

RELIANT BANCORP, INC.
CHARTER OF THE AUDIT COMMITTEE

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

GENERAL; MEMBERSHIP

The Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of Reliant Bancorp, Inc. shall consist of at least three directors, all of whom shall be independent. At least a majority of the members of the Committee shall also be members of the audit committee of Reliant Bank. As used herein, the term “Company” shall mean Reliant Bancorp, Inc., together with its subsidiaries, including Reliant Bank.

Members of the Committee shall not receive any compensation from the Company except for their Board or Committee service. Members of the Committee shall also satisfy the requirements for independence established by the NASDAQ Stock Market LLC, on which the Company’s stock is traded and as required by the rules and regulations of the Securities and Exchange Commission (the “SEC”). No member of the Committee shall have participated in the preparation of the financial statements of the Company or any current subsidiary of the Company at any time during the past three years. Each member shall be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement, and the cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee shall be qualified to be an “audit committee financial expert” as defined by the rules and regulations of the SEC. Company management and internal and external independent auditors may attend each meeting or portions thereof as required by the Committee. Outside counsel and other consultants and/or advisors may attend meetings at the invitation of the Committee. The Committee shall be authorized, if it determines such action to be appropriate, to retain, at the Company’s expense, independent counsel or other consultants and/or advisors. The Committee will have a minimum of four meetings each year (at least once per quarter) and will have special meetings if and when required. The Committee shall engage such independent counsel and other advisors as it deems necessary to carry out its duties.

The members of the Committee shall be appointed by the Board for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

COMMITTEE PURPOSE AND RESPONSIBILITIES

The purpose of the Committee is to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements. The Committee’s role is one of oversight while the Company’s management is responsible for the adequacy of the Company’s systems of internal accounting controls and procedures and for preparing the Company’s financial statements. The Committee shall oversee the accounting and financial reporting processes of the Company and the audits of the Company’s financial statements. The external independent auditors are responsible for auditing those financial statements. The Committee does not provide any expert or special assurance with respect to the Company’s financial statements or any professional certification with respect to the independent auditors’ work. The following functions shall be the key responsibilities of the Committee in carrying out its oversight function:

1. The committee shall ensure that the affairs and practices of the Company, its affiliates, and its subsidiaries are subject to proper, effective, and continuing internal and external independent audits and control procedures.
2. The Committee shall annually approve, subject to ratification by the Company's shareholders, the appointment, retention, compensation and oversight of the work of the external, independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attestation services for the Company. The independent auditor shall report directly to the Committee. In addition, the Committee will:
 - a. Periodically evaluate the qualifications and experience of the independent auditing team, evaluating the audit scope, staffing levels and quality control procedures of the external independent auditors.
 - b. Ensure that the annual, external audit will be prepared in accordance with the standards of the Public Company Accounting Oversight Board (the "PCAOB") and that the Company's financial statements are prepared in accordance with Generally Accepted Accounting Principles.
 - c. Communicate to the external auditor any information of which the Committee is aware that is relevant to the audit, including, but not limited to, violations or possible violations of laws or regulations, and significant transactions that are outside the normal course of business for the Company or that are otherwise unusual because of their timing, size, or nature.
 - d. Review and discuss with management and the external independent auditors the annual audited and quarterly unaudited financial statements, including the Company's disclosures under "Management's Discussion and Analysis of the Financial Condition and Results of Operations."
 - e. Receive timely reports from the external independent auditor concerning the Company's critical accounting policies and practices, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, the ramifications of alternative disclosures and treatments and the treatment preferred by the external independent auditor, and all other material, written communications between the external independent auditor and the Company's management and resolve any disagreements between management and the external independent auditors.
 - f. Review and discuss annually with the external independent auditors the matters required to be discussed by PCAOB AS 1301, *Communications with Audit Committees*, and AS 1305, *Communications About Control Deficiencies in an Audit of Financial Statements*, as amended or supplemented, and following such review, reach a determination to recommend to the full Board that such audited financial statements be included in the annual report filed with the SEC.
 - g. Approve in advance the retention of the independent auditor for any non-audit service and the fee for such service and consider whether the auditors' provision of permissible non-audit services is compatible with the auditors' independence.
 - h. Review and discuss with management the Company's earnings press release, including the use of *pro forma* or adjusted non-GAAP information.
 - i. Confirm the independence of the independent auditors and obtain a formal written statement delineating all relationships between the independent auditors and the Company, consistent with the PCAOB's applicable requirements, including all non-audit services and fees. The Committee will also discuss with the independent auditors any relationship or service that would impact the auditors' objectivity and independence and

will recommend that the Board take appropriate action in response to the auditors' statement to ensure the independence of the independent auditors.

