.

Occasionally, an Insider may wish to “gift” shares of Pinnacle stock to a relative or another individual. Gifting of stock is not expressly disallowed during the blackout period but is strongly discouraged. The Insider should be cautious of gifting if the Insider is aware of material, nonpublic information and is not in position to control any subsequent transactions the receiver of the stock may enter into without the knowledge of the Insider (e.g., the Insider gifts stock to a distant relative who then immediately sells the stock prior to the announcement of a significant Pinnacle event). Such a transaction may subject the Insider to regulatory scrutiny. When an Insider wishes to “gift” Pinnacle stock, the Insider must pre-clear the gift with the Chief Financial Officer, whether it is being made during the blackout period or not.

Disclosures and Comments to Financial Analysts, Investors or Press

Insiders may be asked about Pinnacle or its operations by third parties. It is particularly important that all non-public information concerning Pinnacle and for that matter any other corporation or business which is known by Insiders not be communicated to any third party. The only persons who are authorized to discuss Pinnacle’s business and operations with the press, investors, or analysts are the Chairman, the President & Chief Executive Officer, and the Chief Financial Officer. All Insiders should refer any inquiries to such persons, and refrain from further comment.

Post-Transaction Reporting

Pursuant to SEC regulations, directors and executive officers must report all transactions involving their ownership of Pinnacle stock to the SEC via appropriate filings. As a matter of professional courtesy to these directors and officers, Pinnacle will arrange for the submission of such filings; however, this does not relieve the directors and officers from this responsibility. Given the short time period in which these transactions must be reported, all directors and executive officers must pre-clear with Pinnacle’s Chief Financial Officer any transactions in accordance with the requirements hereof and promptly following execution of the transaction report all transactions to Pinnacle’s Chief Financial Officer or his or her designee of any purchase, sale or other transaction (including any gift or transfer to a trust) in Pinnacle securities by the individual, the individual’s spouse, or any immediate family member sharing the individual’s household. In addition, because beneficial ownership may be affected by transactions involving Pinnacle securities held by or in the name of entities such as trusts, corporations, and partnerships in which an Insider has an interest, such transactions should also be reported to Pinnacle in accordance with this Trading Policy. Each report the individual makes to Pinnacle should include the date of the transaction, quantity, price, and broker through which the transaction was affected. This reporting requirement may be satisfied by sending (or having the Insider’s broker send) a duplicate confirmation of trades to the Chief Financial Officer (or designee) on the date the trade is executed, regardless of the settlement date.

“Short-Swing” Liability

The above pre-clearance reporting requirements are designed to help monitor compliance with this Trading Policy and to enable Pinnacle to help those persons who are subject to reporting obligations under Section 16(a) of the Securities Exchange Act of 1934 to comply with such reporting obligations. Each Section 16 reporting person (i.e., Insiders), however, and not Pinnacle, is personally responsible for ensuring that his or her transactions do not give rise to “short-swing” liability under Section 16(b) and for filing timely reports of transactions with the Securities and Exchange Commission as required by Section 16(a).

Section 16(b) provides that any “profit” realized by a Section 16 reporting person (i.e., Insiders) from any purchase and sale or sale and purchase of any equity security of Pinnacle within any period of less than six months shall be reimbursed to Pinnacle. Unlike other provisions relating to insider trading, intent to take unfair advantage of material nonpublic information is not required for recovery under Section 16(b). In other words, transactions in Pinnacle’s securities within six months of one another can lead to disgorgement of any profits irrespective of the reasons for or purposes of the transaction or whether an Insider has any material nonpublic information in his or her possession. It is also irrelevant for Section 16(b) purposes whether the purchase or sale comes first, as the courts will automatically match the lowest purchase price with the highest sale price within a six-month period. Note that this automatic formula could result in a Section 16 reporting person (i.e., Insiders) having to pay Pinnacle a “profit” made on such transactions even though such person may have suffered an economic loss on such transactions.

Other Securities Law Restrictions

The federal securities laws also impose on each person who is an “affiliate” (which generally includes all directors, executive officers, and 10% or more shareholders) other restrictions that are not related to the possession of material nonpublic information. Even if an affiliate has no material nonpublic information, an affiliate may not publicly sell securities of Pinnacle unless such sale is covered by an effective registration statement or is being made pursuant to Rule 144. If an affiliate is permitted to make a public sale pursuant to this Trading Policy and the Insider Trading Statement, an Insider should advise his or her broker that he or she is selling pursuant to Rule 144 and he or she may be obligated to file a Form 144 with the Securities and Exchange Commission. Rule 144 limits the amount of Common Stock that may be sold in any three-month period to the greater of (i) 1% of the outstanding shares, or (ii) if Pinnacle stock is then reported on the NASDAQ Stock Market, the average weekly reported trading volume of the Common Stock for the prior four weeks. Rule 144 also imposes other requirements relating to Pinnacle’s being current in its SEC reporting and the manner of sale. The Chief Financial Officer has copies of Form 144 and is able to advise and provide assistance in connection with such transactions.

In addition, when Pinnacle is engaged in a distribution of its securities through a public offering or otherwise, an Insider may not purchase any securities, whether or not he or she is in possession of material nonpublic information, until such distribution has been completed. If there are any questions about purchases while Pinnacle is engaged in such a distribution, advice should be sought from the Chief Financial Officer.

Compliance with the Insider Trading Statement and Trading Policy

The procedures set forth in this Trading Policy are in addition to the policies set forth in the Insider Trading Statement and are not a substitute, therefore. An Insider is responsible for complying with both the Insider Trading Statement and this Trading Policy. Thus, even if an Insider receives pre-clearance and a trading window period is in effect, an Insider, or others for whom an Insider is responsible may not “tip”

or trade in Pinnacle securities if he or she is in possession of material, nonpublic information about Pinnacle.

Questions and Reporting of Failure to Follow this Trading Policy

If there are any questions regarding this Trading Policy or the Insider Trading Statement, please contact Pinnacle's Chief Financial Officer. If you become aware that any other Insider is violating, or about to violate, this policy, you should report such information immediately to the President & Chief Executive Officer or the Chief Financial Officer. Remember, that the ultimate responsibility for adhering to this Trading Policy and the Trading Statement and avoiding improper transactions rests with each associate. In this regard, it is imperative that all associates and directors use their best judgment.

Certifications

All Insiders will be required to certify (electronically or in writing) that they have read, understand, and intend to comply with the Insider Trading Statement and the Trading Policy. Furthermore, these Insiders will be required to certify past compliance and intended future compliance with Pinnacle's policies on an annual basis.

Section IV – Fairness

Pinnacle will pursue solutions that are fair. The information below discusses the process Pinnacle deploys in determining compensation for its associates, its position on officer titling, its associate benefit plans, and reimbursement of associates for any charges incurred on Pinnacle’s behalf.

Salary Administration

Our objective is to attract qualified candidates for positions at Pinnacle, retain them by providing the BEST place to work, and motivate them to achieve superior results. To accomplish these goals, we must:

- **Attract** – Make sure that what we pay associates is fair in relation to what is paid for similar positions, qualifications, and experience in each of our market areas.
- **Retain** – Our pay schedules support the growth and development of our associates such that it recognizes their value to the company.
- **Motivate** – Link an associate’s pay to their performance.

To determine the starting point for an associate’s pay, Pinnacle establishes that particular position’s value by researching what other companies in our market are paying for similar positions, then adjusting further as needed based on input from the Leadership Team and the position’s leader.

