



**Part II Organizational Action** (continued)

**17** List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ SEE ATTACHMENT

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**18** Can any resulting loss be recognized? ▶ SEE ATTACHMENT

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**19** Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ SEE ATTACHMENT

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**Sign Here** Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ \_\_\_\_\_ Date ▶ \_\_\_\_\_

Print your name ▶ \_\_\_\_\_ Title ▶ \_\_\_\_\_

<b>Paid Preparer Use Only</b>	Print/Type preparer's name ROBERT PARKER, CPA	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00868782
	Firm's name ▶ CROWE HORWATH LLP			Firm's EIN ▶ 35-0921680	
	Firm's address ▶ 720 COOL SPRINGS BOULEVARD, SUITE 600, FRANKLIN, TN 37067			Phone no. 615-360-5500	

**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**  
**Renasant Corporation**  
**FEIN: 64-0676974**

**Part II, Line 14**

Renasant Corporation ("Renasant") acquired Metropolitan BancGroup, Inc. ("Metropolitan") through a merger transaction and Metropolitan simultaneously merged into Renasant effective July 1, 2017.

**Part II, Line 15**

Pursuant to the agreement and plan of merger, each share of Metropolitan common stock was exchanged for 0.6066 shares of Renasant common stock, plus cash in lieu of fractional shares.

The merger qualified as a tax-free reorganization under Section 368 of the Internal Revenue Code. As such, the federal income tax consequences to former Metropolitan shareholders are determined under Code Sections 354, 356, 358, and 1221. Metropolitan shareholders who received shares of Renasant common stock should not recognize any gain or loss, except with respect to the cash they may have received in lieu of a fractional share. Each Metropolitan shareholder's total tax basis in Renasant common stock will be the same as such shareholder's total tax basis in the Metropolitan common stock surrendered in the merger transaction, less any cash received plus any gain recognized.

**Part II, Line 16**

The acquisition of Metropolitan by Renasant on July 1, 2017 qualified as a tax-free reorganization within the meaning of Section 368(A) of the Internal Revenue Code. Therefore, the federal income tax consequences of the Metropolitan shareholders are determined under Code Sections 354, 356, 358, and 1221.

Where the consideration provided in the agreement and Plan of Merger is limited solely to Renasant stock, no gain or loss should be recognized by the Metropolitan shareholders related to the merger transaction.

Former Metropolitan shareholders will maintain their historical aggregate tax basis in their newly issued Renasant shares. For share by share basis, shareholders should consult their tax advisors. Metropolitan shareholders who received cash in lieu of whole or fractional shares of Renasant common stock will be treated as having received whole or fractional shares in the merger and then as having exchanged the shares for cash. These holders will generally recognize gain or loss equal to the difference between the tax basis allocable to the whole or fractional shares and the amount of cash received.

**Part II, Line 17**

Tax treatment of the merger is based on the following Internal Revenue Code (IRC) sections and subsections as more fully discussed below: 368(A), 354, 356, 358, and 1221.

**Part II, Line 18**

Metropolitan shareholders who receive cash in lieu of fractional shares of Renasant common stock will be treated as having received the fractional shares in the merger and then as having exchanged the fractional shares for cash. These holders will generally recognize gain or loss equal to the difference between the tax basis allocable to the fractional shares and the amount of cash received. The deductibility of capital losses is subject to limitation. Shareholders should consult their tax advisor for individual tax impact.

**Part II, Line 19**

The reportable tax year of the adjustment to the basis of the securities as a result of the organizational action is the shareholder's tax year that includes July 1, 2017.