

# FB FINANCIAL CORPORATION

## RISK COMMITTEE CHARTER

### Purpose

The Risk Committee (the “**Committee**”) of FB Financial Corporation (the “**Company**”) is appointed by the board of directors (the “**Board**”) to assist the Board in its oversight of the Company’s risk management system. The Committee is responsible for approving and periodically reviewing the Company’s risk management framework and risk management policies and overseeing management’s implementation of the Company’s risk management framework and significant risk policies.

Discharging the duties of risk oversight requires, among other things, that the members of the Committee: (i) understand, communicate and monitor the Company’s risk appetite and risk profile; (ii) stay abreast of regulatory requirements and industry standards related to risk management; (iii) provide input to management on risk appetite, risk profile and regulatory requirements; and (iv) oversee the effectiveness of the Company’s risk management framework and governance of risk.

The Company categorizes its risks for management purposes as follows: credit, interest rate, liquidity, price, operational, cyber/information security, third-party management, compliance, strategic and reputation. The Committee monitors credit risk in global risk picture of the Company while the Credit Risk Committee has primary responsibility for the oversight of credit risk. While the Committee oversees the Company’s risk functions, management is ultimately responsible for identification of, planning for, responding to, and escalating the Company’s material risks.

### Committee Membership

Based on recommendations of the Nominating and Corporate Governance Committee, Committee members are appointed annually by the Board and may be replaced by the Board. The Board shall designate the chair of the Committee. The Committee shall have at least three independent members.

### Meetings

The Committee shall meet at least quarterly or more frequently as needed, and fully document and maintain records of its proceedings, including risk management decisions. A majority of Committee members must be in attendance to hold a meeting. A secretary will be designated by the Committee to take minutes and retain information. The Committee meetings may be attended by any officer or employee of the Company, the Company’s outside counsel, independent auditor or other advisors as the Committee deems appropriate. The Committee may meet in executive session without members of management in attendance as often as deemed appropriate. In addition, independent members of the Committee may meet in executive session without members of management and non-independent directors in

attendance as often as deemed appropriate. The chair of the Committee shall have the sole authority to call the Committee into executive session, provided that any member of the Committee may request that the chair call an executive session, subject to the chair's discretion.

### **Committee Authority and Responsibilities**

1. The Committee may establish one or more subcommittees under its authority and at its discretion.
2. The Committee will approve the Company's risk management framework, periodically review, and evaluate the adequacy and effectiveness of such framework and will approve any and all significant changes, additions, or deletions to the Company's risk management framework.
3. The Committee will annually approve a statement or statements defining the Company's risk appetite, monitor the Company's risk profile at least quarterly and provide input to management regarding the Company's risk appetite and risk profile.
4. The Committee will oversee management's implementation and management of, and conformance with, the Company's significant risk management related policies, as determined by the Company from time to time including periodic reporting from the Risk Management Committee.
5. The Committee will receive from members of management periodic reports on, and reviews of, the Company's risk management framework and risk management programs and their results. Risk reports from the Chief Risk Officer must be received and reviewed on not less than a quarterly basis. The subject of such periodic reports will include the results of assessment of the risk categories defined by the Company.
6. The Committee will also review the quarterly reports and risk assessments as necessary from the Company's assurance providers to include Internal Audit, Credit Review, and any other audits of the Company's risk management activities, including information from reports from the applicable regulatory agencies.
7. The Committee will discuss with management, including the Chief Risk Officer, the Company's major risk exposures and review the steps management has taken to identify, monitor and control such exposures.
8. The Committee will review the independence, authority and adequacy of the risk management function and ensure that the senior-level risk management officers, including the Chief Risk Officer, have sufficient stature, authority and seniority, and resources to carry out such officers' responsibilities. Additionally, the Committee will meet with the Chief Risk Officer in executive session at least annually.
9. On at least an annual basis, the Committee will coordinate and share information with, or receive information from, or meet with the Audit Committee concerning corporate-wide compliance with state and federal laws, rules, regulations or the standards or

codes of conduct of self-regulatory organizations applicable to the Company's activities. As necessary or advisable, or as may be required to carry out statutory, regulatory or other responsibilities, the Committee will coordinate and share information with, or receive information from, or meet with the Audit Committee and other Board committees concerning risk management matters within such other committees' respective areas of oversight and responsibility.

10. On at least an annual basis, the Committee will coordinate and share information with, or receive information from, or meet with the Compensation Committee concerning the incentive compensation practices of the Company and the impact of any risk outcomes on such practices.
11. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent risk management, legal, accounting, or other advisors and shall have sole authority to approve the advisors' fees and other retention terms, including the authority to limit the amount of fees an advisor may earn from other services provided to the Company. The Company shall provide appropriate funding, as determined by the Committee, to allow the Committee to perform its functions, including for the fees and expenses of outside advisors to the Committee.
12. The Committee shall review and approve the Company's insurance program at least annually.
13. The Committee will oversee management's compliance with the Bank's regulatory obligations arising under applicable federal and state banking laws, rules and regulations and will receive quarterly written reports from and discuss with the Company's Chief Risk Officer and other members of management any issues that may have a material impact on the Company's compliance with such laws, rules and regulations. The Committee may direct management to develop and implement certain policies and procedures relating to regulatory compliance risk.
14. The Committee will review and approve the Company's significant policies for management of consumer compliance and anti-money laundering risks on at least an annual basis. Additionally, the Committee will receive periodic reports discussing the components of the Company's compliance management system and Bank Secrecy Act program.
15. The Committee shall provide oversight to management to ensure a robust and effective risk culture as an integral component of the Company's risk framework.
16. The Committee shall provide oversight to executive management regarding merger and acquisition and related activities, focused on the potential impact on the overall risk profile, risk appetite and risk management activities of the Company. The Committee shall also obtain updates and reports from management regarding the overall integration, including conversions of technology systems of the organizations into the Company's systems and processes.
17. The chair of the Committee shall report at least annually to the Board on the

Committee's activities. The Committee shall maintain minutes of its meetings via its secretary.

18. The Committee shall annually review and assess the adequacy of its charter and recommend to the Board any changes to this charter. The Committee shall annually review its own performance, assessing the skills and resources required to meet its obligations under this charter and shall recommend to the Board such enhancements as the Committee deems prudent.
19. The Committee shall carry out such other duties as may be delegated to it by the Board from time to time.