

FB FINANCIAL CORPORATION

Nominating and Corporate Governance Committee Charter

As Revised April 18, 2019

1. Purpose and Scope

The Nominating and Corporate Governance Committee (the “**Committee**”) is created by the Board of Directors (the “**Board**”) of FB Financial Corporation (the “**Company**”) to discharge the responsibilities set forth under Section 4 of this Nominating and Corporate Governance Committee Charter (this “**Charter**”). The Committee shall have the authority and membership and shall operate according to the procedures provided in this Charter.

2. Membership

The Committee shall consist of no less than one (1) member of the Board. The exact number of Members of the Committee shall be determined from time to time by the Board. Each Committee member shall meet the independence requirements promulgated under the rules and regulations of the Securities Exchange Act of 1934, as Amended (the “**SEC Rules**”) and the New York Stock Exchange Listed Company Manual (the “**NYSE Rules**”), as from time to time in effect, except as permitted under any transition SEC Rules or NYSE Rules and only in compliance with such rules. Each Committee member shall be selected and subject to removal by the Board. The Board shall designate the Chairman of the Committee.

3. Meetings

The Committee will meet as frequently as circumstances dictate, but at least once annually. The Committee may set its own rules of procedure and may delegate authority to subcommittees of its members. The Committee shall keep minutes of its meetings and actions.

4. Committee Authority and Responsibilities

- i. The Committee shall conduct its activities in accordance with the policies and principles set forth in the corporate governance principles applicable to the Company, including the Corporate Governance Guidelines.
- ii. The Committee shall develop criteria for selection of members of the Board and its committees, which shall be considered, changed, if appropriate, and approved by the Board. The Committee shall review with the Board, on an annual basis, the requisite skills and characteristics of all members of the Board as well as the composition of the Board as a whole. This assessment will include the characteristics and qualifications set forth in the Corporate Governance Guidelines.
- iii. The Committee, in consultation with the Board, shall actively seek individuals qualified to become Board members for recommendation to the Board and to the shareholders. The Committee shall meet at least annually to discuss the qualifications of potential new

members of the Board.

- iv. The Committee will evaluate each incumbent director to determine whether he or she should be nominated to stand for reelection, based on the types of criteria outlined in the Corporate Governance Guidelines, as well as the director's contributions to the Board during the relevant term.
- v. The Committee shall recommend the director nominees and committee members, as well as chair for each committee, to the Board for approval and inclusion in the Company's proxy statement.
- vi. The Board shall be responsible for determining the qualification of an individual to serve on the Audit Committee of the Board as a designated "audit committee financial expert," as required by applicable SEC Rules. In light of this responsibility of the Board, the Nominating and Corporate Governance Committee shall coordinate closely with the Board in screening any new candidate and in evaluating whether to re-nominate any existing director.
- vii. The Committee shall oversee director orientation and ongoing director training and continuing director education programs.
- viii. The Committee will periodically review and approve the compensation of the Company's directors and make a report to the Board with respect thereto. Director compensation should be consistent with market practices but should not be set at a level that would call into question the Board's objectivity or promote excessive risk taking.
- ix. If it is determined that a lead independent director is necessary or advisable, the Committee shall appoint a lead independent director, as described under the Corporate Governance Guidelines, for a one-year term beginning on the date of each annual meeting of shareholders.
- x. The Committee shall have the sole authority to retain, at the Company's expense, the services of any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. In addition, the Committee shall have authority to obtain advice and assistance from internal and external legal, accounting or other advisors as the Committee deems necessary to carry out its duties, at the expense of the Company, without seeking prior approval of the Board or management.
- xi. The Committee shall annually review and re-assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. In addition, the Committee shall annually review and re-assess the Company's Corporate Governance Guidelines, the Insider Trading Policy, and Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
- xii. The Committee shall periodically review and consider any criteria that proxy advisory services publish with respect to recommendations for voting by institutional investors.
- xiii. The Committee shall, in consultation with the Company's Chief Executive Officer, periodically review management succession planning policies for each of the Company's executive officers, including policies for Chief Executive Officer selection and succession

in the event of the incapacitation, retirement or removal of the Chief Executive Officer, and evaluations of, and development plans for, any potential successors to the Chief Executive Officer.

- xiv. The Committee shall make reports to the Board at least annually.
- xv. The Committee shall have any and all additional authority to conduct such other actions or responsibilities delegated to it by the Board.

5. Annual Performance Evaluation

The Committee shall conduct an annual self-evaluation to determine whether it is functioning effectively. The Committee shall report annually to the Board with an assessment of its performance. The assessment results shall be discussed with the full Board following the end of each calendar year. The assessment will focus on the Committee's responsibilities to the Company and specifically focus on areas in which the Board or management believes the Committee could improve.

The Committee shall also conduct an annual evaluation of the Board in order to assist the Board in determining whether the Board, its committees, and the directors are functioning effectively. The Committee will receive comments from all directors and report annually to the Board with the assessment results of the Board, committees, and directors. The assessment results will be discussed with the full Board following the end of each calendar year. The assessment will focus on the Board's responsibilities to the Company and on areas in which the Board or management believes improvements could be made.