

RELIANT BANCORP, INC.
CORPORATE GOVERNANCE GUIDELINES

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

The Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Reliant Bancorp, Inc. (the “*Company*”) has established these Corporate Governance Guidelines to provide guidance with respect to the Board’s responsibilities and good corporate governance principles. These guidelines are intended to reflect the Board’s commitment to monitor the effectiveness of policy and decision making at the Board and management levels, with a view to enhancing shareholder value over the long term.

DIRECTOR QUALIFICATIONS

The Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of new Board members as well as the composition of the Board as a whole. This assessment will include members’ qualification as independent, as well as consideration of diversity, age, skills, and experience in the context of the needs of the Board.

Directors are expected to submit a letter of resignation when they experience a change in employment or file for bankruptcy protection. The Committee will review the appropriateness of continued Board membership where a director experiences a change in employment or files for bankruptcy protection.

Directors must notify the chairman of the Board and the chairman of the Committee in advance of accepting an invitation to serve on another company’s board of directors. The Committee may consider whether such service may negatively affect the director’s ability to serve on the Board. Generally, inside directors and non-employee directors who also serve as chief executive officer of a public company should not serve on more than two other public company boards of directors. All other directors should not serve on more than three other public company boards of directors.

No director who fails to attend at least 75% of the meetings of the Board and Board committees on which such director served during the year prior to the year in which his or her term expires may be re-nominated, unless the Committee determines that such director had a valid reason for not attending the stated percentage of such meetings.

In order to attract qualified director candidates, the Company may purchase and maintain directors’ and officers’ liability insurance and may indemnify and advance expenses to, and otherwise provide exculpation to, directors to the fullest extent permitted by applicable law, rules, and regulations and the Company’s charter and bylaws.

DIRECTOR NOMINATION

Nominees for director will be recommended to the Board by the Committee in accordance with the policies and principles in the Committee’s charter. The Board will determine whether nominees recommended by the Committee will be amongst the Board’s nominees for director in the proxy statement for the annual meeting of Company shareholders and, between annual meetings, will elect or appoint new directors, upon recommendation by the Committee, to fill vacancies on the Board.

MAJORITY VOTING FOR DIRECTORS

In an uncontested election of directors (i.e., an election where the only nominees are those recommended by the Board), any nominee for director who receives a greater number of votes “against” his or her election than votes “for” his or her election will promptly tender his or her resignation to the chairman of the Board following the shareholders’ meeting at which such election is held.

The Committee will promptly consider the resignation submitted by a director receiving a greater number of votes “against” his or her election than votes “for” his or her election, and the Committee will recommend to the Board whether to accept the tendered resignation or reject it. In considering whether to accept or reject the tendered resignation, the Committee will consider factors deemed relevant by the members of the Committee, including without limitation the stated reasons why shareholders voted “against” the election of such director, the length of service and qualifications of the director whose resignation has been tendered, and the director’s contributions to the Company.

The Board will act on the Committee’s recommendation no later than 90 days following the date of the shareholders’ meeting at which the election occurred. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors the Board believes to be relevant. Following the Board’s decision on the Committee’s recommendation, the Company will promptly publicly disclose the Board’s decision whether to accept the resignation as tendered (providing a full explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the tendered resignation) in a Current Report on Form 8-K filed with the Securities and Exchange Commission.

To the extent that one or more directors’ resignations are accepted by the Board, the Committee will recommend to the Board whether to fill such vacancy or vacancies or to reduce the size of the Board.

Any director who tenders his or her resignation pursuant to this provision will not participate in the Committee recommendation or Board consideration regarding whether or not to accept the tendered resignation. If a majority of the members of the Committee received a greater number of votes “against” their election than votes “for” their election at the same election, then the independent directors who are on the Board who did not receive a greater number of votes “against” their election than votes “for” their election (or who were not standing for election) will appoint a Board committee amongst themselves solely for the purpose of considering the tendered resignations and will recommend to the Board whether to accept them or reject them. This Board committee may, but need not, consist of all of the independent directors who did not receive a greater number of votes “against” their election than votes “for” their election or who were not standing for election.

This Corporate Governance Guidelines will be summarized or included in each proxy statement relating to an election of directors of the Company.

BOARD COMPOSITION

The Board will have a majority of directors who meet the criteria for independence set forth in the rules of The Nasdaq Stock Market LLC (“*Nasdaq*”).

The Company’s bylaws establish a range of five to 25 Board members. The Board believes that nine to 15 members is currently the optimal size to permit diversity of experience without hindering effective discussion or diminishing individual accountability. Pursuant to the Company’s bylaws, the number of directors may be fixed or changed by the Board from time to time within the stated range. The Committee shall recommend whether to increase the size of the Board or whether, in the event of a vacancy for any

reason, to fill such vacancy or to reduce the size of the Board. A change in the range of number of directors requires the approval of the shareholders of the Company. Any change in the range of number of directors will be reflected in the Company's bylaws.

