

RENASANT CORPORATION

COMPENSATION COMMITTEE CHARTER

(As amended through December 15, 2020)

This Charter of the Compensation Committee (the “Charter”) of Renasant Corporation (the “Company”) has been adopted and approved by the Board of Directors of the Company (the “Board”).

1. Compensation Committee:

The Compensation Committee (the “Committee”) is appointed by the Board to (i) assist the Board in discharging its responsibilities relating to the compensation of the Chief Executive Officer (the “CEO”) and other Senior Officers (as defined below) of the Company, (ii) review and approve the Company’s compensation and benefit plans, policies and programs to the extent they affect the CEO and the Senior Officers, (iii) ensure the competitiveness of such compensation and benefit programs, (iv) together with other committees of the Board, advise the Board on the development and succession of key executives and (v) take all actions necessary to accomplish the foregoing.

2. Membership:

The Committee shall consist of no fewer than three directors, each of whom shall:

- a. Meet the definition of an “Independent Director,” as set forth in Section 5605(a)(2) of the Nasdaq Listing Rules (the “Listing Rules”) or any successor to such rule;
- b. Have not accepted, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, other than (i) fees received as a member of the Committee, the Board or any other committee of the Board, or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service); and
- c. Be a “non-employee director,” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

In addition, when evaluating whether a director is eligible to serve on the Committee, the Board shall consider whether the director is an affiliate of the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company (with affiliate status determined in accordance with federal securities laws) in order to determine whether such an affiliation would impair the director’s judgment as a member of the Committee. The existence of affiliate status shall not by itself be deemed to bar service on the Committee.

The Board shall annually appoint the members of the Committee and the Chairman of the Committee on the recommendation of the Nominating and Corporate Governance Committee. The Board may replace or remove one or more of the members of the Committee at any time in its sole discretion and shall fill any vacancies on the Committee.

3. Meetings and Procedure:

The Committee shall meet as often as it determines necessary or appropriate, but not less frequently than twice each fiscal year. The Committee may request any director, officer or employee of the Company or any other person whose advice and counsel is sought by the Committee to attend any meeting. The Committee may form and delegate authority to such subcommittees (comprised only of Committee

members) as it deems appropriate. The Chairman shall decide who may or may not attend meetings; however, the CEO shall not be present during the Committee's deliberations or voting on his or her compensation. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board of Directors and its committees generally, unless otherwise expressly provided in this Charter or the Bylaws of the Company or as required by law, regulation, the Listing Rules or other requirements. Subject to the foregoing, the Chairman shall determine the agenda and length of meetings and shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairman of the Committee shall report to the Board the deliberations, actions and recommendations of the Committee.

4. Authority and Responsibility:

The Committee shall exercise the authority and execute the responsibilities set forth below:

- a. Review annually and approve the Company's compensation strategy, including the review and approval of any corporate goals and objectives relevant to such strategy.
- b. Annually review the performance of the CEO in light of corporate goals and objectives and, based on this review (and such other factors as the Committee deems appropriate), recommend to the Board for its determination the individual elements (including, but not limited to, base salary, cash and equity incentives, perquisites and health and welfare benefits) of the total compensation payable to the CEO; the Committee may recommend to the Board that the Company enter into (or amend) an employment, severance, change of control or similar agreement with the CEO and the terms thereof.
- c. In consultation with the CEO, annually review the performance of, and recommend to the Board for its determination the individual elements (including, but not limited to, base salary, cash and equity incentives, perquisites and health and welfare benefits) of the total compensation payable to, the officers of the Company and its subsidiaries other than the CEO who (i) have the rank of Senior Executive Vice President or higher (or are otherwise considered an "officer" under Rule 16a-1(f) promulgated under the Exchange Act), or (ii) report directly to the CEO (the "Senior Officers").
- d. Review and make its recommendation to the Board regarding any employment, severance, change of control or similar agreement or arrangement with a Senior Officer (or any amendment thereto) and review and make its recommendation to the Board regarding any such agreement or arrangement for the benefit of any other employee of the Company and its affiliates (or any amendment thereto) to the extent that such agreement or arrangement includes terms and conditions that are not consistent with ordinary limits.
- e. Recommend to the Board for its determination all special perquisites, cash payments or other extraordinary or supplemental compensation or benefit arrangements for the CEO or the Senior Officers.
- f. Prepare and determine whether or not to recommend to the Board, after, and subject to, discussion and satisfactory review with management, the inclusion in the Company's annual report on Form 10-K and annual proxy statement of the "Compensation Discussion and Analysis" required by the regulations of the Securities and Exchange Commission (the "SEC").
- g. Prepare the "Compensation Committee Report" required by the regulations of the SEC to be

included in the Company's annual proxy statement.

