



**CapStar Financial Holdings and CapStar Bank
Annual Meeting of Shareholders
April 23, 2021
9:00 am CST**

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| I. | Call the Meeting to Order | Denny Bottorff |
| | a. Introduction | |
| | b. Instructions on Rules of Conduct and Procedures | |
| | c. Proof of Notice of Meeting | |
| | d. Proxies; Existence of a Quorum | |
| II. | Proposals | |
| | a. Proposal No. 1 – Election of Directors | |
| | b. Proposal No. 2 – Ratification of the Appointment of Elliott Davis, LLC as the Company's Independent Registered Public Accounting Firm | |
| | c. Proposal No. 3 – Approval of CapStar Financial Holdings, Inc. 2021 Stock Incentive Plan | |
| III. | Voting | |
| IV. | Results of Voting | |
| V. | Adjournment of Official Portion of Meeting | |
| VI. | Management Presentation | Tim Schools |
| VII. | Questions and Answers | Tim Schools |
| VIII. | Adjournment of Meeting | Denny Bottorff |

RULES OF CONDUCT FOR THE 2021 ANNUAL MEETING OF SHAREHOLDERS

We would like to welcome you to the 2021 Annual Meeting of Shareholders of CapStar Financial Holdings, Inc. (the “Meeting”), which is being conducted virtually as a result of the coronavirus outbreak. In fairness to all shareholders participating in the call and in the interest of an orderly Meeting, we require that you honor the following rules of conduct throughout the Meeting:

1. All shareholders will need their unique control number located on their proxy card to enter the meeting.
2. The recording of the Meeting in any manner is strictly prohibited.
3. The Meeting will follow the Agenda provided to all shareholders.
4. The shareholders may submit questions during the Meeting via the online portal.
5. Questions will be answered at the end of the Meeting or we will follow up after the meeting.
6. The questions and comments of all shareholders are welcome. However, these Rules of Conduct will be observed, and the CEO will stop questions or comments that are:
 - irrelevant to the business of the company or the conduct of its operations;
 - related to pending or threatened litigation;
 - derogatory references that are not in good taste;
 - in excess of stated time limits (longer than one minute);
 - substantially duplicative of questions posed or statements made by other shareholders; or
 - discussions related to personal grievances.

Thank you for your cooperation, and please enjoy the Meeting.