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FECHA: 28/11/2025



BOLSA MEXICANA DE VALORES, S.A.B DE C.V, INFORMA:

FOLIO DE REFERENCIA DEL EVENTO CORPORATIVO	267974
FOLIO DE REFERENCIA INDEVAL	859747C013
TIPO DE MENSAJE	Replace
COMPLETO / INCOMPLETO	COMPLETE
CONFIRMADO / NO CONFIRMADO	CONFIRMED

CLAVE DE COTIZACIÓN	PNFP
RAZÓN SOCIAL	PINNACLE FINANCIAL PARTNERS, INC.
SERIE	*
ISIN	US72346Q1040
MERCADO PRINCIPAL	NASDAQ

TIPO DE EVENTO	MERGER
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MANDATORIO / OPCIONAL / VOLUNTARIO	Mandatory
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OPCIÓN	1
TIPO	Security
DEFAULT	true

TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Debit

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VALORES A RECIBIR	
	US72346Q1040
TRANSACCIÓN	Securities Movement
CREDIT / DEBIT	Credit

RATIO	NewToOld
	1 / 1
VALORES A RECIBIR	NewIssue
	UKWN
DISPOSICIÓN FRACCIONES	CashInLieuOfFraction

NOTAS DEL EVENTO CORPORATIVO

NOTA

(28/11/2025)

Press Release July 24, 2025

Pinnacle Financial Partners (Nasdaq/NGS: PNFP) and Synovus Financial Corp. (NYSE: SNV) today announced that they have entered into a definitive agreement to combine in an all-stock transaction valued at USD 8.6 billion based on the unaffected closing prices of the two companies as of July 21, 2025. This transaction creates the highest-performing regional bank focused on the fastest-growth markets in the Southeast.

The combined company, which will operate under the Pinnacle Financial Partners and Pinnacle Bank name and brand, will be led by a highly experienced team with a shared growth mindset. Kevin Blair, Chairman, Chief Executive Officer and President of Synovus, will serve as President and Chief Executive Officer of the combined company, and Terry Turner, President and Chief Executive Officer of Pinnacle, will serve as Chairman of the Board of Directors of the combined company.

Under the terms of the agreement, which has been unanimously approved by the Boards of Directors of both companies, the shares of Synovus and Pinnacle shareholders will be converted into shares of a new Pinnacle parent company based on a fixed exchange ratio of 0.5237 Synovus shares per Pinnacle share. This exchange ratio represents a Synovus per share value of USD 61.18, a transaction value of USD 8.6 billion and an approximate 10% premium to Synovus on an unaffected basis.¹ Following the close of the transaction, Synovus shareholders will own approximately 48.5% and Pinnacle shareholders will own approximately 51.5% of the combined company.

The transaction is expected to be approximately 21% accretive to Pinnacle's estimated operating EPS in 2027, with a rapid tangible book value per share earn back period of 2.6 years. The transaction is expected to be tax-free to shareholders of both companies.

US SEC CA 0159 FORM 8.K PINNACLE FINANCIAL PARTNERS, INC. As previously disclosed, on July 24, 2025, Pinnacle Financial Partners, Inc. (Pinnacle) entered into an Agreement and Plan of Merger (the Merger Agreement) by and among Pinnacle, Synovus Financial Corp. (Synovus) and Steel Newco Inc., a newly formed Georgia corporation jointly owned by Pinnacle and Synovus (Newco). Pursuant to the Merger Agreement, and upon the terms and subject to the conditions set forth therein, (i) Pinnacle and Synovus will each simultaneously merge with and into Newco (such mergers, collectively, the Merger), with Newco continuing as the surviving corporation in the Merger and named Pinnacle Financial Partners, Inc., (ii) immediately following the effective time of the Merger (the Effective Time), Pinnacle Bank, a Tennessee chartered bank (Pinnacle Bank), will become a member bank of the Federal Reserve System (the FRS Membership), and (iii) immediately following the effectiveness of the FRS Membership, Synovus Bank, a Georgia chartered bank (Synovus Bank), will merge with and into Pinnacle Bank (the Bank Merger, and together with the Merger, the Transaction), with Pinnacle Bank continuing as the surviving entity in the Bank Merger. On November 25, 2025, Pinnacle and Synovus issued a joint investor presentation providing supplemental information regarding the Transaction. A copy of the joint investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8.K and is incorporated herein by reference. The information contained in Item 7.01 of this report, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of