Your leader will determine your rate of pay using several factors, including, but not limited to:

- job value
- performance appraisals
- available budget dollars
- pay for other similar positions within the department
- strategic importance

Pay Transparency

Pinnacle will not discharge or in any other manner discriminate against associates or applicants because they have inquired about, discussed, or disclosed their own pay or the pay of another associate or applicant. However, associates who have access to the compensation information of other associates or applicants as a part of their essential job functions cannot disclose the pay of other associates or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is (a) in response to a formal complaint or charge, (b) in furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by the employer, or (c) consistent with the contractor’s legal duty to furnish information. 41 CFR 60-1.35(c)

Associate Expense Reimbursement

Associates will be reimbursed for any reasonable and necessary expenses they incur on behalf of Pinnacle. A more thorough discussion of Pinnacle’s Associate Expense Reimbursement Policy is provided in the Team Leader Spending Guide, which is available to all associates. Leaders may discuss expense reimbursement with their associates at any time. Associates should use good judgment in obligating the Company’s financial resources and should spend the Company’s resources as if they were spending their own.

Associate Benefits

Pinnacle provides associates the opportunity to participate in several diverse health and welfare plans, as well as a 401(k) plan to assist the associate in preparing for retirement.

Benefit descriptions provided in this Guide are summaries to help you understand benefits that may be available. The information provided above does not provide all the details of benefit plans currently available to associates. Your rights can be determined only by referring to the official plan documents which are available on the intranet. To the extent any of the information contained in this Guide is inconsistent with the official plan documents, the provisions of the official documents will govern in all cases.

Pinnacle reserves the right, in its sole and absolute discretion, to amend, modify, or terminate, in whole or in part, any or all of the provisions of the benefit plans described herein. Further, Pinnacle reserves the exclusive right, in its sole and absolute discretion to administer, apply, and interpret the benefit plans described herein and to decide all matters arising in connection with the operation or administration of such plans.

Health & Welfare Plans

The details of each plan are provided to each associate during their on-boarding period when they make their initial benefit elections and annually thereafter during open enrollment. The following are examples of benefits that may be available to eligible associates:

- Medical Insurance
- Dental Insurance
- Vision Insurance
- Life and AD&D Insurance
- Short-Term Disability
- Long-Term Disability
- Additional Voluntary Benefits

Retirement Plan

All associates twenty-one (21) and older are eligible to participate in the Pinnacle Financial Partners 401(k) Plan administered by American Funds. The plan offers a wide variety of contribution/investment options, including Roth and Pinnacle stock.

Plan Highlights:

- eligible to participate immediately upon hire
- dollar-for-dollar match up to 4% of associate's eligible contribution on a per pay period basis
- associate and employer matching contributions are made each pay period and are fully vested from day one
- associates may change their contribution amount, stop saving or re-enroll at any time throughout the year

Advice on Personal Matters

No associate of the firm is authorized to advise a fellow associate regarding the election of available options under any benefit plans. Information will be provided on each of the alternatives, but the choice of an option must be each associate's personal decision.

Section V – Learning

Pinnacle is committed to personal growth and career development for each of its associates. Pinnacle will promote an environment of continuous learning. Leaders are charged with mentoring associates to assure that each associate understands how their job and their performance fit into the company's overall objectives.

Internal Training Opportunities

Training and learning opportunities are available to all associates. Participation in formal training should be the result of a development plan established by the associate and the leader. Internal training classes will be communicated to leaders. The leaders will determine which associates would benefit from such training and schedule their attendance.

Tuition Reimbursement

Education assistance is available to full-time and part-time regular associates who are pursuing a job-related educational course. Accredited college level courses, technical schools, and vocational schools are eligible for reimbursement, proprietary schools are not eligible.

Reimbursement is 50% of tuition only (not books) and limited to \$1,000 per associate per calendar year, which may be taxable to the associate (you may need to consult your tax advisor).

Criteria and eligibility requirements for tuition reimbursement is as follows:

- Associates must be employed for at least one (1) year and have the approval of their leader and a Leadership Team member of Pinnacle prior to enrolling in the course.
- The course should be job-related.
- Reimbursement will be made subsequent to completion of the course by submitting suitable documentation from the educational institution to your leader.
- The associate must have performed at a "meet expectations" level or higher on their performance appraisal.
- The associate must have earned at least a "B" average in the class.
- Class schedule must be outside the normal work hours of the associate.
- Reimbursement is 50% of tuition only (not books) and limited to \$1,000 per associate per calendar year, which may be taxable to the associate (you may need to consult your tax advisor).

Associates should submit approved class, grades and receipt to their leader and Leadership Team member for approval before submitting to payroll for reimbursement.

Seminars and Conferences

Attendance at any seminar or conference (including banking conferences, such as an ABA sanctioned school) is subject to approval of your leader and a Leadership Team member of Pinnacle. The associate's leader will be responsible for submission of the necessary enrollment forms, tuition vouchers, etc. The associate would normally be reimbursed for all reasonable expenses incurred while attending the school, seminar, or conference through Pinnacle's Associate Reimbursement Expense Policy.

Licensing Fees and Certifications

Associates may be eligible for reimbursement for any reasonable and necessary expenses they incur for licensing fees or obtaining professional certifications. A more thorough discussion of Pinnacle's Associate Expense Reimbursement Policy is provided in the Spending Guide, which is available to all associates. Leaders may discuss licensing fees and certifications with their associates at any time.

Section VI – Partnership

Pinnacle’s value of Partnership contemplates nurturing relationships with not only its clients, but also its associates. We believe partnering with others provides internal and external opportunities for all associates. Opportunities might include another position within Pinnacle or an opportunity to serve our community.

Career Development

From time to time, positions may come open which provide opportunities for career development. Should an associate be interested in an open position, they should contact their leader or the leader who has the vacancy to discuss the opportunity. Leaders will discuss the matter between themselves once the associate(s) makes an inquiry. To be considered for another position at Pinnacle, an associate must:

- Have been employed at Pinnacle for at least one (1) year along with a “meets expectation” rating.
- Meet the minimum job requirements of the vacant position.
- Have received no documented written warnings in the past two years.
- Have a desire to accept the open position, if offered.

The leader with the vacancy will make the final decision as to whether to interview associates who have expressed an interest in the open position. The hiring leader will schedule interviews with the associate(s). Generally, leaders should interview at least three candidates for a position whether they are internal or external candidates.

Community Activities

Pinnacle encourages its associates to participate in activities that enhance the communities where we live and work. Each associate who wishes to participate in a community activity should speak with his/her leader to make sure participation does not create a conflict-of-interest, as outlined in the Associate Code of Conduct, or otherwise interfere with work responsibilities. Only leaders and Leadership Team members can authorize an associate’s participation.

Additionally, associates may not contract or otherwise suggest to any community, civic, or charitable group any form of assistance or sponsorship from Pinnacle without the approval of their leader and Leadership Team member. This includes any reimbursement for dues and/or other membership obligations.

Associate Banking Services

As part of the partnership with its active and retired associates, Pinnacle provides certain banking services free of charge or at reduced rates. As a reminder, associates should review the provisions of the Code of Conduct about the expectations Pinnacle has for an associate’s financial affairs prior to entering into any financial arrangement, including any associate banking service.

Services provided to an associate free of charge or at reduced rates may depend on your position with the company, thus you should discuss these matters with your leader. Additionally, Pinnacle may change or modify these services from time to time. Please refer to the Associate Banking Sheet for latest associate offerings. The Associate Banking Sheet can be found under the Associate Experience tab of the intranet page.

Section VII – Balance

Pinnacle believes that work lives need to be balanced with personal lives. As a result, Pinnacle has developed policies related to attendance, vacation, holidays, and leaves of absence, all which serve to balance the needs of our clients with the needs of our associates.