3. The Committee shall determine whether to retain a third-party accounting firm (which shall not be the independent external auditor) to provide all or a portion of the internal audit function and the terms and conditions, including fees, for any such engagement. The Committee will annually approve the selection, evaluation, compensation and audit plan of the internal audit provider or staff. In determining the annual audit plan of the internal auditor, the Committee may consider information provided by banking regulators, internal auditors, prior internal audit reports, etc. The internal audit plan should consider those heightened risks identified by the Company's enterprise-wide risk management processes. Such consideration should be documented in the Committee's minutes, as considered necessary. The Committee will determine that the internal audit provider or staff has:
 - a. Examined and evaluated the effectiveness of the system of internal control over financial reporting and the quality of performance in carrying out assigned responsibilities in the organization.
 - b. Reviewed the reliability and integrity of financial and operating information used and reported.
 - c. Examined compliance with regulations, laws, policies and sound banking practices and the internal systems in place to assure ongoing compliance and report violations or internal system deficiencies and recommended improvements.
 - d. Periodically reported the results of their procedures to the Committee.

In addition, the Committee will be guided by the 2003 *Interagency Policy Statement on the Internal Audit Function and Its Outsourcing* and the *Supplemental Policy Statement on the Internal Audit Function and Its Outsourcing* adopted by the Federal Reserve Board of Governors on January 23, 2013 ("Supplementary Policy Statement"). In addition, the Committee will, to the extent required by law, conform the Company's internal audit program to BCC 13-6, adopted May 2, 2013, by the Basel Coordination Committee – *Guidance for Internal Audit under the Advanced Approaches Rule*.

The chief executive officer shall appoint a member of the management team to serve as the chief audit executive (the "CAE") or internal audit manager. Regulatory guidance requires that the CAE may have no responsibility for operating the system of internal control. The CAE reports functionally to the Committee and administratively to the chief executive officer in accordance with best practices and the Supplementary Policy Statement cited above. The CAE will be ultimately accountable to the Committee. The CAE will be responsible for ensuring the Company's internal audit policies described herein conform to the Supplementary Policy Statement and are carried out effectively.

The objectives and scope of the internal audit function are to help the institution comply with its fiduciary responsibility in protecting the assets of the Bank for its customers and shareholders. This policy is designed to comply with regulatory guidelines to provide an adequate audit function to aid in the timely detection of and the prevention of errors and irregularities that may result from an inadequate internal control structure.

It is the internal audit function's responsibility to evaluate the effectiveness of the Company's risk management, internal controls, and governance processes.

The Company's internal audit procedures will often be carried out through outsourced engagements with accounting and other technical firms with appropriate expertise. Any such engagements should be approved by the audit committee and to the extent practical, included in the company's annual internal audit plan. In instances where events and circumstances warrant additional procedures to be performed not contemplated by the annual plan, such services, if material, should be approved by the Company's Audit Committee.

4. The Committee shall ensure that the internal and external audit staffs, as well as the internal and external loan review provider or staff, have appropriate and direct access to the Committee and periodically meet with the Committee in executive session as appropriate.
5. The Committee shall also have direct oversight responsibility for the following areas and shall ensure that staff and external consultants, reviewers, and advisors responsible for these functions have appropriate and direct access to the Committee and periodically meet with the Committee in executive session as appropriate:
 - a. Information technology;
 - b. Bank Secrecy Act and Anti-Money Laundering compliance;
 - c. Public reporting;
 - d. Enterprise risk management; and
 - e. Regulatory (consumer and safety and soundness) compliance.
6. The Committee shall establish policies for the Company's hiring of employees or former employees of the external independent auditor who were engaged on the Company's account. Generally, the Committee should pre-approve the hiring of such employees and confirm with the external independent auditor that the nature and scope of the hired employee's responsibilities would not compromise such auditor's independence.
7. The Committee shall inquire of Company management and the independent auditors regarding the appropriateness and quality of accounting principles followed by the Company, changes in accounting principles and their impact on the financial statements, and the effect of regulatory and accounting initiatives, as well as any off-balance sheet items on the Company's financial statements.
8. The Committee shall receive reports quarterly from the principal executive and financial officers of the Company regarding:
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize, and report financial information;
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting; and
 - c. Whether there were changes in the Company's internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.
9. The Committee shall establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters. *See* the Company's Code of Ethics and Business Conduct.

