

# **FB FINANCIAL CORPORATION**

## **Related Person Transaction Policy and Procedures**

The Board of Directors (the “**Board**”) of FB Financial Corporation (the “**Company**”) recognizes that Related Person Transactions (as defined below) can present potential or actual conflicts of interest and create the appearance that Company decisions are based on considerations other than the best interests of the Company and its shareholders. Therefore, as a general matter and in accordance with the Company’s Code of Business Conduct and Ethics, it is the Company’s preference to avoid Related Person Transactions. Nevertheless, the Company recognizes that there are situations where Related Person Transactions may be in, or may not be inconsistent with, the best interests of the Company and its shareholders, including but not limited to situations where the Company may obtain products or services of a nature, quantity or quality, or on other terms, that are not readily available from alternative sources or when the Company provides products or services to Related Persons (as defined below) on an arm’s length basis on terms comparable to those provided to unrelated third parties or on terms comparable to those provided to employees generally. Therefore, the Company has adopted the procedures set forth below for the review, approval or ratification of Related Person Transactions.

### **Administration**

The Audit Committee of the Board (the “**Committee**”) has the primary responsibility for the administration of this policy with respect to Related Person Transactions. This policy has been approved by the Committee and adopted by the Board. The Committee will review this policy periodically and may recommend amendments to the Board of Directors for adoption. The Committee may also establish such other procedures as it deems necessary or appropriate to implement this policy.

### **Related Person Transactions**

For the purposes of this policy, a “Related Person Transaction” is a transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved will, or may be expected to, exceed \$120,000 and in which any Related Person had, has or will have a direct or indirect interest.

For purposes of this policy, a “Related Person” means:

- any person who is, or at any time since the beginning of the Company’s last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
- any person who is known to be the beneficial owner of more than 5% of any class of the Company’s voting securities;

- any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person sharing the household of such director, executive officer, nominee or more than 5% beneficial owner (other than as a tenant or employee) (collectively, “Immediate Family Members”); and
- any firm, corporation or other entity (whether for profit or not-for-profit) in which any of the foregoing persons is employed or serves as an executive officer or director, is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest or, with all other Related Persons in the aggregate, a 10% or greater beneficial ownership interest.

### **Identification of Related Persons**

The Company’s executive officers and directors are responsible for bringing Related Person Transactions in which they or their Immediate Family Members are involved to the attention of the Committee. The Committee shall also receive a report prepared by the General Counsel as to the existence of any other Related Person Transactions identified through the review of annual Director and Officer Questionnaires.

### **Approval Procedures**

All potential Related Person Transactions shall be submitted to the Committee for prior review. In the event that the Company becomes aware of a Related Person Transaction that has not been previously approved, it shall be promptly submitted to the Committee for review. The Committee shall consider all of the relevant and material facts and circumstances available to the Committee, including (if applicable) but not limited to: the benefits to the Company; the impact on a director’s independence in the event the Related Person is a director, an Immediate Family Member of a director or an entity in which a director is a partner, shareholder or executive officer; the availability of other sources for comparable products or services; the terms of the transaction; and whether the terms are comparable to the terms available to unrelated third parties or to employees generally. No member of the Committee shall participate in any review, consideration or approval of any Related Person Transaction with respect to which such member or any of his or her Immediate Family Members is the Related Person. After its review, the Committee will only approve or ratify Related Person Transactions that are (i) in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee determines in good faith, (ii) on terms comparable to those that could be obtained in arm’s length dealings with an unrelated third person and (iii) approved or ratified by a majority of the disinterested members of the Committee.

If a Related Person Transaction is ongoing or completed and it is disapproved by the Committee, the Committee shall evaluate the circumstances of the Related Person Transaction, taking into account the same factors described in the preceding paragraph, to determine (i) if

disciplinary action is appropriate, (ii) the impact on the independence of any director who has an interest in the Related Person Transaction, and (iii) if any exceptions to this policy or its procedures are appropriate.

### **Review of Ongoing Transactions**

If a Related Person Transaction will be ongoing, the Committee may establish guidelines or limits for Company's management to follow in its dealings with the Related Person. Thereafter, the Committee shall review and assess ongoing relationships with the Related Person, on at least an annual basis, to ensure that they are in compliance with this policy and that the Related Person Transaction remains appropriate.

### **Standing Pre-Approval for Certain Related Person Transactions**

The Committee has reviewed the types of Related Person Transactions described below and determined that each of the following Related Person Transactions shall be deemed to be preapproved by the Committee, even if the aggregate amount involved will exceed \$120,000.

1. ***Employment of executive officers.*** Any employment by the Company of an executive officer of the Company if:
  - a. the related compensation is required to be reported in the Company's proxy statement under Item 402 of the Securities and Exchange Commission's ("SEC's") compensation disclosure requirements (generally applicable to "named executive officers"); or
  - b. the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer", and the Company's Compensation Committee approved (or recommended that the Board approve) such compensation.
2. ***Director compensation.*** Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements, including payments made pursuant to consulting or similar agreements.
3. ***Certain transactions with other companies.*** Any transaction with another company at which a Related Person's (other than a director or 5% shareholder who is a natural person) only relationship is as (a) an employee (other than as an executive officer), (b) a beneficial owner of less than 10% of that company's outstanding equity, or (c) in the case of partnerships, a limited partner, if the aggregate amount involved does not exceed the greater of \$1 million or 2 percent of that company's total annual revenues.

4. ***Certain Company charitable contributions.*** Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than as an executive officer) or, if the Related Person serves as a director, trustee or executive officer, if the aggregate amount involved does not exceed the greater of \$1 million or 2 percent of the charitable organization's total annual receipts.
5. ***Transactions where all shareholders receive proportional benefits.*** Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (e.g. dividends).
6. ***Certain banking-related services.*** Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

### **Transactions to Which this Policy does not Apply**

Set forth below are certain transactions to which this policy does not apply.

1. ***Certain banking transactions.*** Subsidiaries of the Company may engage in lending transactions with Related Persons only to the extent allowed by applicable law, including Regulation O of the Board of Governors of the Federal Reserve System, Section 23A and 23B of the Federal Reserve Act and Section 13(k) of the Securities Exchange Act of 1934, as amended. So long as the loans are not deemed nonaccrual or past due, disclosure to the Committee is not necessary, provided that the loans to such Related Persons are made in the ordinary course of business, are made on substantially the same terms, including interest rates, collateral and repayment terms, as those prevailing at the time for comparable loans with non-related persons, and do not involve more than the normal collection risk or present other unfavorable features. Extensions of credit in compliance with Regulation O are presumed to be in compliance with this policy.
2. ***Certain other financial services.*** In addition to certain lending transactions, this policy does not apply to certain related services provided by the Company or any of its subsidiaries to Related Persons, including retail brokerage, deposit relationships, investment banking and other financial advisory services (such as depository, trust and estates, private banking, investment management, custodial, securities brokerage, insurance, cash management or similar services), in each case in the ordinary course of business and on substantially the same terms as those prevailing at the time for comparable transactions with non-related persons.
3. ***Prior Transactions.*** Transactions which occurred, or in the case of ongoing transactions, transactions which began, prior to August 15, 2016, the date of the initial adoption of this policy by the Board of Directors of the Company.

## Disclosure

All Related Person Transactions shall be disclosed in the Company's applicable filings if and to the extent required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules and regulations. The material features of this policy shall be disclosed in the Company's annual report on Form 10-K or in the Company's proxy statement, as required by applicable laws, rules and regulations.

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