Attendance Policy

Associates are expected to be at their assigned workstation each working day, to be on time, and to work the assigned number of hours established for their position. As a general rule, all absences will be deemed unexcused unless the associate receives permission for the absence from their leader prior to the absence (e.g., an excused absence).

For purposes of this policy, unexcused absences and excused absences are defined as follows:

- Unexcused absences are unapproved time away from work, which could result in loss of pay and/or disciplinary action.
- Excused absences are approved time away from work which could be paid or unpaid and would not result in any disciplinary action.

Notification

In order to obtain an excused absence, an associate must notify their leader prior to the date of the absence. That way, the leader can review the work schedule for the day and determine whether the department will have enough resources to handle that day's work. In cases where multiple associates request the same dates to be away from work, the leader will consider seniority, performance, the relative frequency of time taken away from work by the associates, and other factors.

Exceptions are for absences related to jury duty or military service. Under those circumstances, the associate's absence is automatically excused, however Pinnacle requires the associate to notify their leader of such matters beforehand, if possible.

In all other cases, the leader's (or designee's) decision is usually final. If the associate feels as though the leader has unfairly treated him or her, they may follow the complaint procedures detailed in Section III of this Guide.

In some cases, it may not be possible for the associate to notify their leader of an absence prior to that particular day. In those cases, the associate (or designee) should notify the company as soon as possible usually within the first few hours of the business day of their absence. The associate should notify their leader each day they are absent. Unacceptable or excessive absences may lead to disciplinary action. (See Disciplinary Policy and Procedures in Section III of this Guide).

The leader (or designee) is responsible for tracking their associate's absences. The leader is also responsible for ensuring the associate has adequate opportunity during the calendar year to utilize all awarded paid time off. (See Paid Time Off section.)

Abandonment of Employment

Associates who fail to notify their leader of the nature of their absence for three (3) consecutive working days will be considered to have abandoned their position and subjected to disciplinary action, up to and including termination. Pinnacle management will review cases where the associate is found to have been incapacitated and unable to make the necessary prior notifications. Upon review, Pinnacle management will render a decision as to whether the absence is excused or unexcused.

Tardiness

Tardiness is defined as either reporting for work late or leaving work early without an excuse. If a non-exempt associate reports one or more hours late, the associate will be charged personal time or asked to make up the time by the leader. Exempt associates, while not paid based upon the number of hours worked, are expected to report to work on time and work during regular working hours. A continued pattern of tardiness will result in disciplinary action for either exempt or non-exempt associates.

Inclement Weather or Other Events

Pinnacle intends to be open every business day; consequently, Pinnacle associates should be at work to serve our clients. Should offices unexpectedly close due to weather or any other event, Pinnacle will make an effort to notify various media outlets so that clients and associates will know the work schedule for that day. In some cases, it may be practical to notify associates via internal correspondence.

If an associate feels unsafe traveling to and from work in cases of inclement weather or other events, he/she should contact the team leader as soon as possible.

Interruptions to the work schedule will be handled as follows:

Office is open but associate is absent	<ul style="list-style-type: none"> • PTO* is used to cover missed work hours. • Tardiness will be handled on a case-by-case basis.
Office closed but other work locations remain open/operational	<ul style="list-style-type: none"> • Leadership Team to determine if associate will be relocated to another work site, receive administrative pay, or use PTO*.
Office closed, no alternate worksite in market	<ul style="list-style-type: none"> • Associate will be paid for missed work hours.
Office operating on abbreviated schedule	<ul style="list-style-type: none"> • Associates reporting to work will enter hours worked into timekeeping system. Inclement weather pay code will be used to cover time missed due to closure, to equal eight (8) hours for the day. • Associates not reporting to work, will receive inclement weather pay for time missed due to closure and will submit PTO for work hours missed, to equal eight (8) hours for the day.
Business interruption occurs while associate is on planned PTO	<ul style="list-style-type: none"> • Associate will enter PTO into timekeeping system, as normal.

**If you have no PTO remaining, you will not be paid for missed work hours. Your team leader will determine whether the absence is excused or unexcused.*

Break Periods

Meal Breaks

Associates scheduled to work six (6) or more consecutive hours are expected to take at least a thirty (30) minute unpaid and uninterrupted meal break. This break has to be after the first hour of work. Leaders are responsible for scheduling associate's break times based on work volume. Associates who take unauthorized breaks could be subject to disciplinary action.

Rest Periods

While there are no scheduled rest periods, leadership recognizes the need for associates to occasionally take a short break during the day. Associates should first ensure that their area of responsibility is covered and should limit rest periods to no more than two fifteen (15) minute breaks a day.

Nursing mothers will be provided reasonable time each day to express breast milk for that associate's infant child. If possible, this should be done during regular breaks. An appropriate area will be provided for the associate to express breast milk in privacy – other than a bathroom - that is shielded from view and free from intrusion of other associates and the public. Associates requiring this accommodation should contact their leader.

Paid Time Off (PTO)

Pinnacle's Paid Time Off (PTO) program combines vacation, personal, and sick days into one flexible bank of time that associates may use for whatever purpose - vacation time, sick time, personal days, emergencies, family events, etc. All full-time and part-time associates are eligible for PTO. Associates who only work as needed (PRN) are not eligible for PTO hours.

Pinnacle's PTO year runs from October 1 – September 30 each year. Associates will receive their full allotment of PTO on October 1 and must use it by September 30, or it will be forfeited. New associates will receive a prorated portion of PTO based on their hire date and the number of pay periods remaining before the end of the PTO year on September 30.

The following represents the number of PTO hours each full-time associate accrues annually:

160 hours - accrued at 6.67 hours per pay period
200 hours - accrued at 8.34 hours per pay period
240 hours - accrued at 10.00 hours per pay period

NOTE: If you terminate employment before September 30, your PTO award will be prorated based on the number of pay period in which you were employed. If you have used more than you've accrued, you will owe that amount to Pinnacle and it will be taken out of your final payroll check.

PTO Adjustments

Full-time associates receive an increase of 40 hours on the fifth (5th) anniversary of his/her most recent hire date or rehire date to a maximum of 200 hours. Part-time associates will receive a prorated amount based on their number of scheduled weekly hours.

Associates receive an additional increase of 40 PTO hours on the 15th anniversary of his/her most recent hire date or most recent rehire date to a maximum of 240 hours.

This adjustment occurs the year of the anniversary in October and will be prorated.

For example, an associate hired in December 2015 will receive an adjustment in October 2020 prorated for time worked from December to September 30.

Pinnacle does not bridge previous years of service.

Recording PTO Usage

Associates should coordinate paid time off requests with his/her leader, as the leader may approve or deny PTO requests based on staffing and related business needs.

Exempt associates should record time away from work in 4-hour or 8-hour increments.

Full-time and part-time hourly associates should enter PTO as necessary to complete their scheduled hours for the week.

Example: If an associate is scheduled to work 40 hours in a week, they would only enter enough PTO to get to 40 hours.

Client Service Center

Associates whose primary home department is the Client Service Center, should enter PTO based on their scheduled daily hours regardless of the number of hours worked in the week.

Example: If an associate is scheduled to work 10.0 hours on the day PTO is used then they would enter 10.0 hours of PTO even if they have worked more than 40 hours in the payroll week.

PTO Donation

An associate may request to donate some of their PTO hours to another associate to cover an emergency or hardship situation. Donated PTO may not be used to supplement time off for vacation requests and/or for associates who are eligible for personal or medical leave programs.

Associates wishing to donate PTO should submit their requests in writing to their leader, Leadership Team member and Human Resources stating the recipient's name, the reason for the hardship, the number of hours to donate, and when. Donations are processed anonymously unless requested otherwise.

