



# SmartFinancial, Inc.

## NOMINATING COMMITTEE CHARTER

### PURPOSE

The Nominating Committee (the “Committee”) of the board of directors (the “Board”) of SmartFinancial, Inc. (the “Company”) has been established to assist the Board in:

- Overseeing the composition of the Board and its committees; and
- Identifying and nominating qualified directors for the Board and its committees.

### MEMBERS

The Committee must be comprised of at least three members of the Board. The Committee must be comprised solely of independent directors.

An independent director must not be an officer or associate of the Company or its subsidiaries and must not have any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director and shall otherwise satisfy the applicable requirements for a director to be considered independent set out by the rules of the Nasdaq Stock Market LLC (“Nasdaq”) or any stock exchange on which the Company’s securities are then listed.

Members of the Committee shall be appointed by the Board on the recommendation of the Committee and shall serve for such term as the Board determines. The Board shall have the power to remove a member of the Committee and to fill any vacancy on the Committee, in each case, in its sole discretion. The Board shall designate one member of the Committee as its chairperson (the “Chair”).

### RESPONSIBILITIES

The Committee is responsible to the Board for the following activities:

- (a) Identifying acceptable director candidates, including:
  - Retaining and overseeing any search firm or other advisors to be used to identify director candidates;
  - Establishing criteria for nomination and selection of new Board members; and
  - Determining whether an individual meets the minimum qualifications to serve on the Board.

- (b) Reviewing and recommending directors for nomination to be elected by the shareholders to the Board and appointed by the Board to its committees.
- (c) Recommending director nominees to fill any vacancies or newly created directorships that may occur between meetings of the shareholders.
- (d) Reviewing and recommending directors for committee members and committee chairs based on committee requirements, including the charter of any such committee.
- (e) Reviewing from time to time the size of the Board and its committees.
- (f) Overseeing all matters relating to the retirement of Board members.
- (g) Considering any offer of resignation from a member of the Board and recommending to the Board the action to be taken on the tendered resignation.

In addition to the matters set forth herein, the Committee will perform such other functions that are required by law, the listing requirements of Nasdaq or any stock exchange on which the Company's securities are then listed, the Company's charter or bylaws, or Board resolution.

#### **MEETINGS**

The Committee will meet as often as necessary to carry out its responsibilities. The Chair, or such other Committee member as may be appointed to preside at such meeting if the Chair is not present, will preside at each meeting of the Committee and, in consultation with the Committee members, shall set the agenda of items to be addressed at each meeting. At the beginning of each year, the Committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule will be furnished to all directors of the Board.

A majority of the members of the Committee shall constitute a quorum at a meeting, and the affirmative vote of a majority of the Committee members present at the time of the vote, if a quorum is present, shall constitute action by the Committee, provided that if action is taken by written consent in lieu of a meeting unanimous written consent shall be required of all members of the Committee. The Committee shall fix its other rules of procedure, except as expressly provided in this charter, the charter or bylaws of the Company, the Company's Corporate Governance Guidelines, or as otherwise prohibited by law or the rules of Nasdaq.

Company management, outside counsel and other consultants and/or advisors may attend meetings at the invitation of the Committee.

#### **ASSISTANCE FROM OTHERS**

The Committee shall be authorized, if it determines such action to be appropriate, to retain at the Company's expense, independent counsel or other consultants and/or advisors. The Committee shall engage such independent counsel and other advisors as it deems necessary to carry out its duties. In addition, the Company shall provide appropriate funding for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

## **REPORTING**

The Committee shall maintain written minutes of all meetings and consent actions, which shall be recorded or filed with the books and records of the Company and made available to the Board. Reports of significant matters presented at meetings of the Committee will be given by the Chair to the Board on an as needed basis.

## **PERFORMANCE EVALUATION**

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

Date of last revision: January 2020  
Date of last approval: January 2020

