



SmartFinancial, Inc.

CORPORATE GOVERNANCE COMMITTEE CHARTER

PURPOSE

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

- Establishing the Company’s Corporate Governance Guidelines, and periodically reviewing and recommending updates to the Corporate Governance Guidelines in keeping with best practices and changes in applicable rules; and
- Overseeing adherence to the Corporate Governance Guidelines and the policies and procedures set forth therein and recommending to the Board the appropriate response to any violations.

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 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 as set forth by the rules of The Nasdaq Stock Market LLC (“*Nasdaq*”) or any stock exchange on which the Company’s securities are then listed.

No Committee member may participate in any discussion of, or vote on, any matter in which he or she has a conflict of interest. If there is any basis for believing a Committee member has a conflict of interest, the facts and circumstances should be reported to the Board, and the Committee member should not participate or vote on any matter until the Board has determined that the Committee member is independent of the matter.

Members of the Committee shall be nominated for membership by the Nominating Committee and appointed by the Board and shall serve for such term as the Board determines. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies on the Committee. 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) Evaluating annually adherence by each director to the Company's requirements for Board or committee membership.
- (b) Reviewing and assessing, on an annual basis, the independence of the members of the Board in accordance with applicable listing, governance and other regulatory requirements.
- (c) Evaluating whether the Board and management are adhering to the best practices in all applicable areas of governance and that the Board and all its committees are functioning effectively.
- (d) Conducting an annual governance check-up including a review of the current best practices in all applicable areas.
- (e) Conducting an annual evaluation of the Board and committees and identifying potential functional improvements to the working of the Board and its committees.
- (f) Conducting an annual evaluation of the Company's Chairman to determine the Chairman's effectiveness.
- (c) Developing and recommending to the Board the Corporate Governance Guidelines, and reviewing and assessing periodically the adequacy of such Corporate Governance Guidelines and recommending to the Board appropriate changes thereto taking into account changes in the relevant listing, governance and other regulatory requirements and current trends in corporate governance practices.
- (d) Maintaining stock ownership guidelines for directors and ensuring compliance with guidelines.
- (e) Reviewing and maintaining the Company's Insider Trading Policy.
- (f) Maintaining policies regarding Company transactions with related persons and approving or ratifying related person transactions in accordance with such policies if deemed appropriate by the Committee, as well as in accordance with corporate governance standards adopted by Nasdaq or rules adopted by the Securities and Exchange Commission.
- (g) Considering questions of possible conflicts of interest of Board members and senior executives.
- (h) Considering a director's service on another company's board of directors and whether such service may negatively affect a director's ability to serve on the Board.
- (i) 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 at least two times per calendar year and will have additional meetings, as deemed necessary by the Chair, in consultation with the Committee members. The Chair will preside at each

meeting of the Committee and, in consultation with the Committee members, shall set the length of each meeting and 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.

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.

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.

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

Each year, 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 shall be presented to the full Board.

Date of last revision: December 2019
Date of last approval: December 2019