TERM LIMITS

The Board does not believe it should establish term limits. Term limits result in the loss of accumulated knowledge particular to the Company and its business. Additionally, term limits may result in the loss of the most qualified Board members. As an alternative to term limits, the Committee will review each director's qualifications and performance on the Board each year in connection with determining Board composition and/or whether to re-nominate directors.

MANDATORY RETIREMENT AGE FOR DIRECTORS

An individual may not be appointed or nominated or re-nominated for election to the Board if such individual would be age 75 or older at the time of his or her appointment or election to the Board. This age limitation should not be construed to imply that the Board believes a director should expect to be re-nominated until he or she reaches this age.

DIRECTOR RESPONSIBILITIES

The basic responsibility of Company directors is to oversee the business and affairs of the Company. In the performance of their duties, directors will exercise their business judgment to act in what they reasonably believe to be the best interest of the Company and its shareholders. Directors may seek information, advice or opinions from the Company's officers and employees and from other advisers, consultants and experts and may rely in good faith upon information, advice or opinions provided by such persons.

Directors shall attend at least one continuing education program every three years in order to enhance skills and stay abreast of important corporate governance issues. It is generally the duty of management (i.e., the chief executive officer of the Company or his or her designee) to speak for the Company. Absent unusual circumstances or as contemplated by the committee charters, Board members should communicate with third parties only at the request of the Company's chief executive officer.

MEETINGS

Directors should seek to attend all Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to properly discharge their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting and directors should review these materials in advance of the meeting.

The Company's chief executive officer will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of items on the agenda. Each Board member is free at any Board meeting to raise subjects that are not on the agenda for that meeting. The Board will review the Company's long-term strategic plans and the principal issues that the Company will face in the future during at least one Board meeting each year, generally in a two-day retreat with the senior executives of the Company.

INDEPENDENT DIRECTOR MEETINGS

The independent directors will meet as a group at least twice annually in executive session. The director who presides at these meetings shall be referred to as the “Lead Independent Director” and shall be chosen annually by the independent directors. The Lead Independent Director shall be denoted in the Company’s annual meeting proxy statement.

BOARD COMMITTEES

In addition to the Committee, the Board will at all times have an audit committee (the “*Audit Committee*”) and a human resources and compensation committee (the “*HR/Compensation Committee*”). All of the members of these committees will be independent directors under the criteria established by Nasdaq and applicable law. Committee members will be appointed by the Board upon recommendation by the Committee. Consideration should be given to rotating committee members periodically, but rotation is not mandated as a policy.

Each committee will have its own written charter that has been approved by the Board. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The chairman of each committee, in consultation with the committee members, will determine the frequency of committee meetings consistent with any requirements set forth in the committee’s charter. The chairman of each committee, in consultation with the appropriate members of the committee and Company management, will develop the committee’s agenda. At the beginning of the year, each committee will establish a schedule of agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board and each committee have the power to hire and compensate independent legal, financial or other advisors, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance.

The Board may, from time to time, establish or maintain such additional committees as the Board deems necessary or appropriate, including without limitation an investor relations committee and a community affairs committee.

AUDIT COMMITTEE RESPONSIBILITIES AND QUALIFICATIONS

In general, the Audit Committee will oversee auditing and financial reporting matters. The Audit Committee also has the responsibilities set forth in the Audit Committee charter or otherwise required by law, rule, regulation or the requirements of Nasdaq and shall produce an annual report of the Audit Committee for inclusion in the Company’s annual meeting proxy statement. The Audit Committee shall have responsibility for appointing, dismissing, overseeing and determining the compensation of the Company’s external auditors. The Audit Committee will assist the Board in monitoring (1) the integrity of the financial statements of the Company, (2) the Company’s compliance with legal and regulatory requirements and other requirements imposed on the Company by the Board, and (3) the performance of the Company’s internal audit function and independent auditors.

Each Audit Committee member must meet the enhanced independence requirements imposed by federal law and Nasdaq. Each Audit Committee member must also be financially literate, and at least one member must possess certain accounting or financial expertise as set forth in the as defined in the rules

and regulations promulgated under the Securities and Exchange Act of 1934, as amended. The chairman of the Audit Committee must have an accounting background and financial management expertise.

