

**RELIANT BANCORP, INC.**  
**COMPENSATION COMMITTEE CHARTER**

(approved by the Board of Directors on January 22, 2020)

**Purpose of the Compensation Committee**

The Board of Directors (the “**Board**”) of Reliant Bancorp, Inc. has established the Compensation Committee (the “**Committee**”) of the Board to assist the Board in:

- ensuring that the executives, key officers, and Board members of Reliant Bancorp, Inc. and its subsidiaries and affiliates (collectively, the “**Company**”) are compensated in a manner consistent with the Company’s compensation philosophy and strategy and in compliance with relevant regulations;
- reviewing and adopting human resources policies for the Company where required by regulation;
- providing oversight to ensure that the overall human resources, compensation, and benefits objectives of the Company are being met; and
- communicating relevant information on compensation-related topics and shareholder action items to the Company’s shareholders through public reporting.

The Committee conducts its oversight responsibilities separate and apart from any involvement in the Company’s day-to-day management of human resources, compensation, and benefits plans and programs, and management decisions related to such plans.

**Members of the Committee**

The Committee is comprised of at least three independent members of the Board.

An independent director may not be an officer or employee of the Company and may 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 a member of the Committee.

Each member of the Committee must (i) be an Independent Director within the meaning of the rules of The NASDAQ Stock Market, LLC ( “**NASDAQ**”) and the Securities and Exchange Commission (“**SEC**”); (ii) from and after the date required by NASDAQ Rule 5605(d)(6), not accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or a subsidiary of the Company; (iii) be a “non-employee director” within the meaning of SEC Rule 16b-3; and (iv) be an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended. For purposes of the foregoing, compensatory fees shall not include such fees and amounts that are permitted to be excluded by the rules of NASDAQ. In determining whether a director is eligible to serve on the Committee, the Board shall also consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

No Committee member may participate in any discussion with respect to, or vote on, any matter in which he or she is not independent. If there is any basis for believing a Committee member is not independent, the facts and circumstances should be reported to the Company’s legal counsel and 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.

The members of the Committee shall be nominated for membership on the Committee by the Nominating and Corporate Governance Committee and elected by the Board. Members of the Committee serve for such term as the Board may designate or until their earlier resignation or removal. Any member may resign his or her position as a member of the Committee upon notice given in writing or by electronic transmission to the Board Chair. A member may be removed from the Committee upon the majority vote of the Board. The Chair of the Committee will be nominated by the Nominating and Corporate Governance Committee and elected by the Board.

### **Responsibilities of the Committee**

In satisfying its overall responsibilities for overseeing achievement of the Company's compensation and benefits strategy, the Committee shall perform the following duties and any other duties assigned by the Board that are consistent with the Committee's purpose and charter:

- Establishing an overall compensation philosophy and strategy for the Company's executive officers and members of the Board and monitoring the degree to which the Company's overall compensation and benefits programs are consistent with this philosophy and strategy and supportive of the Company's business strategy and support for shareholder interests.
- Selecting independent compensation consultants and other advisors to advise and assist the Committee in performing its functions.
- Reviewing and adopting a strategy for executive succession, recruitment, and retention.
- Approving human resources policies specifically related to executive officers.
- Reviewing and approving the adoption and/or amendment of executive officer agreements relating to employment, non-competition, change of control, severance, or similar issues.
- Reviewing and approving the criteria and selection of community banking organizations to be used for peer analysis and comparisons of performance and compensation.
- Periodically conducting (or arranging for) and reviewing a comprehensive analysis of competitive market compensation and benefit levels and practices for executive officers in comparable banking organizations. Determining level of competitiveness and appropriate changes to align executive compensation levels with competitive market practices, the accountabilities, skills and experience of executive officers, and the overall performance of the Company.
- Administering an annual review of the chief executive officer(s)' performance and communicating results to the Board.
- Determining an appropriate salary for the chief executive officer(s) of the Company and Bank, reviewing the chief executive officer(s)' recommendations for salary levels for other executive officers, and recommending appropriate changes to the Board for approval.
- Administering the Management Incentive Plan on an annual basis, to include approving participants, potential incentive ranges by participant level, Company-wide performance objectives, weights, and performance ranges, and procedures and timetables for the Plan. Reviewing other incentive plans utilized by the Company to ensure their support for Company strategy and objectives and their appropriateness in terms of performance measures and potential incentive award levels and expense.