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FECHA: 28/11/2025

the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this report, including Exhibit 99.1, shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made before, on, or after the date hereof, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference to such filing. On November 25, 2025, Pinnacle and Synovus issued a joint press release announcing that Pinnacle and Synovus have received approvals from the Board of Governors of the Federal Reserve System to complete the Merger, the FRS Membership and the Bank Merger. On November 25, 2025 and November 26, 2025, Synovus and Pinnacle also received approvals from the Tennessee Department of Financial Institutions and the Georgia Department of Banking and Finance, respectively, which constitute the remaining bank regulatory approvals required to complete the Transaction. The closing of the Transaction is expected to occur on January 1, 2026, subject to the satisfaction or waiver of the remaining customary closing conditions set forth in the Merger Agreement.

US SEC CA 0238 Form 8.K Synovus Financial Corp. Pinnacle and Synovus shareholders vote in favor of combining firms NASHVILLE, TN AND COLUMBUS, GA, Nov. 6, 2025 At separate meetings held today, shareholders of Pinnacle Financial Partners (Nasdaq:NGS, PNFP) and Synovus Financial Corp. (NYSE: SNV) approved the proposed merger of the two firms. At the Synovus special meeting, preliminary results showed approximately 91.5 percent of the votes cast were in favor of the combination, representing approximately 69.4 percent of the total number of outstanding shares entitled to vote as of Sept. 26, 2025, the record date for the Synovus special meeting. In preliminary results from the Pinnacle special meeting, approximately 92.2 percent of the votes cast were in favor of the combination, representing approximately 73.2 percent of the total number of outstanding shares entitled to vote as of Sept. 26, 2025, the record date for the Pinnacle special meeting. Today's shareholder vote with 92.2 percent of votes cast in favor of our merger with Synovus confirmed the value our management and board saw when we announced the deal, said Pinnacle President and CEO Terry Turner, who will be chairman of the board at the combined company. This is a major milestone on our way to building what we believe will be the peer leader in terms of sustainable revenue and EPS growth, two of the most highly correlated metrics with total shareholder return. Shareholder approval at 91.5 percent of votes cast marks a defining moment in our path forward, said Kevin Blair, Synovus CEO and incoming CEO of the post-merger Pinnacle Financial Partners. We believe this partnership is strategically and financially compelling, positioning us to create the fastest-growing, most profitable and dynamic regional bank in the country. Synovus and Pinnacle share foundational principles: exceptional team member engagement combined with best-in-class client loyalty drives top-quartile financial and business performance. Together, we unite from a position of strength and momentum with a bright future. See a complete update of the merger process and a timeline of what's ahead. The next steps to merger close are regulatory approvals and satisfaction of other customary closing conditions set forth in the merger agreement. While that is pending, the firms' integration management teams will continue their work building the blueprint for bringing the companies together, including further decisions on organizational charts, benefit plans, technology systems and more. The merger is expected to close in the first quarter of 2026.

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(28/11/2025)

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FECHA: 28/11/2025

the proposed Merger, Newco filed with the Securities and Exchange Commission (the SEC) a registration statement on Form S.4, as amended, to register the shares of Newco common stock that will be issued to Synovus shareholders and Pinnacle shareholders in connection with the Merger. The registration statement contains a joint proxy statement of Synovus and Pinnacle that also constitutes a prospectus of Newco. The registration statement was declared effective on September 30, 2025. Newco filed a prospectus on September 30, 2025, and Synovus and Pinnacle each filed a definitive proxy statement on September 30, 2025. Synovus and Pinnacle each commenced mailing of the definitive joint proxy statement prospectus (the joint proxy statement prospectus) to their respective stockholders on or about September 30, 2025. Synovus and Pinnacle will each hold a special meeting of stockholders on November 6, 2025 to consider certain proposals related to the Merger Agreement as further described

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07/11/2025

press release

Shareholders of Pinnacle Financial Partners and Synovus Financial Corp. approved the proposed merger of the two firms.

NASHVILLE, Tenn. & COLUMBUS, Ga., November 06, 2025--(BUSINESS WIRE)--At separate meetings held today, shareholders of Pinnacle Financial Partners (Nasdaq/NGS: PNFP) and Synovus Financial Corp. (NYSE: SNV) approved the proposed merger of the two firms.