- h. Review the compensation of the CEO and affected Senior Officers for compliance with Section 16 of the Exchange Act, and otherwise monitor the Company's compliance with applicable laws relating to executive compensation and benefits.
- i. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.
- j. Subject to subsections 4(b) and (c) above, in consultation with the CEO or such Senior Officers as he may designate, make and/or approve all grants and awards (including inducement awards) made from time to time under any of the equity-based compensation plans adopted and maintained by the Company or otherwise to officers and employees of the Company and its affiliates, including the performance goals and objectives, if any, and the other terms and conditions of those grants or awards (based on such criteria as the Committee deems appropriate). Subject to applicable law, the Committee may delegate to the CEO the authority to approve grants and awards to non-Senior Officer officers and employees.
- k. Subject to subsections 4(b) and (c) above, in consultation with the CEO or such Senior Officers as he may designate, make and/or approve all bonus awards made from time to time under any of the cash incentive programs adopted and maintained by the Company or any other discretionary cash bonus, including the establishment of such performance goals and objectives as may be required thereunder. The Committee may delegate to the CEO the authority to approve bonus awards to non-Senior Officer officers and employees.
- l. Amend the provisions of the Company's equity compensation plans, to the extent authorized by the Board; make recommendations to the Board with respect to such plans; and approve for submission to the shareholders of the Company any such plan or amendment thereto that requires shareholder approval under the Nasdaq Listing Rules or applicable law or regulation.
- m. Exercise such power and authority as may be ancillary to the execution authority and responsibilities set forth herein and have such further power and authority as may be described in the Bylaws of the Company or otherwise delegated to it, from time to time, by the Board.
- n. Recommend to the Board for its ratification the retainer, fees, benefits and other compensation to be paid to the non-employee directors of the Board, from time to time, including the form and terms thereof.
- o. Together with the Executive Committee and the Nominating and Corporate Governance Committee of the Board, be responsible for succession planning for the CEO and other Senior Officers.
- p. Annually review and assess the adequacy of this Charter and its own performance during the previous year.

5. Compensation Consultants, Legal Counsel and Other Advisers:

The Committee shall further possess the authority to engage such compensation consultants, legal counsel or similar advisers, who are not employees of the Company and its affiliates (collectively, "Outside Advisers"), as it deems necessary and appropriate. The Committee may, in its sole discretion, retain or obtain the advice of an Outside Adviser, and it shall be directly responsible for the appointment,

compensation and oversight of the work of any Outside Adviser so retained.

Prior to the retention or receipt of advice from any Outside Adviser, the Committee shall assess the independence of such adviser, including an analysis of the following factors:

- a. The provision of other services to the Company by the person that employs the Outside Adviser (the “Adviser Firm”);
- b. The amount of fees received from the Company by the Adviser Firm as a percentage of its total annual revenue;
- c. Any policies and procedures of the Adviser Firm that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the Outside Adviser with any member of the Committee;
- e. The Outside Adviser’s ownership of any equity security issued by the Company; and
- f. Any business or personal relationship of the Outside Adviser or the Adviser Firm with any Senior Officer of the Company.

Thereafter, the Committee, in its sole discretion, may engage and receive advice from any such adviser, whether or not determined to be independent.

Notwithstanding the foregoing, the Committee shall not be required to determine the independence of: (a) the Company’s in-house legal counsel; or (b) any Outside Adviser whose engagement is limited to (i) advices with respect to any broad-based plan that does not discriminate in scope, terms or operation in favor of Senior Officers or directors of the Company and is available generally to all salaried employees, and/or (ii) the provision of advices and information that are not specific as to the Company or that are specific to the Company, but are based upon criteria that are not developed by such adviser and about which no advice is provided.

Notwithstanding the foregoing, nothing contained herein shall be deemed to require the independence of any Outside Adviser or the implementation of any advice or recommendation provided by any Outside Adviser or to otherwise affect the Committee’s exercise of discretion or independent judgment in connection with the performance of its duties hereunder.

The Board shall authorize the Company to provide appropriate funding, as determined in the Committee’s sole discretion, for the payment of reasonable compensation to any Outside Adviser retained hereunder. The Committee shall have unrestricted access to Company personnel and documents and to the Company’s legal counsel, accountants and internal and external auditors.