HUMAN RESOURCES AND COMPENSATION COMMITTEE RESPONSIBILITIES AND QUALIFICATIONS

The HR/Compensation Committee has the responsibilities set forth in the HR/Compensation Committee charter. The HR/Compensation Committee will assist the Board in (1) approving the compensation of directors and officers, (2) establishing strategies and compensation policies and programs to provide incentives for delivery of value to the Company's shareholders, (3) establishing policies to hire and retain senior executives, with the objecting of aligning the compensation of senior management with the business of the Company and the interests of the Company's shareholders, (4) ensuring that the compensation policies of the Company meet or exceed all legal and regulatory requirements and any other requirements imposed on the Company by the Board, and (5) producing an annual report on executive compensation for inclusion in the Company's annual meeting proxy statement.

Each member of the HR/Compensation Committee must meet the independence requirements imposed by Nasdaq.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE RESPONSIBILITIES AND QUALIFICATIONS

The Committee has the responsibilities set forth in the Committee charter. The Committee will assist the Board in nominating directors for membership on the Board and its committees and in developing, reviewing, and recommending corporate governance guidelines and procedures.

Additionally, the Committee will (1) identify individuals qualified to become Board members, (2) recommend to the Board director nominees to stand for election at the annual meeting of the Company's shareholders, and (3) develop and recommend to the Board corporate governance principles applicable to the Company.

DIRECTOR ACCESS TO OFFICERS AND EMPLOYEES

To the extent appropriate for the discharge of their oversight function, directors may have full and free access to officers and employees of the Company. Directors will use their judgment to ensure that any such access is not disruptive to the business operations of the Company and will copy the Company's chief executive officer on any written communications between a director and an officer or employee of the Company, unless the circumstances would render copying the chief executive officer inappropriate. All information provided by the Company or Company personnel to a director should be considered confidential, unless it has been publicly disclosed by the Company, and may not be disclosed by the director without the prior consent of the Company.

Executive officers of the Company are encouraged to regularly attend Board meetings. If the chief executive officer of the Company wishes to have additional Company personnel attend on a regular basis, this suggestion should be brought to the Board for approval.

DIRECTOR COMPENSATION

The Company may compensate members of the Audit Committee only for services rendered as a member of the Board or as a Board committee member.

Compensation for directors should be competitive with that of similarly situated companies. The form and amount of director compensation will be determined by the HR/Compensation Committee in accordance with the policies and principles set forth in its charter, and the HR/Compensation Committee will conduct an annual review of director compensation. The HR/Compensation Committee is entitled to take into consideration that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if the Company makes substantial charitable contributions to organizations with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

The HR/Compensation Committee will review the form and amounts of director compensation annually to ensure its competitiveness with other companies and its effectiveness in attracting qualified Board members.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

All new directors must participate in the Company's director orientation program, which should be conducted within two months of the election or appointment of a new director. This orientation will include presentations by senior management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its code of conduct, its principal officers and its internal and independent auditors. Directors are expected to attend at least one developmental seminar every three years and meet any applicable requirements for continuing education mandated by Nasdaq.

CHIEF EXECUTIVE OFFICER EVALUATION AND MANAGEMENT SUCCESSION

The HR/Compensation Committee will conduct an annual review of the Company's chief executive officer's performance, as set forth in its charter, and communicate the results of this review to the Board. The HR/Compensation Committee will consider, among other things, the goals set for the chief executive officer and their achievement. The Board will review the HR/Compensation Committee's report in order to ensure that the chief executive officer is providing the best leadership for the Company in the long- and short-term.

The HR/Compensation Committee should make an annual report to the Board on succession planning. The chief executive officer should, at all times, make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

ANNUAL PERFORMANCE EVALUATION

The Board will conduct an annual self-evaluation to determine whether it and its committees are effective. The Committee will receive comments from all directors submitted to legal counsel to the Committee and will report annually to the Board with an assessment of the Board's performance. This will be discussed with the full Board annually. The assessment will focus on the Board's contribution to the Company and specifically focus on areas in which the Board or management believes that the Board could improve.

MAINTENANCE OF GUIDELINES

The Committee will review these *Corporate Governance Guidelines* annually and recommend changes to the Board. The Board will determine the changes, if any, to be made to these *Corporate Governance Guidelines* based upon the Committee's recommendations. In the case of any conflict between these *Corporate Governance Guidelines* and the Company's charter, the Company's bylaws, or the committee

charter of any Board committee, the charter, bylaws, or committee charter, as the case may be, shall be controlling.

PUBLICATION OF CORPORATE GOVERNANCE MATTERS

The Company publishes on its web site (1) these *Corporate Governance Guidelines*, (2) the *Audit Committee Charter*, (3) the *Human Resources and Compensation Committee Charter*, (4) the *Nominating and Corporate Governance Committee Charter* and (5) the *Code of Ethics and Business Conduct*. In addition, these documents are available to any shareholder of the Company who makes a request to the Secretary of the Company.

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