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29/10/2025

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13/10/2025

US OCC Date. Subject. Contract Adjustment Date. Option Symbol. Strike Divisor. Contracts Multiplier. New Multiplier. New Deliverable Per Contract. CUSIP. Pricing October 10, 2025 Synovus Financial Corporation. Anticipated Adjustment Option Symbol. SNV New Symbol. PNFP1 Date. Effective the opening of the business day after the merger is consummated. Contract adjustment is anticipated to occur in the first quarter of 2026. SNV changes to PNFP1 1 1 100 (e.g., a premium of 1.50 yields 150 a strike of 48 yields 4,800.00) 1) 52 (New) Pinnacle Financial Partners, Inc. (PNFP) Common Shares 2) Cash in lieu of 0.37 fractional PNFP shares Note. Once determined the cash in lieu of fractional share portion of the option deliverable remains fixed and does not vary with price changes of any security. PNFP. TBD Until the cash in lieu amount is determined, the underlying price for PNFP1 will be determined as follows. PNFP1 0.5237 (PNFP)
01/10/2025

US SEC OFF 0036 424B3 1 ny20052516x6 424b3.htm Pinnacle Financial Partners, Inc On July 24, 2025, Pinnacle Financial Partners, Inc., a Tennessee corporation (Pinnacle), Synovus Financial Corp., a Georgia corporation (Synovus), and Steel Newco Inc., a newly formed Georgia corporation jointly owned by Pinnacle and Synovus (Newco), entered into an Agreement and Plan of Merger (as amended from time to time, the merger agreement), pursuant to which, on the terms and subject to the conditions thereof, Pinnacle and Synovus have agreed to a business combination transaction in which each of Pinnacle and Synovus will simultaneously merge with and into Newco (such mergers, collectively, the merger), with Newco as the surviving entity and named Pinnacle Financial Partners, Inc. Immediately following the completion of the merger, Pinnacle Bank, a Tennessee chartered bank and wholly owned subsidiary of Pinnacle (Pinnacle Bank), will become a member bank of the Federal Reserve System (the FRS membership), and immediately following the effectiveness of the FRS membership, Synovus Bank, a Georgia chartered bank and wholly owned subsidiary of Synovus (Synovus Bank), will merge with and into Pinnacle Bank, with Pinnacle Bank as the surviving bank (the bank merger). In the merger, (i) holders of Pinnacle common stock will receive one (1) share of Newco common stock for each share of Pinnacle common stock they own (the Pinnacle exchange ratio and such shares, the Pinnacle merger consideration), and (ii) holders of Synovus common stock will receive 0.5237 shares of Newco common stock for each share of Synovus common stock they own (the Synovus exchange ratio and such shares, the Synovus merger consideration), in each case, excluding certain shares owned by Synovus or Pinnacle that will be cancelled and retired in connection with the merger. Holders of Synovus common stock will receive cash in lieu of any fractional shares of Newco common stock they would otherwise be entitled to receive. Based on the closing price of Synovus common stock on the New York Stock Exchange (NYSE) on July 21, 2025, the last trading day prior to media reports regarding a potential transaction involving Synovus, the Synovus exchange ratio represented a Synovus per share of USD 61.18, a transaction value of USD 8.6 billion and an approximate 10 PCT premium to Synovus per share value on an unaffected basis. The value of Newco common stock at the time of the completion of the merger could be greater than, less than or the same as the value of Newco common stock contemplated by the Pinnacle exchange ratio and the Synovus exchange ratio on the date of the accompanying joint proxy prospectus. We urge you to obtain current market quotations of Pinnacle common stock (trading symbol PNFP) and Synovus common stock (trading symbol SNV). After the completion of the merger, Newco common stock will be listed on the NYSE under trading symbol PNFP. In addition, each share of Fixed to Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D (Synovus series D preferred stock) and Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock, Series E (Synovus series E preferred stock), and together with Synovus series D preferred stock, Synovus preferred stock) outstanding immediately prior to the effective time will be converted into the right to receive one (1) share of an applicable newly created series of Newco preferred stock with terms that are not materially less favorable than the terms of the applicable series of outstanding Synovus preferred stock. Likewise, following the completion of the merger, each outstanding Pinnacle depositary share representing a 1/40th interest in a share of Pinnacle 6.75 PCT Fixed Rate Non-Cumulative Perpetual Preferred Stock, series B (the Pinnacle series B preferred stock) will become a Newco depositary share representing a 1/40th interest in a share of an applicable newly created series of Newco preferred stock with