- Administering the shareholder-approved stock plan to include selecting participants; determining the type and number of awards; and establishing the terms for each award in accordance with the provisions of the plan. For grants to multiple recipients, reporting recommendations and grant terms to the Board for review and formal approval. Members of the Board voting on such Committee recommendations must meet the same standards as required of Committee members to qualify as independent, non-employee, and outside directors as defined by NASDAQ, SEC, and Internal Revenue Service regulations. Monitoring overall stock grant levels to ensure effective use of the plan's reserve and reasonable level of dilution to shareholders. Determining any changes to plan provisions as authorized under the provisions of the plan. Approving for submission to stockholders all new equity-related incentive plans, and material amendments thereto, required to be approved by the shareholders under applicable listing requirements of NASDAQ or any national stock exchange on which the Company's securities are then listed.
- Reviewing the overall effectiveness and compliance of the Company's employee benefit plans. Reviewing and approving tax qualified, non-discriminatory employee benefit plans and non-qualified benefit and deferred compensation plans in accordance with applicable regulations.
- To the extent required by the SEC based on the Company's filing status, reviewing and discussing with management the Compensation Discussion and Analysis (CD&A) included in the Company's proxy statement and/or annual report on Form 10-K, and preparing or guiding the preparation of a related Compensation Committee Report disclosing this review and discussion and whether, based thereon, the Committee recommended that the Compensation Discussion and Analysis be included in the proxy statement and/or annual report.
- On an annual basis, reviewing the analysis and report on the Company's investment in Bank-Owned Life Insurance as prepared by outside advisors in compliance with regulatory requirements.
- At least annually, reviewing the results of a compensation risk assessment as required by the SEC and other regulatory agencies. Review involves discussing, reviewing and evaluating with the senior risk officer, senior executive officer compensation plans and the employee compensation plans with respect to the risks these plans pose to the Company, so as to (i) identify features in any senior executive officer compensation plan or employee compensation plans that pose imprudent risks to the Company and limit those features to ensure the Company is not unnecessarily exposed to risk, and (ii) identify any features of any employee compensation plan that could encourage manipulation of the reported earnings of the Company to enhance an employee's compensation and limit these features. Providing all required certifications of its risk reviews and all required narrative disclosure of such reviews in the Company's proxy statement.
- Periodically reviewing the compensation program and levels for non-management members of the Board with respect to Board and committee service. Recommending changes to the Board for approval and implementation as appropriate to maintain the competitiveness of Board member compensation.
- To the extent required by the SEC based on the Company's filing status, reviewing and approving proposals and materials regarding Say on Pay and the frequency of Say on Pay voting by shareholders required by Section 14A of the Securities Exchange Act of 1934 for inclusion in the Company's proxy statement. Recommending to the Board for approval the frequency of Say on Pay Votes, taking into account most recent shareholder votes on frequency. Giving consideration to shareholder Say on Pay voting results in making decisions and recommendations regarding executive compensation plans and practices.

- Reviewing and reassessing the adequacy of this charter on at least an annual basis and recommending any changes thereto to the Board.

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

### **Meetings**

The chair of the Committee schedules and conducts no less than one meeting during the calendar year as the chair deems necessary to effectively perform the Committee's functions. In a typical year, the Committee meets four times. The chair may require specially called meetings, as deemed necessary. The chair of the Committee will preside at each meeting of the Committee and shall set the agenda of items to be addressed at each meeting. The Committee shall meet in executive session when assessing the performance and compensation of the chief executive officer(s) and at such other times as the chair or the Committee may determine.

### **Subcommittees**

The Committee may, by resolution passed by a majority of the Committee, designate one or more subcommittees, each subcommittee to consist of one or more of the members of the Committee. The Committee may delegate such authority to a subcommittee as the Committee deems appropriate.

### **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. The Committee will make regular reports to the Board with respect to the compensation of all executive officers, including incentive-compensation plans and equity-based plans, and as required by law, regulations or applicable stock exchange regulations. Reports of significant matters presented at meetings of the Committee will be given by the chair of the Committee to the Board on an as needed basis.

### **Committee Report on Executive Compensation**

The Committee shall prepare a report regarding executive compensation for inclusion in the Company's proxy statement or annual report as required by, and in accordance with, applicable rules and regulations.

### **Assistance from Others**

The Committee shall have the responsibility and authority, in its sole discretion, to retain, or obtain advice from, external advisers, legal counsel and compensation consultants, to the extent determined appropriate by the Committee, to facilitate the performance of the functions of the Committee and shall be directly responsible for the appointment, compensation and oversight of the work of any such counsel, adviser or consultant. All external advisors engaged by the Committee shall report directly to the members of the Committee. Specifically, the Committee shall have the sole authority to retain, obtain advice from, and terminate any compensation consultant to be used to assist in the evaluation of director, chief executive officer or senior executive compensation and shall have the sole authority to approve the consultant's fees and other retention terms. The Committee has the same authority to retain, obtain advice from and terminate other experts to advise or assist it, including legal counsel, accountants, financial analysts or other compensation advisers. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such consultants, counsel and advisers. The Committee may select or receive advice from any consultant, legal counsel or adviser that it prefers, including consultants,

legal counsel or advisers that are not independent; provided, however, that prior to selecting or receiving advice from any such consultant, legal counsel or adviser (other than in-house legal counsel), and annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under the rules of NASDAQ or the SEC): (i) the provision of other services to the Company by the person that employs any such consultant, legal counsel or adviser; (ii) the amount of fees received from the Company by the person that employs any such consultant, legal counsel or adviser, as a percentage of the total revenue of the person that employs any such consultant, legal counsel or adviser; (iii) the policies and procedures of the person that employs any such consultant, legal counsel or adviser that are designed to prevent conflicts of interest; (iv) any business or personal relationship of any such consultant, legal counsel or adviser with a member of the Committee; (v) any stock of the Company owned by any such consultant, legal counsel or adviser; and (vi) any business or personal relationship of any such consultant, legal counsel or adviser or the person employing any such consultant, legal counsel or adviser with an executive officer of the Company. The Committee need not conduct the foregoing assessment for any such consultant, legal counsel or adviser acting in a role limited to those activities for which such assessment is not required under the rules of NASDAQ.

The Committee may also request reports from the chief executive officer, the chief financial officer, the director of human resources or any other officer of the Company.

### **Performance Evaluation**

Each year, the Committee 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.