Use Them or Lose Them

Associates should utilize all their Paid Time Off (PTO) during the PTO year that it is accrued. If an associate is unable to, the time will not be carried over into the next PTO year.

Holidays and PTO

An associate scheduled to be away from work during a company-observed holiday, receives Holiday Pay. PTO will not be charged. (Refer to Holiday Policy section.)

Payout on Termination

Upon termination, associates will be paid for all PTO hours accrued but not used at the time of the associate's termination. To the extent an associate is in arrears with respect to PTO hours at the time of termination, the value of such PTO hours will be deducted from the associate's final paycheck.

Required Absence Policy

Pinnacle requires each associate to be away from his or her normal duties for at least five (5) consecutive business days during a calendar year. These five (5) days off must be days that the bank is open for business and may include off-site learning days, PTO, jury duty, disability, leave without pay, off site conferences/business meetings, or a combination. Holidays may not be included in the five consecutive days off. These five (5) days should be scheduled as far in advance as possible.

Holiday Policy

Holidays are those days during the calendar year when Pinnacle will not be open for client business. Pinnacle will communicate the holiday schedule to associates on an annual basis. Generally, these days will be consistent with the closing of the local Federal Reserve Bank branches.

In general, Pinnacle closes for business in observance of the following holidays and events:

- New Year's Day
 - Martin Luther King Jr. Day
 - President's Day
 - Memorial Day
 - Juneteenth
 - Fourth of July
 - Labor Day
 - Columbus Day
 - Veterans Day
 - Thanksgiving Day
 - Christmas Eve (half day)
 - Christmas Day
- Saturday Holidays – A floating holiday is granted and must be used within ninety (90) days of the holiday.
 - Sunday Holidays – The holiday will be observed on the following Monday.

All associates receive holiday pay for observed holidays, even if they do not work on the holiday. Payment for holidays is calculated based on the average number of hours the associate works per week as a percentage of a normal 40-hour work week. Holiday hours plus work hours should equal an associate's regularly scheduled hours.

Part-time associates receive pro-rated holiday pay based on the weekly scheduled work hours. *For example, if an associate works a regular schedule of 24 hours per week, he or she will receive 4.8 hours of pro-rated holiday pay based on the following calculations:*

$$(scheduled\ hours\ worked\ per\ week) \div (regular\ hours\ in\ one\ work\ week) = \\ pro-rated\ calculation\ for\ holiday\ pay\ (Ex.\ 24 \div 40 = 60\%)$$

$$(8\ holiday\ hours) \times (pro-rated\ calculation) = (pro-rated\ holiday\ pay)\ (Ex.\ 8 \times 60\% = 4.8)$$

Part-time or flex associates regularly scheduled for less than 40 hours per week will receive holiday pay as follows:

Part-time associates must work with his or her leader to work out an appropriate schedule so that the combination of holiday time and work time will correspond to his or her regular schedule.

Working on a Holiday

Occasionally, there is a need for an associate or group of associates to be at work on a company-designated holiday. Only leaders can authorize work to be required on such a holiday. Hourly-paid, non-

exempt associates will be paid for the hours worked on the holiday and will receive their awarded holiday hours. Awarded holiday hours combined with actual worked hours in the same payroll week of Monday through Sunday will count toward overtime.

Client Service Center

Since the Client Service Center (CSC) is operational 24 hours a day 363 days per year, associates who work in the CSC will receive holiday double time for hours worked on a holiday.

Leaves of Absence

When the need arises, there may be cause for an associate to request a Leave of Absence (generally, "Leave(s)"). Leaves are excused absences, based on associate requests, during which time the associate, whether hourly, salaried, or commissioned is not compensated. In certain circumstances, an associate may use accrued PTO or another applicable benefit plan and, thus, mitigate the loss of income during the Leave period. If Leave is without pay – associates do not earn holiday pay.

Associate benefits that the associate receives (including the incentive pay benefit) could be impacted significantly by the Leave. Generally, so long as an associate continues to make the required and timely benefit plan contributions (medical, dental, 401(k), group term life, short term, and long-term disability), benefit coverage, or participation will not be interrupted by a Leave. Additionally, no matching 401(k) contributions will be paid by Pinnacle while an associate is on unpaid Leave. Associates should work closely with Human Resources on such matters. If an associate is on Leave at the beginning of the calendar year, his/her PTO balance will be prorated based on time worked for the year. More information is supplied below for specific Leave circumstances.

If the associate cannot return to work at the end of an approved Leave, employment ends as "unable to return from leave" effective the last day of the approved Leave.

The following represents the various types of Leave for which an associate may apply:

Personal Leave

Associates may request Personal Leave for family emergencies (house fire) or other similar reasons. These leaves should be for at least five (5) business days and no more than eight (8) consecutive weeks. Pinnacle will attempt to accommodate the associate when the associate returns, but there is no guarantee, expressed or implied by Pinnacle, to allow the associate to return to their former position or return to a different position with the company. Pinnacle reserves the right to replace the associate's position with another associate at any time during the Personal Leave period. Additionally, the associate must use their accrued PTO award to mitigate the loss of income during this time, provided they do not exceed what has been accrued.

Jury Duty

Associates may from time to time be asked to serve on a jury. This will normally be considered an excused absence. Pinnacle will make no attempt to have your service in a jury postponed except when business demands necessitate such action.

If an associate is called to serve on a jury, the associate should notify their leader immediately, such that the two of them can work out reasonable accommodations. You are expected to return to work during

regularly scheduled business hours when not involved in active jury duty or if released early in the day. Should an associate be released from jury duty after having served jury time of less than three (3) hours, the associate is expected to report to work, otherwise the associate is not required to return to work for that particular business day. Your leader or Leadership Team member reserves the right to request validation of the associate's assignment and resulting time needed to serve on a jury. Associates will be paid your regular pay for time spent serving on a jury. Given the associate will be paid for their jury duty by Pinnacle, utilization of paid time off is not applicable.

Court Time

Time spent testifying before the court or participating in a judicial process will normally be considered an excused absence, unless the associate is the defendant in a criminal court proceeding at which time it may be considered unexcused. If the time spent were deemed to be an excused absence, then the Leave would be considered a Personal Leave. Associates must use PTO time for time spent in court unless time spent in court is on behalf of Pinnacle.

Military Leave

Pinnacle supports its associates that are serving in our Nation's military. Thus, all such Leaves will be considered excused absences. Generally, Military Leaves fall into two categories: (a) National Guard and Reserve Duty and (b) Active Duty. The difference between the two is that the National Guard/Reserve Duty is typically temporary in duration with a definite start and end date, while Active Duty may not have a definite duration. In either event, Pinnacle will comply with the requirements of federal and state laws when Leave is required to fulfill a military obligation. The associate should notify their leader under such circumstances. Pinnacle reserves the right to validate any such requests for Military Leave in any manner deemed appropriate, including but not limited to, contacting the associate's branch of service or superior officer in that branch of the service.

For National Guard and Reserve Duty Leave requests, associates have two (2) alternatives for compensation during this period:

- Pinnacle will pay the associate up to ten (10) business days for time away from work offset by any military pay received by the associate for the military service. The associate (or designee) should submit the military pay voucher to his or her leader in order to be awarded the increased pay.
- Alternatively, the associate may use any available PTO in lieu of submitting the military pay voucher for the difference in pay amounts.

For National Guard and Reserve Duty Leaves, Pinnacle will award the associate an excused absence for the period required under federal and state law. Any additional time needed away from work during the calendar year would be treated in a manner similar to Personal Leave, thus the associate could use any available PTO to mitigate the loss of income.