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FECHA: 28/11/2025

terms that are not materially less favorable than the terms of such Pinnacle series B preferred stock. The shares of Synovus series D preferred stock and Synovus series E preferred stock are currently listed on the NYSE under the symbols SNV.PrD and SNV.PrE, respectively, and the Pinnacle depositary shares representing a 1/40th interest in a share of Pinnacle series B preferred stock are listed on the NASDAQ under the symbol PNFP. After the completion of the merger, Newco series A preferred stock will be listed on the NYSE under trading symbol PNFP.PrA, Newco series B preferred stock will be listed on the NYSE under trading symbol PNFP.PrB, and depositary shares in respect of Newco series C preferred stock will be listed on the NYSE under the trading symbol PNFP.PrC. The simultaneous mergers of Pinnacle and Synovus with and into Newco are each intended to qualify as a reorganization for U.S. federal income tax purposes. Accordingly, holders of Pinnacle common stock or Synovus common stock generally will not recognize any gain or loss for federal income tax purposes on the exchange of shares of Pinnacle common stock or Synovus common stock for Newco common stock in the merger, except with respect to any cash in lieu of a fractional share of Newco common stock received by holders of Synovus common stock. Based on the number of shares of Pinnacle common stock and Synovus common stock outstanding or reserved for issuance, Newco expects to issue approximately 150,255,729 shares of Newco common stock to holders of Pinnacle common stock and Synovus common stock in the aggregate in the merger. Following the completion of the merger, we expect that former Pinnacle shareholders will own approximately 51.5 PCT and former Synovus shareholders will own approximately 48.5 PCT percent of the Newco common stock. Pinnacle and Synovus will each hold a virtual special meeting of our respective shareholders in connection with the merger. At our respective special meetings, in addition to other business, Pinnacle will ask holders of its common stock and Synovus will ask holders of its common stock to approve the merger.

29/07/2025

On July 24, 2025, Pinnacle Financial Partners, Inc., a Tennessee corporation, entered into an Agreement and Plan of Merger with Synovus Financial Corp., a Georgia corporation and Steel Newco Inc., a newly formed Georgia corporation jointly owned by Pinnacle and Synovus. The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Pinnacle and Synovus will each simultaneously merge with and into Newco, with Newco continuing as the surviving corporation in the Merger and named Pinnacle Financial Partners, Inc. Upon the terms and subject to the conditions set forth in the Merger Agreement, immediately following the effective time of the Merger, Pinnacle Bank, a Tennessee-chartered bank, will become a member bank of the Federal Reserve System, and immediately following the effectiveness of the FRS Membership, Synovus Bank, a Georgia-chartered bank, will merge with and into Pinnacle Bank, with Pinnacle Bank continuing as the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the boards of directors of each of Pinnacle, Synovus and Newco.

Subject to the terms and conditions of the Merger Agreement, at the Effective Time, each share of common stock, par value USD1.00 per share, of Pinnacle, outstanding immediately prior to the Effective Time, other than certain shares held by Pinnacle or Synovus, will be converted into the right to receive one share of common stock of Newco, and each share of common stock, par value USD1.00 per share, of Synovus outstanding immediately prior to the Effective Time, other than certain shares held by Pinnacle or Synovus, will be converted into the right to receive 0.5237 shares of Newco Common Stock. Holders of Synovus Common Stock will receive cash in lieu of fractional shares.

Subject to the terms and conditions of the Merger Agreement, at the Effective Time, (i) each share of Fixed-to-Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, no par value, of Synovus (Synovus Series D Preferred Stock), (ii) each share of Fixed-Rate Reset Non-Cumulative Perpetual Preferred Stock, Series E, no par value, of Synovus (Synovus Series E Preferred Stock), and (iii) each share of 6.75% Fixed-Rate Non-Cumulative Perpetual Preferred Stock, Series B, no par value, of Pinnacle (Pinnacle Preferred Stock), in each case outstanding immediately prior to the Effective Time, will be converted into the right to receive one share of an applicable newly created series of preferred stock of Newco having terms that are not materially less favorable than the Synovus Series D Preferred Stock, Synovus Series E Preferred Stock or Pinnacle Preferred Stock, respectively.

The Merger Agreement contains customary representations and warranties of both Synovus and Pinnacle, and each party has agreed to customary covenants, including, among others, covenants relating to (1) the conduct of its business during the interim period between the execution of the Merger Agreement and the Effective Time, (2) its obligations to call a meeting of its shareholders to adopt the Merger Agreement and the transactions contemplated thereby and, subject to certain exceptions, for the board of directors of each of Synovus and Pinnacle to recommend that its shareholders vote in favor of such approvals, and (3) its non-solicitation obligations relating to alternative acquisition proposals. Synovus and Pinnacle have also agreed to use their reasonable best efforts to obtain all necessary permits, consents, approvals and authorizations for consummation of the transactions contemplated by the Merger Agreement.

