

**CapStar Financial Holdings, Inc.  
and CapStar Bank  
Nashville, Tennessee**

**Charter of the Compensation and Human Resources Committee  
of the Boards of Directors**

**I. Purposes**

The primary purposes of the Compensation and Human Resources Committee (the “**Committee**”) of the Boards of Directors (the “**Boards**”) of CapStar Financial Holdings, Inc. and CapStar Bank (collectively, the “**Company**”) are to (i) discharge the Boards’ responsibilities relating to the compensation of the Company’s Chief Executive Officer (the “**CEO**”) and other officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) (collectively, the “**Executive Officers**”); (ii) provide oversight of the Company’s executive compensation plans, policies and programs as they affect the Executive Officers; and (iii) in collaboration with the Nominating and Corporate Governance Committee, periodically review the succession plan for Executive Officers.

This charter (this “**Charter**”) sets forth the authority and responsibilities of the Committee in fulfilling its purpose.

**II. Membership**

The Committee will consist of no fewer than two members, with the exact number determined by the Boards.

The members of the Committee will be appointed annually by the Boards on the recommendation of the Nominating and Corporate Governance Committee and will serve at the Boards’ discretion. Committee members may be replaced or removed from the Committee by the Boards at any time, with or without cause, and any vacancies will be filled through appointment by the Boards on the recommendation of the Nominating and Corporate Governance Committee. Resignation or removal of a director from the Boards will automatically constitute resignation or removal, as applicable, of such director from the Committee.

The Boards will appoint one member of the Committee as its Chairperson (the “**Committee Chair**”).

All members of the Committee will meet the independence requirements of the listing standards of the securities exchange on which the Company’s securities are listed and any other applicable laws, rules or regulations (including the rules and regulations of the U.S. Securities and Exchange Commission) or other qualifications as are established by the Boards from time to time. At least two members of the Committee will also qualify as a “non-employee” director within the meaning of Rule 16b-3 under the Exchange Act.

**III. Meetings and Actions without a Meeting**

The Committee will meet as often as it determines necessary to carry out its responsibilities. The Committee Chair will preside at each meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting will designate one of its members as the acting chair of such meeting. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.

#### **IV. Authority and Responsibilities**

The principal responsibilities of the Committee are set forth below. The Committee may perform such other functions as are consistent with its purpose and applicable laws, rules, and regulations and as the Boards may request or as the Committee deems necessary or appropriate consistent with its purpose.

The Committee will:

##### **Compensation and Benefit Programs**

1. Periodically review and approve the Company's compensation strategy and practices with respect to the Executive Officers.
2. At least annually review and approve (and, if desired, make recommendations to the Board for approval of) the compensation of the Executive Officers, including annual base salaries, short and long-term (including cash-based and equity-based) incentive awards and opportunities, and perquisites or other personal benefits, except to the extent such benefit policies or programs apply to Company employees generally. The CEO may not be present during voting or deliberations on his or her own compensation.
3. Annually review and approve corporate goals and objectives relevant to the CEO and Executive Officers' compensation, evaluate the CEO and Executive Officers' performance in light of those goals and objectives and determine and approve the CEO and Executive Officers' overall compensation levels based on this evaluation. The assessment of the satisfaction of incentive goals shall be done in consultation with the CEO, except that that the CEO may not be present during voting or deliberations on his or her own compensation.
4. Periodically and as and when appropriate, review and approve the following as they affect the Executive Officers:
  - i. any employment and severance arrangements,
  - ii. any change-in-control agreements and change-in-control provisions affecting any elements of compensation, benefits, and perquisites, and
  - iii. any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
5. Perform such duties and responsibilities as may be assigned to the Committee under the terms of any equity-based plan or other compensation plan.

6. At least annually review and approve the Company's compensation arrangements for members of the Boards and make recommendations to the Boards for approval regarding any proposed changes in Board compensation.

#### **Compliance and Governance**

1. Review and discuss with management the Compensation Discussion and Analysis required to be included in the Company's proxy statement and annual report on Form 10-K and prepare the annual Compensation Committee Report for inclusion in the Company's proxy statement.
2. Consider the results of advisory votes on executive compensation and the frequency of such votes.
3. Oversee the Company's incentive compensation arrangements for all employees (as specified by the federal banking agencies' Guidance on Sound Incentive Compensation Policies or any successor guidance) to determine if such arrangements are appropriately balanced and are not likely to jeopardize the safety and soundness of the Company.

#### **Management Development and Culture**

1. In collaboration with the Nominating and Corporate Governance Committee, the Committee will periodically review the succession plan for Executive Officers.

#### **Assessment**

1. At least annually, review and evaluate the performance of the Committee.
2. Annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Boards for approval.

### **V. Advisors**

The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, outside legal counsel, or other advisors. The Committee will have sole authority to approve the advisor's fees (the expense of which will be borne by the Company) and other terms and conditions of the advisor's retention.

To the extent required by the rules of the securities exchange on which the Company's securities are listed, the Committee will conduct an independence assessment, taking into consideration the factors set forth in such rules and any other factors the Committee deems relevant to the advisor's independence from management, prior to selecting or receiving advice from an advisor.

### **VI. Meetings and Reports**

The Committee will maintain written minutes of its meetings and copies of its actions by written consent and will file such minutes and copies of written consents with the minutes of the meetings of the Boards.

The Committee will report periodically to the Boards, generally at the next regularly scheduled meeting of the Boards following a Committee meeting on actions taken and significant matters reviewed by the Committee.

**VII. Delegation of Authority**

The Committee may from time to time as it deems appropriate, and to the extent permitted by applicable laws, rules and regulations, form and delegate authority to subcommittees consisting of one or more members when appropriate.