For Active Duty Leave requests, associates have two alternatives for compensation during this period:

- Pinnacle will pay the associate up to twenty-five (25) business days for time away from work offset by any military pay received by the associate for the military service. The associate (or designee) should submit the military pay voucher to his or her leader in order to be awarded the increased pay.

- Alternatively, the associate may use any available Paid time off in lieu of submitting the military pay voucher for the difference in pay amounts.

For Active-Duty Leaves, Pinnacle will award the associate an excused absence for the period required under federal and state law. Any additional time needed away from work during the calendar year would be treated in a manner similar to Personal Leave, thus at that point the associate could use any available Paid time off to mitigate the loss of income.

Reemployment is according to state and federal laws. In general, an associate will be reinstated as long as the cumulative length of the absences does not exceed five (5) years and the separation from military service was under honorable conditions. This five (5) year limitation does not apply to reservists and National Guard members reporting for their two-week annual training sessions or monthly weekend drills. In order to be eligible for reemployment, an associate must contact their leader for reemployment in accordance with the following schedule:

<u>Length of Service</u>	<u>Deadline</u>
1 to 30 calendar days	must report to work on the beginning of the first regularly scheduled workday that falls eight hours after the person returns home
31 to 180 calendar days	must contact leader fourteen days after completion of service
181 or more calendar days	must contact leader ninety days after completion of service

Upon returning to work, any associate who has been absent for service for thirty-one (31) calendar days or more must submit a timely request for reemployment as well as documentation showing that the associate has not exceeded the five-year service limitation and that the associate’s separation from service was under honorable conditions. An associate who does not report to work or contact their leader within the prescribed time periods is subject to discipline up to and including termination or a decision not to reemploy.

Short-term and Long-term Disability Leave

Pinnacle sponsors a short-term and long-term disability policy for all associates who work twenty-four (24) hours or more per week. Associates should consult the short-term and long-term policies in order to determine specific guidance regarding qualifications and benefits available. All short-term and long-term Disability Leaves granted for any illness or injury will be considered excused absences. Associates are required to use PTO during their elimination periods. Associates will continue to accrue PTO while on leave periods of four (4) months or less. This four-month period may encompass any FMLA or state policy that runs concurrently with FMLA, such as TMLA. The earnings paid under short-term disability are not eligible for 401(k) contribution or for the calculation of any bonus pay.

Associates on approved disability leave are eligible for Leaves up to a maximum of twelve (12) months.

If the associate is medically released and cannot return to work at the end of an approved Leave, employment ends as “unable to return from leave” effective the last day of the approved Leave.

Family Medical Leave Act (“FMLA”)

Associates who are eligible for family and medical leave may take up to twelve (12) weeks of unpaid leave in a one (1) year period for specific circumstances. ***The following are the only qualifying circumstances. This policy is not a substitution for sick or vacation time:***

- The birth of a child.
- The placement of a child with an associate for adoption or foster care.
- In order to care for a spouse, child, or parent of the associate who has a serious health condition; or
- When the associate has a serious health condition that renders the associate unable to perform the essential functions of his or her job.
- Military Family Leave
 - Eligible associates are entitled to up to twelve (12) weeks of Leave because of “any qualifying exigency” arising out of the fact that the spouse, son, daughter, or parent of the associate is on active duty, or has been notified of an impending call to active-duty status, in support of a contingency operation.
 - An eligible associate who is the spouse, son, daughter, parent or next of kin of a covered service member who is recovering from a serious illness or injury sustained in the line of duty on active duty is entitled to up to twenty-six (26) weeks of Leave in a single twelve (12)-month period to care for the service member. This Military Caregiver Leave is available during “a single twelve (12)-month period” during which an eligible associate is entitled to a combined total of twenty-six (26) weeks of all types of FMLA Leave.

The one-year period is measured by looking at the twelve-month period immediately prior to the date on which Leave is requested. Thus, in order to be eligible, an associate should not have exhausted similar Leave within the last twelve (12) months.

To be eligible under this policy, the associate must have been employed for at least twelve (12) months and must have worked a minimum of 1,250 hours during the previous twelve (12)-month period.

If the Leave is foreseeable then the associate must provide Human Resources or appointed benefit partner with notice thirty (30) days in advance. Associates should give notice as soon as possible and follow Pinnacle guidelines for reporting an absence. Notice must be given to the associate’s leader.

An associate requesting Leave for his or her own or a family member's serious health condition must provide Human Resources or appointed benefit partner with proper medical certification. If you intend to take such Leave, contact your leader and Human Resources or appointed benefit partner to get the appropriate certification forms. Certification forms must be completed and returned to Human Resources fifteen (15) days after the request unless circumstances make this impossible.

Associates will not lose any benefits or seniority accrued before the date on which Leave commences. Associates who take approved Family or Medical Leave will generally be restored to the same or an equivalent position upon their return to work.

Associates who take Family or Medical Leave will continue to be responsible for paying their portion of health insurance premiums. Human Resources or Payroll will provide information on how this payment can be arranged. Failure to make timely payments may result in a cancellation of the insurance coverage. Generally, when an associate does not return to work within or at the end of any Leave period and remain at work for at least thirty (30) days, the associate will be required to repay the portion of the insurance premium which was paid by Pinnacle during Leave.

Any awarded and unused PTO must be used before the associate goes to an unpaid status for Leave under this policy. Reduced or intermittent Leave is available for the serious health condition of the associate or a family member when it is medically necessary.

Associates on approved Family or Medical Leave that accept other employment without Pinnacle's approval will be terminated. If an associate does not return to work within the time allowed by FMLA, then Pinnacle will not be required to hold a position.

Human Resources or appointed benefit partner may contact associate's health care provider to clarify a medical certification.

Paid Parental Leave

Maternity/paternity/adoption Leave under this policy is a paid Leave associated with the birth of an associate's own child or the placement of a child, age seventeen (17) or under, with the associate in connection with adoption (excluding adoption of a stepchild by a stepparent), known as Paid Parental Leave. Paid Parental Leave is not charged against the associate's other paid Leave and/or disability pay, and the number of paid days received is four weeks. The four weeks is to be taken consecutively within the first six (6) months of the birth event or adoption. If both parents are associates, both may utilize this policy. Multiple births or adoptions (birth of twins/multiples or adoption of twins/siblings/multiple children, for example) will be considered a single birth or adoption event for Paid Parental Leave and four (4) weeks will be granted.

Health insurance benefits will continue to be provided during the Paid Parental Leave under this policy at the same rate as in effect before the Leave was taken regardless of length of service. The earnings paid under Paid Parental Leave are not eligible for 401(k) contribution or for the calculation of any bonus pay. The associate must provide to Human Resources or appointed benefit partners sixty (60) days' notice of the requested Leave (or as much notice as practicable if the Leave is not foreseeable), complete the necessary forms and file them with the human resource department or appointed benefits partner.

After the four (4) weeks of Paid Parental Leave have been exhausted, subsequent Leave will be covered under appropriate policies and the associate is required to apply any other available paid Leave, such as PTO. Paid Parental Leave will be applied after disability, if applicable. Any Leave under the Paid Parental Leave policy will run concurrently with any leave of absence under the Family and Medical Leave Act and/or other state-mandated parental leave, discussed in the previous sections of this Guide.

Associates not eligible for Family and Medical Leave Act and/or Tennessee Parental Leave Act¹ should refer to the Leave of Absence section after the four (4) weeks of Paid Parental Leave and any other paid Leave(s) have been exhausted regarding continuation of insurance coverage for associates on unpaid Leave.

Paid Parental Leave does not accrue and shall not be paid out at termination if not used by the associate. Use of Parental Leave for any other purpose than the birth of a child or placement of a child in connection with adoption is subject to disciplinary action, up to and including termination. Outside employment while on Paid Parental Leave is prohibited.