The completion of the Merger is subject to customary conditions, including (1) receipt of the Requisite Pinnacle Vote and the Requisite Synovus Vote, (2) authorization for listing on the New York Stock Exchange of the shares of Newco Common Stock and Newco Preferred Stock (or, as applicable, depositary shares in respect thereof) to be issued in the Merger, subject to official notice of issuance, (3) receipt of required regulatory approvals, including the approval of the Board of Governors of the Federal Reserve System, the Commissioner of the Tennessee Department of Financial Institutions and the Georgia Department of Banking and Finance, (4) effectiveness of the registration statement on Form S-4 for the shares of Newco Common Stock and Newco Preferred Stock (or, as applicable, depositary shares in respect thereof) to be issued in the Merger, and (5) the absence of any order, injunction, decree or other legal restraint preventing the completion of the Merger, the Bank Merger or any of the other transactions contemplated by the Merger Agreement or making the completion of the Merger, the Bank Merger or any of the other transactions contemplated by the Merger Agreement illegal. Each party's obligation to complete the Merger is also subject to certain additional customary conditions, including (1) subject to certain exceptions, the accuracy of the representations and warranties of the other party, (2) performance in all material respects by the other party of its obligations under the Merger Agreement and (3) receipt by such party of an opinion from its counsel to the effect that such party's merger with and into Newco will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

The Merger Agreement provides certain termination rights for both Synovus and Pinnacle and further provides that a termination fee of USD425,000,000 will be payable by either Synovus or Pinnacle, as applicable, in the event of a termination of the Merger Agreement under certain circumstances.

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FECHA: 28/11/2025

The transaction is expected to close in the first quarter of 2026, subject to receipt of required regulatory approvals, approval by Pinnacle and Synovus shareholders and the satisfaction of other customary conditions.
28/07/2025

