

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name PINNACLE FINANCIAL PARTNERS, INC.		2 Issuer's employer identification number (EIN) 62-1812853	
3 Name of contact for additional information DANA SANDERS	4 Telephone No. of contact 615-743-6105	5 Email address of contact DANA.SANDERS@PNFP.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 150 3RD AVENUE SOUTH, SUITE 900		7 City, town, or post office, state, and Zip code of contact NASHVILLE, TN 37201	
8 Date of action JUNE 16, 2017		9 Classification and description COMMON STOCK	
10 CUSIP number 72346Q104	11 Serial number(s)	12 Ticker symbol PNFP	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ PINNACLE FINANCIAL PARTNERS, INC. ("PINNACLE") ACQUIRED BNC BANCORP ("BNC") THROUGH A MERGER TRANSACTION WHEREBY BLUE MERGER SUB, INC. ("MERGER SUB"), THE WHOLLY OWNED SUBSIDIARY OF PINNACLE, MERGED WITH AND INTO BNC (THE "MERGER") WITH BNC SURVIVING THE MERGER (THE "SURVIVING COMPANY"). IMMEDIATELY FOLLOWING THE MERGER AND AS PART OF A SINGLE INTEGRATED TRANSACTION, PINNACLE CAUSED THE SURVIVING COMPANY TO BE MERGED WITH AND INTO PINNACLE, WITH PINNACLE AS THE SURVIVING ENTITY (THE "SECOND STEP MERGER"). THE TRANSACTION IS INTENDED TO QUALIFY AS A TAX FREE REORGANIZATION. THE EFFECTIVE DATE OF THE ACTION IS JUNE 16, 2017. OUTSTANDING SHARES OF BNC COMMON STOCK WERE CONVERTED INTO THE RIGHT TO RECEIVE .5235 SHARES OF PINNACLE STOCK, \$1.00 PAR VALUE PER SHARE, WITH CASH PAID IN LIEU OF ISSUING FRACTIONAL SHARES.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE TRANSACTIONS ARE INTENDED TO QUALIFY AS A TAX-FREE REORGANIZATION UNDER IRC 368(A). THE AGGREGATE BASIS OF THE PINNACLE SHARES RECEIVED BY BNC SHAREHOLDERS IN THE MERGER (INCLUDING ANY FRACTIONAL SHARES DEEMED RECEIVED AND EXCHANGED FOR CASH) WILL GENERALLY BE EQUAL TO THE AGGREGATE BASIS IN THE BNC SHARES EXCHANGED INCREASED BY THE AMOUNT OF ANY GAIN RECOGNIZED ON SUCH EXCHANGE (BUT EXCLUDING ANY GAIN RESULTING FROM DEEMED RECEIPT AND REDEMPTION OF A FRACTIONAL SHARE OF PINNACLE COMMON STOCK, IN ACCORDANCE WITH IRC 358(A)). THE HOLDING PERIOD IN PINNACLE COMMON SHARES RECEIVED AS MERGER CONSIDERATION WILL INCLUDE THE HOLDING PERIOD OF THE BNC SHARES EXCHANGED THEREFOR.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE BASIS OF PINNACLE COMMON SHARES RECEIVED BY FORMER BNC SHAREHOLDERS, ONCE COMPUTED, MUST BE ALLOCATED TO INDIVIDUAL PINNACLE SHARES IN ACCORDANCE WITH TREAS. REG. 1.358-2. BECAUSE FEWER SHARES OF PINNACLE COMMON STOCK WERE RECEIVED THAN BNC SHARES SURRENDERED, THE BASIS OF THE BNC SHARES SURRENDERED MUST BE ALLOCATED TO THE SHARES OF PINNACLE COMMON STOCK RECEIVED IN A MANNER THAT REFLECTS, TO THE GREATEST EXTENT POSSIBLE, THAT A SHARE OF PINNACLE STOCK RECEIVED IS RECEIVED IN RESPECT OF BNC SHARES THAT WERE ACQUIRED ON THE SAME DATE AND AT THE SAME PRICE. TO THE EXTENT IT IS NOT POSSIBLE TO ALLOCATE BASIS IN THIS MANNER, THE BASIS OF THE BNC SHARES SURRENDERED MUST BE ALLOCATED TO THE SHARES OF PINNACLE STOCK RECEIVED IN A MANNER THAT MINIMIZES THE DISPARITY IN THE HOLDING PERIODS OF THE SURRENDERED BNC SHARES WHOSE BASIS IS ALLOCATED TO ANY PARTICULAR SHARE OF PINNACLE COMMON STOCK RECEIVED. THIS MAY RESULT IN THE PINNACLE STOCK RECEIVED HAVING A SPLIT BASIS AND SPLIT HOLDING PERIOD.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____

IRC SECTION 368 (A)

IRC SECTION 354

IRC SECTION 356

IRC SECTION 358

IRC SECTION 1221

18 Can any resulting loss be recognized? ▶ IN MOST SITUATIONS, LOSSES RESULTING FROM THIS TRANSACTION ARE NOT CURRENTLY RECOGNIZED AND ARE DEFERRED UNTIL THE ULTIMATE DISPOSITION OF THE PINNACLE COMMON SHARES RECEIVED IN THE TRANSACTION.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ THE ADJUSTMENT TO BASIS WOULD BE TAKEN INTO ACCOUNT IN THE TAXABLE YEAR OF THE SHAREHOLDER DURING WHICH THE MERGER OCCURRED (I.E. 2017 CALENDAR YEAR TAXPAYERS). FORMER BNC SHAREHOLDERS SHOULD DISCUSS THE MATTER WITH A PROFESSIONAL TAX ADVISER. THIS INFORMATION DOES NOT CONSTITUTE TAX ADVICE AND PROVIDES A DESCRIPTION OF COMMON TAX CONSEQUENCES BUT DOES NOT PURPORT TO DESCRIBE ALL TAX CONSEQUENCES THAT MAY APPLY TO ALL TYPES OF SHAREHOLDERS.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶ *Dana Sanders* Date ▶ 7-6-2017

Print your name ▶ Dana Sanders Title ▶ SVP Financial Reporting

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
MICHAEL GIAMMALVO	<u><i>Michael A. Giammalvo</i></u>	07/06/2017		P00096176
Firm's name ▶	Firm's EIN ▶		Firm's address ▶	
CROWE HORWATH LLP	35-0921680		720 COOL SPRINGS BLVD, STE 600, FRANKLIN, TN 37067	
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