Bereavement Leave

¹ For more details regarding the Tennessee Parental Leave Act, see State Specific Items

In times of loss, Pinnacle realizes it is important for an associate to have time to mourn and tend to important matters. Bereavement Leave is available for both full-time and part-time associates. A full-time associate may receive up to five (5) days or forty (40) hours of paid leave, Part-time associates who work less than twenty-four (24) hours per week may receive up to five (5) days of bereavement, pro-rated based on their regular scheduled hours. Bereavement leave is only available and paid for days the associate is scheduled to work. The rate of pay is the same as their normal work rate.

An associate should notify his/her immediate supervisor of the request for Bereavement Leave as soon as practical. Bereavement Leave is for the purpose of planning and attending funeral arrangements for an associate's immediate family, as defined below, and should not be taken if it is not needed. The leader may request documentation of the funeral arrangements. If more time is needed, the associate may request additional time off. If approved by the leader, an associate may use paid time off to cover the additional absence.

At Pinnacle, immediate family is defined as an associate's spouse, domestic partner, child(ren), parent(s), sibling(s), grandparent(s), grandchild(ren) – corresponding in-laws and step relationships are also included.)

Workers' Compensation Leave

Workers' Compensation Leave is a leave of absence provided by Pinnacle and can occur on a continuous or intermittent basis if an associate experiences a work-related illness or injury preventing them from performing their job responsibilities. The duration of a Worker's Compensation Leave varies on a case-by-case basis including but not limited to – disability eligibility status as well as state-specific legal requirements. Workers' Compensation Leave runs concurrently with leave provided under FMLA, or similar state or local laws, if applicable.

Life Assistance Program

Pinnacle provides all associates **with access** to a Life Assistance Program ("LAP"). This is free to associates and their immediate family members. For additional information on how to contact the LAP please look on the intranet under the Associate Experience – Human Resources tab.

Section VIII – Results

Results count. Pinnacle will achieve superior results. We believe we have assembled a tremendous group of people capable of creating opportunity for all associates. We believe we can and will outperform our competitors. There are several initiatives that management has installed to achieve superior results several impacting associates are noted below.

Performance Appraisals

Because we are committed to important values like results, fairness, and learning, performance appraisals at Pinnacle are very important. They are a valuable source of feedback to ensure that each associate can grow and improve. In addition to measuring performance against objectives, associates receive feedback regarding the extent to which they live out the Pinnacle values. Consistent with our value of partnership (nurturing mutually beneficial relationships characterized by trust, respect, and responsibility), performance feedback also includes feedback from other associates who are impacted by the work of the associate being evaluated. At least annually, the associate and leader should conduct a formal discussion of the associate's performance for the prior twelve (12) months. The Leadership Team will produce a schedule as to when all associates' performance appraisals will be conducted. This schedule will be produced annually. The basis for these discussions will be a Performance Appraisal Form completed by the leader for the associate. Additionally, the leader should have discussed the preliminary appraisal with their Leadership Team member prior to discussing the form with the associate in order to gain a second opinion and ensure fairness across all associates.

Generally, the performance appraisal will rate an associate in various categories as well as an overall rating as follows:

- **Significantly Exceeds Requirements** – Associate significantly exceeded the expectations of their leader for that position regardless of their work experience. The associate may have been a new or experienced associate, but because of their effort and attitude they significantly surpassed what would have otherwise been expected of any associate at their level.
- **Exceeds Requirements** – Associate exceeded the expectations of their leader for that position regardless of their work experience. The associate may have been a new or experienced associate, but because of their effort and attitude they surpassed what would have otherwise been expected of a typical associate at their level.
- **Meets Requirements** – Fully functional in their position. Achieved all critical performance objectives. Does a complete and satisfactory job, with very few, if any mistakes.
- **Needs to Improve** – Fails to meet established work objectives that would have otherwise been expected of a typical associate at their level. Consistently makes recurring mistakes or prone to making errors in judgment.
- **Unsatisfactory** – Fails to meet established work objectives with immediate correction needed to continue employment.

The performance appraisal will be an important input for compensation considerations.

If during the course of a review cycle, a leader determines the need to update an appraisal of an associate, they may do so at any time. If a leader believes that an associate's performance has either enhanced or deteriorated subsequent to the completion of the performance appraisal to the extent that such performance warrants the completion of an updated appraisal, the leader should discuss the issue with

their Leadership Team member. With the concurrence of the Leadership Team member, an updated performance appraisal may be discussed with the associate and forwarded to the associate's personnel file. As a result, this updated appraisal may incorporate within it an adjustment to the associate's pays or other disciplinary action, subject to approval by a Pinnacle Leadership Team member.

The associate will be asked to electronically sign each performance appraisal and provide any comments to the form they believe are warranted. If an associate believes they have been unfairly evaluated, they may follow the same procedures as documented in the Complaint Procedure section in Section III of this Guide.

If a leader determines that disciplinary action is required for an associate due to poor performance, then the leader should follow the steps outlined in the Disciplinary Policies and Procedures in Section III of this Guide. In these cases, a completed performance appraisal detailing the issues of poor performance would constitute a written warning, as defined. As noted in the Disciplinary Policies and Procedures, each case will stand on its own merits and thus depending on the severity of the circumstances, poor performance could result in immediate termination.

If an associate has been employed for at least one (1) year and has recently accepted a new position with Pinnacle, a leader may not complete an appraisal for the associate until the associate has been in the new position for at least three months.

Incentive Compensation Plans

For all associates other than those paid on a commission basis, management has designed unique incentive compensation plans that provide the associate the opportunity to receive incentive compensation for achieving certain corporate and individual goals. The incentive percentage is based on the "earned" compensation not the associate's annual salary. Example: If an associate is on unpaid Leave, then the decrease in salary would affect the incentive plan. Associates must be employed at the time the incentive is paid out in order to receive the benefit. Incentive pay is also based on associate's performance and may be increased or decreased as determined by the Leadership Team.

Pinnacle 401(k) Match

As noted in the Associate's Benefit Plan program section of the Guide, Pinnacle has a 401(k)-plan available to all associates twenty-one (21) years of age and older. For this plan, associates may contribute from 1% to 50% of their eligible compensation to this plan. Pinnacle will match up to 100% of the associate's first 4% eligible contribution to the plan.

Section IX – General Policies

In order to present our business to the marketplace in the most advantageous and effective manner, Pinnacle requires a certain level of conduct by its associates while they are at work or are otherwise representing the interests of Pinnacle. Several specific items are described below. However, behavior issues are numerous, and it would be impossible to list them individually, consequently, any behavior that violates the “spirit” of the following items and the Associate Code of Conduct should also be considered.

Drugs and Alcohol Policy

Pinnacle intends to promote and maintain a safe and productive work environment free of the influence of drugs or alcohol. The consumption, possession, distribution, purchase, sale, manufacture, or otherwise being under the influence, of alcohol or illegal drugs on company property, during work hours, while in company provided transportation, or when otherwise representing Pinnacle is prohibited. This includes abuse of legal prescription or over-the-counter medications. Notwithstanding the foregoing, alcohol may be consumed while representing Pinnacle or while on paid time only at Pinnacle sanctioned events, such as quarterly meetings. Associates should refrain from the consumption of alcoholic beverages if they intend to resume business activities the same day.

Associates will be required to submit to drug and/or alcohol testing when there is reasonable suspicion that the associate is in violation of this policy. Refusal to submit to a drug and/or alcohol test, attempting to tamper with the test, or a positive test result will result in appropriate disciplinary action. Additionally, disciplinary action may be taken without a prior drug / alcohol test if there is a reasonable suspicion that an associate is in violation of this policy.