US SEC CA 0204 PINNACLE FINANCIAL PARTNERS, INC. FORM 8.K On July 24, 2025, Pinnacle Financial Partners, Inc., a Tennessee corporation (Pinnacle), entered into an Agreement and Plan of Merger (the Merger Agreement) with Synovus Financial Corp., a Georgia corporation (Synovus) and Steel Newco Inc., a newly formed Georgia corporation jointly owned by Pinnacle and Synovus (Newco). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Pinnacle and Synovus will each simultaneously merge with and into Newco (such mergers, collectively, the Merger), with Newco continuing as the surviving corporation in the Merger and named Pinnacle Financial Partners, Inc. Upon the terms and subject to the conditions set forth in the Merger Agreement, immediately following the effective time of the Merger (the Effective Time), Pinnacle Bank, a Tennessee chartered bank (Pinnacle Bank), will become a member bank of the Federal Reserve System (the FRSMembership), and immediately following the effectiveness of the FRS Membership, Synovus Bank, a Georgia chartered bank (Synovus Bank), will merge with and into Pinnacle Bank (the Bank Merger), with Pinnacle Bank continuing as the surviving entity in the Bank Merger. The Merger Agreement was unanimously approved by the boards of directors of each of Pinnacle, Synovus and Newco. Subject to the terms and conditions of the Merger Agreement, at the Effective Time, each share of common stock, par value USD1.00 per share, of Pinnacle (Pinnacle Common Stock) outstanding immediately prior to the Effective Time, other than certain shares held by Pinnacle or Synovus, will be converted into the right to receive one share of common stock of Newco (Newco Common Stock), and each share of common stock, par value USD1.00 per share, of Synovus (Synovus Common Stock) outstanding immediately prior to the Effective Time, other than certain shares held by Pinnacle or Synovus, will be converted into the right to receive 0.5237 shares of Newco Common Stock. Holders of Synovus Common Stock will receive cash in lieu of fractional shares. Subject to the terms and conditions of the Merger Agreement, at the Effective Time, (i) each share of Fixed to Floating Rate Non-Cumulative Perpetual Preferred Stock, Series D, no par value, of Synovus (Synovus Series D Preferred Stock), (ii) each share of Fixed Rate Reset Non-Cumulative Perpetual Preferred Stock, Series E, no par value, of Synovus (Synovus Series E Preferred Stock), and (iii) each share of 6.75PCT Fixed Rate Non-Cumulative Perpetual Preferred Stock, Series B, no par value, of Pinnacle (Pinnacle Preferred Stock), in each case outstanding immediately prior to the Effective Time, will be converted into the right to receive one share of an applicable newly created series of preferred stock of Newco having terms that are not materially less favorable than the Synovus Series D Preferred Stock, Synovus Series E Preferred Stock or Pinnacle Preferred Stock, respectively. The Merger Agreement provides that, (i) effective as of the Effective Time, the number of directors that will comprise the board of directors of each of Newco and Pinnacle Bank will be fifteen (15), (ii) eight (8) members of the board of directors of Pinnacle (including M. Terry Turner, Robert A. McCabe, Jr. and G. Kennedy Thompson) as of immediately prior to the Effective Time will become directors of Newco and Pinnacle Bank as of the Effective Time, and (iii) seven (7) members of the board of directors of Synovus (including Kevin S. Blair and Tim E. Bentsen) as of immediately prior to the Effective Time will become directors of Newco and Pinnacle Bank as of the Effective Time. The Merger Agreement also provides that, effective as of the Effective Time, Mr. Turner will serve as Non-Executive Chairman of the boards of directors of Newco and Pinnacle Bank and Mr. Bentsen will serve as Lead Independent Director of the boards of directors of Newco and Pinnacle Bank. The Merger Agreement provides that, effective as of the Effective Time, Mr. Blair will serve as Chief Executive Officer and President of Newco and Pinnacle Bank, A. Jamie Gregory, Jr. will serve as Chief Financial Officer of Newco and Pinnacle Bank, and Mr. McCabe will serve as Vice Chairman of the board of directors and Chief Banking Officer of Newco and Pinnacle Bank. The headquarters of Newco will be in Atlanta, Georgia, and the headquarters of Pinnacle Bank will be in Nashville, Tennessee. The Merger Agreement contains customary representations and warranties of both Synovus and Pinnacle, and each party has agreed to customary covenants, including, among others, covenants relating to (1) the conduct of its business during the interim period between the execution of the Merger Agreement and the Effective Time, (2) its obligations to call a meeting of its shareholders to adopt the Merger Agreement and the transactions contemplated thereby (such approval, in the case of Synovus, the Requisite Synovus Vote), and in the case of Pinnacle, the Requisite Pinnacle Vote) and, subject to certain exceptions, for the board of directors of each of Synovus and Pinnacle to recommend that its shareholders vote in favor of such approvals, and (3) its non-solicitation obligations relating to alternative acquisition proposals. Synovus and Pinnacle have also agreed to use their reasonable best efforts to obtain all necessary permits, consents, approvals and authorizations for consummation of the transactions contemplated by the Merger Agreement.
25/07/2025

US SEC CA 0281 FORM 8.K SYNOVUS FINANCIAL CORP. Pinnacle Financial Partners and Synovus to Combine to Create the Southeast Growth Champion Nashville, TN and Columbus, GA July 24, 2025 Pinnacle Financial Partners (Nasdaq NGS. PNFP) and Synovus Financial Corp. (NYSE. SNV) today announced that they have entered into a definitive agreement to combine in an all-stock transaction valued at USD8.6 billion based on the unaffected closing prices of the two companies as of July 21, 2025. This transaction creates the highest performing regional bank focused on the fastest growth markets in the Southeast. The combined company, which will operate under the Pinnacle Financial Partners and Pinnacle Bank name and brand, will be led by a highly experienced team with a shared growth mindset. Kevin Blair, Chairman, Chief Executive Officer and President of Synovus, will serve as President and Chief Executive Officer of the combined company, and Terry Turner, President and Chief Executive Officer of Pinnacle, will serve as Chairman of the Board of Directors of the combined company. Under the terms of the agreement, which has been unanimously approved by the Boards of Directors of both companies, the shares of Synovus and Pinnacle shareholders will be converted into shares of a new Pinnacle parent company based on a fixed exchange ratio of 0.5237 Synovus shares per Pinnacle share. This exchange ratio represents a Synovus per share value of USD61.18, a transaction value of USD8.6 billion and an approximate 10PCT premium to Synovus on an unaffected basis. 1 Following the close of the transaction, Synovus shareholders will own approximately 48.5PCT and Pinnacle shareholders will own approximately 51.5PCT of the combined company. The combined company will operate with a sustained commitment to associates and local communities, including Columbus, Georgia, through philanthropic giving and other impactful initiatives. Its common stock will trade on the New York Stock Exchange under the ticker symbol PNFP.