

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

Charter of the Credit Committee of the Boards of Directors

I. Introduction:

The Credit Committee (the “Committee”) is appointed by the Boards of Directors (collectively, the “Boards”) of CapStar Financial Holdings, Inc. (“Holdings”) and CapStar Bank (the “Bank” and, collectively with Holdings, the “Company”). This charter governs the operations of the Committee. The Committee will review and assess this Charter annually and make recommendations to the Boards as to any required changes.

II. Purpose:

The Credit Committee will monitor the management of the Company’s assets, with a primary focus on loans, OREO and other customer-related assets, and in doing so will provide assistance to the Boards in fulfilling the risk management component of its corporate governance responsibilities and oversight of the Company’s financial commitments and investments, financing plan, balance sheet and capital management and credit risk and market management.

III. Composition:

The Committee will consist of at least three Directors, the majority of whom must be Independent Directors as defined in the Company’s Corporate Governance Guidelines. One member of the Committee shall be appointed as chairperson. The chairperson shall be responsible for leadership of the Committee, including scheduling and presiding over meetings, preparing agendas and making regular reports to the Boards.

IV. Meetings:

The Committee shall meet at least four times annually or more frequently as circumstances require. Directors are expected to attend the meetings either in person or by telephone. Management, auditors, and others may also be asked to attend. The Committee chairperson or a majority of the Committee members may call a meeting at any time in addition to any regularly scheduled meetings. Actions may be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. The Committee shall designate a Committee secretary who shall be responsible for taking minutes of each Committee meeting and for retention of all Committee minutes. The Committee shall report to the Boards on significant actions taken by the Committee. Certain actions by the Committee may be similarly reported to the Boards for approval, ratification and/or confirmation. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company’s Bylaws, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements.

V. Duties and Responsibilities:

The Committee shall:

1. Periodically review the Company's Loan and Credit Administration Policy and monitor compliance therewith, including:
 - Causing the Company's criticized and classified loans to be reviewed and a written plan to be prepared and implemented for each criticized and classified loans in excess of \$1,000,000. The plan on each criticized asset should include at least the following:
 - i. Expected sources and time frame for repayment
 - ii. Collateral values and the Company's relative position
 - iii. Current credit information, including cash flow analysis where appropriate
 - iv. Action to eliminate the basis for criticism and time frame.
 - Review the Company's OREO and disposition plans.
 - Review the Company's charge-offs and recoveries.
 - Review deposit account overdrafts.
 - Review various loan diversification reports as prepared by management (and adherence to policy limits as applicable).
 - Review independent loan review reports.
 - Review and approve management's goals for improvements in credit quality and monitor progress toward achievement of those goals.
 - Review on a regular basis the following:
 - i. Minutes of Credit Policy Committee of the Company
 - ii. Minutes of the Asset Policy Committee of the Company
 - iii. Summary information on credit extensions considered by the ICC.
 - Monitor exceptions to loan policy.
 - Monitor collateral and financial statement exceptions.
 - Monitor summary information on new loans closed and funded.
 - Monitor summary information on existing loans renewed and extended.
 - Approve extensions of credit requiring approval of this Committee (as specified in the Loan and Credit Administration Policy).
 - Insure that the Company's process for granting credit to directors, executive officers and their related interests and the policies and procedures developed and implemented comply with all applicable laws and regulations; *provided, however*, that pursuant to the Charter of the Audit Committee the Audit Committee must ultimately approve all "related person transactions," as described in Item 404 of Regulation S-K, as promulgated by the Securities and Exchange Commission, except for transactions within the scope of Regulation O, as

promulgated by the Federal Reserve, which shall be approved by this Committee and, if approved, recommended to the Boards to the extent required by Regulation O.

- Approve all extensions of credit to finance political elections, political committees or political parties.
 - Approve the use of external appraisers.
 - Monitor, review, and provide feedback to the Audit Committee regarding the Company's exposure to and assessment of the allowance for loan and lease losses.
2. Review regulatory examinations and monitor compliance with suggestions or comments regarding specific assets and loan policies.
 3. Conduct an annual self-evaluation to determine whether it is functioning effectively, receive comments from all directors and report annually to the Boards with an assessment of its performance. This assessment should focus on the Committee's contribution to the Company and specifically focus on areas in which the Boards believe the Committee could improve.

The Committee shall have direct access to, and complete and open communications with, management, and may obtain advice and assistance from legal, accounting or other advisors to assist it. In the course of performing its duties and responsibilities, the Committee also is authorized to select, retain, terminate, and approve the fees and other retention terms of independent legal, accounting or other advisors as it deems appropriate, without seeking approval of management or the Board. The Company shall be responsible for all costs or expenses so incurred.