Pinnacle reserves the right to search for and remove any alcohol or illegal drugs on Pinnacle premises. Any item brought on to Pinnacle property is subject to search. By coming on to Pinnacle property, associates will be deemed to consent to be searched. A search may include desks, files, packages, computers, etc. and may occur with or without prior notice.

Pinnacle will work toward a positive resolution of workplace issues involving alcohol abuse or illegal drug use by our associates. Substance abuse rehabilitation may be initiated by the associate or Pinnacle. Any associate who voluntarily requests rehabilitation prior to being asked to submit to a drug/alcohol test and/or prior to an event giving rise to a violation of this policy, will be afforded rehabilitation assistance through the Pinnacle’s Life Assistance Program (LAP) without being subject to disciplinary action. Time away from work under such circumstances may also be classified as an excused absence pursuant to an approved Leave.

If the associate returns to Pinnacle at the conclusion of the assistance program, Pinnacle will require the passing of a drug/alcohol test prior to the associate beginning any work responsibilities. Submission to random testing will be required for the next 12 months.

Associates will be allowed two opportunities for rehabilitation. Thereafter, entering rehabilitation will not be a substitute for appropriate disciplinary action.

Firearms/Weapons Possession

Possession of firearms or other weapons on Pinnacle premises is prohibited unless authorized by the President & Chief Executive Officer of Pinnacle. Associates should immediately report violations of this policy to his/her leader, any member of the Leadership Team, or Human Resources.

Professional Appearance

It is important that, when representing Pinnacle to internal and external clients, an associate project a professional and business-like image. All associates must dress for their position and must be clean, neat in appearance, and free of any distractions that may impair health or safety in the workplace.

Pinnacle remains committed to supporting our associates' religious, ethnic, cultural beliefs, and identity and will modify the professional appearance guidelines accordingly.

Leaders are responsible for oversight of their team's professional appearance based on the guidelines below:

Basic Guideline:

- Clothing should be neat, clean, and pressed.
- Hair should be clean, well-groomed, and conservative in color.
- Facial hair must be clean, well-trimmed, and neat.
- Perfume, cologne, and lotion should be used moderately. Please be sympathetic to others who may have allergies or sensitivity to strong fragrances.
- Jewelry should be conservative and appropriate.
- Jeans are only permitted if "appropriate" for your workday/schedule.
- Athletic shoes only permitted if "appropriate" for your workday/schedule.
- Appropriate undergarments should be worn.

Guidelines for Women:

- Business attire (suits)
- Collared or collarless shirts
- Sweaters
- Dress pants including capri pants, khakis, dress jeans, or similar casual pants
- Dresses and skirts of appropriate length and fit
- Sleeveless tops or dresses should have straps that are at least two inches wide with no visible undergarments
- Pants of appropriate length
- Shoes – heels, sandals, boots, booties, ballet flats, mules, loafers

Guidelines for Men:

- Business attire (suit, sport coat, coat, and tie)
- Collared shirts
- Slacks, khakis, dress jeans, or similar casual pants
- Sweaters
- Shoes – dress shoes, oxford, loafers, topsiders, dress sandals or other casual shoes. Socks are not required when wearing casual shoes.

The following items are not permitted:

- Large dangling or obtrusive jewelry
- Ear gauges
- Athletic wear
- Leggings in any form are not permitted unless they are worn under a dress. The dress must be an appropriate length to be worn without leggings.
- Shorts of any style
- T-shirts unless in conjunction with a company sponsored promotion.
- Flip flops
- Hats, caps, sweatbands, and bandanas

Handling Dress Code Violations

Leaders are responsible for applying a reasonable dress code based on the job you perform. Associates whose professional appearance is deemed unacceptable based on the guidelines listed above will be informed immediately. If your leader feels that your professional appearance is inappropriate, you may be asked to leave the workplace until you are properly dressed or groomed. Under such circumstances, you will not be compensated for time away from work.

Associates with questions or concerns about professional appearance expectations, should reach out to their leader or Human Resources.

Personal Business

Personal business, including telephone calls, emails, visitors (including children), etc., should be kept to an absolute minimum during normal business hours. Abuse could lead to disciplinary action.

Smoke and Tobacco Free Workplace Policy

Pinnacle is committed to providing a healthy environment for clients and associates free from the hazards associated with smoking, chewing tobacco, and nicotine. This policy establishes Pinnacle as a smoke-free environment and includes but is not limited to cigarettes, chewing tobacco, and devices such as e-cigarettes, pipes, and vaporizers. The use of these items is prohibited on all Pinnacle property including company vehicles.

Solicitation Restrictions

Pinnacle encourages its associates to become involved in community activities including those activities where the need to solicit contributions from fellow associates is a part of their responsibility. These requests should be kept to a minimum, not interfere with any associate's work responsibilities, and should be for organizations that serve to better the community at large. Utilization of company bulletin boards for such activities is not permitted. Non-associate solicitations are not permitted in Pinnacle premises.

Accident, Illness, or Injury Reporting

Workers' Compensation is available to all Pinnacle associates who has a work-related accident, illness, or injury. In the event an associate experiences a work-related accident, illness, or injury, Workers' Compensation will pay an associate's medical bills and provides compensation to help replace lost income until they return to work. Associates must notify their leader and Human Resources immediately if they experience a work-related illness or injury.

Associate Accident, Illness, or Injury Reporting

All associates must comply with all health and safety requirements whether established by Pinnacle or by federal, state, or local law. Associates and/or Leaders must report all environmental, health, and/or safety concerns, accidents, illness, or injuries when it involves associates. The injured associate or their leader must report the incident to Human Resources as soon as possible or practical.

Environmental, Health & Safety Reporting (No Associate Impact)

Leaders must report all environmental, health, and/or safety concerns with no immediate associate impact (i.e., air quality, slip & trip hazards, ergonomic hazards) by placing a Facilities Request which can be located on the Intranet > My Tools > Associate Tools.

Client or Visitor Accident, Illness, or Injury Reporting

Associates and/or Leaders must report all environmental, health, and/or safety concerns with accidents or injuries to clients or visitors by complete Incident Report Form, which can be located on the Intranet > Associate Experience > Properties & Purchasing. Once completed, please email to mlbsupport@mlbins.com.

Vehicle Policy

Pinnacle authorizes certain associates as drivers for company vehicles. As an authorized driver of a company vehicle, you have been given certain privileges. You assume the duty of obeying all motor vehicle laws, maintaining the vehicle properly at all times and, otherwise, following the policies and procedures outlined in the following.

General

Company vehicles are provided to support business activities and are to be used only by qualified and authorized associates. They are not to be considered a part of an associate's compensation and must not be used as an inducement for employment. In all cases, these vehicles are to be operated in strict compliance with motor vehicle laws of the jurisdiction in which they are driven and with the utmost regard for their care and cost-efficient use.

Company drivers and anyone authorized to drive the company vehicles must have a valid driver's license issued in the state of residence for the class of the vehicle being operated and must be able to drive a vehicle.

Additionally, Pinnacle does not provide automobile insurance for associates who use a personal vehicle to deliver goods or services. Associates are responsible for checking with their driver's insurance provider to determine if commercial use of the personal vehicle is covered.