10. The Committee shall review quarterly, prior to its filing with the SEC, the Company's Quarterly Reports on Form 10-Q and Annual Report on Form 10-K. Additionally, the Committee shall review a report from the Company's chief executive officer and chief financial officer concerning their certifications filed with such reports.
11. The Committee shall review and approve all related party transactions to the extent required under the qualification standards of any national exchange on which the Company's stock is listed.
12. Concerning members of the Company's Board and any executive officer, the Committee shall review any violations and any waivers (as approved by the Company's Board) to the Company's Code of Ethics and Business Conduct.
13. The Committee shall receive information on the adequacy of the Company's compliance with established policies, regulations, and controls.
14. The Committee shall receive regular reports on management's progress in addressing any problems or issues identified in all audit and regulatory examination reports.
15. The Committee shall evaluate and make recommendations to the Board with respect to transactions with directors, officers and principal shareholders of the Company and their related interests, particularly with respect to any potential conflicts of interest and compliance with governing laws and regulations.
16. The Committee shall review any recommendations or findings of the Board or any other Board or management committees with a heightened sense of awareness to those matters that have an impact on the financial statements and the internal control over financial reporting of the Company. At a minimum, the following items should be reviewed on a periodic basis:
 - a. The quarterly internal and external loan review audit schedules, summaries of audit findings, and allowance for loan and lease losses analyses;
 - b. The quarterly compliance monitoring schedule, summary of findings, violations of compliance laws, regulations and statements of regulatory guidance, and corrective actions taken or to be taken;
 - c. Any violations of the Company's Code of Ethics and Business Conduct by any directors, officers or employees having an impact on, or being reasonably related to, the Company's internal control over financial reporting;
 - d. Any violations of the Bank Secrecy Act and anti-money laundering laws and regulations and corrective actions taken or to be taken.
17. The Committee shall review, to the extent considered necessary and unless otherwise addressed by the full Board or another committee thereof, all regulatory examination reports and determine whether adequate corrective actions are being taken to correct any deficiencies, violations or weaknesses noted in the reports.
18. The Committee shall receive summary reports concerning all significant litigation involving the Company and any of its subsidiaries from the Company's legal counsel.
19. The Committee shall prepare the report required by the rules and regulations of the SEC for inclusion in the Company's proxy statement disclosing that the Committee has reviewed and discussed the audited financial statements with management and discussed certain other matters

with the independent auditors. The report shall state whether, based upon these discussions, the Committee recommended to the Board that the audited financial statements be included in the Company's annual report.

20. The Committee shall review and assess the adequacy of the Committee's charter annually. If any revisions therein are deemed necessary or appropriate, the Committee shall submit the same to the Board for its consideration and approval.
21. The Committee shall review and assess the effectiveness of the Committee's performance annually. The Committee shall address any improvement opportunities in a formal and timely manner and present such to the Board for its consideration and approval.
22. The Committee shall review this Charter annually and recommend to the Board any amendments or modifications the Committee deems appropriate.
23. The Committee may form and delegate authority to subcommittees consisting of one or more members of the Committee when appropriate, including the authority to grant pre-approvals of audit and permissible non-audit services, provided that such decisions to grant pre-approvals shall be presented to the full Committee at its next scheduled meeting.
24. The Committee shall have full and complete authority to act for and on behalf of the Company's subsidiaries in the exercise of the Committee's responsibilities pursuant to authority granted to the Committee by the boards of directors of the Company and such subsidiaries. In furtherance of such responsibilities, the Committee has a duty to seek to preserve the safety and soundness of the Company's subsidiaries to exercise its oversight of the subsidiaries' audit committees with the understanding that the bank subsidiaries' interests are not to be subordinated to the interests of the Company in a way as to jeopardize the safety and soundness of the bank subsidiaries.