Section X – Other Guide Matters

The remaining topics of the Guide discuss various other matters, as follows:

Americans with Disabilities Act

NONDISCRIMINATION AGAINST AND ACCOMMODATION OF INDIVIDUALS WITH DISABILITIES

Pinnacle complies with the Americans with Disabilities Act (“ADA”) and applicable state and local fair employment practices laws providing for nondiscrimination in employment against reasonable accommodation for such individuals in accordance with these laws. It is Pinnacle’s policy to, without limitation:

- Ensure that qualified individuals with disabilities are treated in a nondiscriminatory manner in the pre-employment process and that associates with disabilities are treated in a nondiscriminatory manner in all terms, conditions, and privileges of employment.
- Administer medical examinations (a) only after conditional offers of employment have been extended, or (b) to associates only when justified by business necessity or as part of a company sponsored voluntary annual physical examination program.
- Keep all medical-related information confidential in accordance with the requirements of the ADA and retain such information in separate confidential files.
- Provide reasonable accommodation where required by law, if the reasonable accommodation allows the associate to perform the essential functions of the job, except where such an accommodation would create an undue hardship on Pinnacle.
- Notify individuals with disabilities that Pinnacle provides reasonable accommodation to qualified individuals with disabilities, by including this policy in the Guide and by posting the Equal Employment Opportunity Commission’s poster on nondiscrimination against individuals with disabilities and other protected groups conspicuously on Pinnacle premises.

Procedure for Requesting an Accommodation

Qualified individuals with disabilities may make requests for reasonable accommodation to Human Resources. On receipt of an accommodation request, a designated representative of Pinnacle will meet with the requesting individual to discuss and identify the precise limitations resulting from the disability and the potential accommodation that Pinnacle might make to help overcome those limitations.

Pinnacle will determine the feasibility of the requested accommodation, considering various factors, including, but not limited to, the nature and cost of the accommodation, the availability of tax credits and deductions, outside funding, Pinnacle overall financial resources and organization, and the accommodation’s impact on the operation of Pinnacle, including its impact on the ability of other associates to perform their duties and on Pinnacle’s ability to conduct business.

Leaving Pinnacle

Voluntary Resignation

Resigning from Pinnacle is a voluntary termination of employment. A resigning associate should submit a letter of resignation to their leader. Pinnacle expects associates to give two (2)-weeks’ notice with the letter of resignation. Should the last day of the notice period end on a company observed holiday, the separation date will be the last business day before the holiday.

In some cases, the associate's leader may determine that two (2) weeks' notice is not required and conclude that the associate should leave beforehand. In those instances, the date determined by the leader will serve as the separation date.

Pinnacle expects the associate to work with their leader regarding transition of duties, work schedule, etc. during the period from submission of the resignation letter through their separation date. During that time, Pinnacle requires the associate to return all books, manuals, electronic materials, client lists, and other items (See Associate Code of Conduct).

Retirement

Associates should contact their leader if they are contemplating Retirement at least thirty (30) days prior to the associate's anticipated retirement date. The associate's leader, or designee, will communicate directly with the associate about any benefit plan considerations.

Eligibility for Rehire

Only associates that terminated their employment with Pinnacle voluntarily and are in good standing will be considered for rehire. To be in good standing, an associate may not have been away from Pinnacle for a period longer than their most previous employment period. Generally, associates that are terminated involuntarily as the result of a disciplinary action are not eligible for rehire as well as any associate that failed to give proper notice.

COBRA

Associates (and their spouse and/or dependents) may be eligible to continue group health coverage at their own cost for a period of time after the associate leaves Pinnacle or in other specific circumstances. A notice of COBRA rights will be provided upon the occurrence of a qualifying event. The associate should consult with Human Resources about such matters.

References

Inquiries about associate's employment while at Pinnacle will be referred to Human Resources. Pinnacle will only confirm the associate's start date, end date and the position(s) held while they were employed by Pinnacle. Neither your leader nor Pinnacle is authorized to provide any associate with a letter of reference.

State Specific Items

Pinnacle complies with all federal, state, and local laws. This section has been added to this Guide to fully comply with state specific employment law requirements, which may not be applicable to all associates. This is not an exhaustive list and associates are encouraged to speak with the leader and/or Human Resources for guidance on issues not addressed.

New York Specific Statutes

New York State Disability Benefits

If you are unable to work due to a non-occupational illness or injury, including pregnancy, you may be entitled to disability benefits beginning with the eighth consecutive day of disability. You can take up to 26 weeks of disability at 50% of your average weekly wage, capped at \$170 per week. Benefits are paid directly to you unless your employer is an approved self-insurer.

Your combined disability leave and Paid Family Leave in any consecutive 52-week period may not exceed 26 weeks. You cannot take Paid Family Leave and disability leave at the same time. You can be treated by any physician, podiatrist, chiropractor, dentist, nurse midwife, or psychologist who can certify your disability. Your medical bills are not covered, unless provided for under and approved disability benefits plan or agreement.

The employer may not ask you to waive your right to disability benefits and you cannot be discriminated or retaliated against for requesting or taking disability benefits. You may be required to pay a maximum of 60 cents/week to offset insurance premiums.

New York State Paid Family Leave

This is employee-funded insurance that provides eligible associates job-protected, paid time off to: bond with a newborn, adopted, or foster child; care for a family member with a serious health condition; or assist loved ones when a spouse, domestic partner, child, or parent is deployed abroad on military service. The Paid Family Leave may also be used when you or your minor dependent child is under a quarantine/isolation order due to COVID-19.

If you have a regular work schedule of:

- 20 or more hours per week, you are eligible after 26 consecutive weeks of employment.
- 20 or less hours per week, you are eligible after working 175 days, which do not need to be consecutive.

This benefit allows you to take up to twelve (12) weeks of Paid Family Leave and receive 67% of your average weekly wage, capped at 67% of the NY State Average Weekly Wage. Leave may be taken all at once or intermittently but must be in full-day increments.

You will keep your health insurance while on leave and may have to continue to pay your portion of any premium cost. You may return to the same or comparable job upon return from leave and are protected from discrimination or retaliation for requesting or taking Paid Family Leave.

South Carolina Specific Statutes

South Carolina Addendum to EEO Policy

Amends definitions in the law to clarify that the terms “because of sex” or “on the basis of sex” include, but are not limited to, “because of or on the basis of pregnancy, childbirth, or related medical conditions, including but not limited to, lactation.”

Tennessee Specific Statutes

Tennessee Parental Leave Act

In keeping with the Tennessee Parental Leave Act, any associate who has been employed by the Firm for at least twelve (12) consecutive months as a full-time associate, and who provides three (3) months’ notice of the need for leave, may be absent from work and on leave for a period not to exceed four (4) months for adoption, pregnancy, childbirth and nursing the infant, where applicable. With regard to adoption, the four (4)-month period begins at the time an associate receives custody of the child. This leave of absence is unpaid, but, as with the FMLA, an associate will be required to use any available paid time off during the leave. The associate also will be provided health insurance benefits as if the associate were actively employed (so long as the associate continues to make proper payments of the associate’s share of any applicable group premium) and upon return from the leave will be entitled to return to the same or similar job.

This leave of absence is available to both male and female associates, where applicable. Any leave of absence under the Tennessee Parental Leave Act policy will run concurrently with any leave of absence under the Family and Medical Leave Act discussed herein.

Meal Breaks

Tennessee state law requires that associates scheduled to work six or more consecutive hours take at least a thirty (30) minute unpaid meal break. This break has to be after the first hour of work and should be away from the associate’s work area.

Texas Specific Statutes

City of Dallas Sick Leave Ordinance

Employers must provide associates with paid sick leave to care for themselves or a family member. An associate may use paid sick leave for the associate’s or their family member’s illness, injury, healthcare, and reasons related to domestic abuse, sexual assault, or stalking. The accruals contained in the Dallas Sick Leave Ordinance are part of the Pinnacle PTO policy and associates are expected to use their PTO hours for any sick time under the ordinance.