



Corporate Policy  
Statement

# Code of Business Conduct and Ethics

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Sponsoring Department:  
Executive Sponsor:  
Board of Directors Approval Date:

Executive  
E. Robinson McGraw  
December 17, 2024

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## Discussion of Amendments

The following information explains the substantive amendments that have been made to the Renasant Corporation (“*Renasant*”) Code of Business Conduct and Ethics (the “*Code*”) in connection with the annual review and approval of the Code by Renasant’s Board of Directors. A description of technical, administrative and other non-substantive amendments has been omitted.

**2024 Updates:** The Code was updated in the following respects:

- **Section 8:** This section was updated to clarify that the obligation of Renasant’s directors, officers and employees to avoid exaggeration, guesswork or inappropriate characterizations of people and companies in public communications applies to internal communication channels and messaging applications as well as social media posts.
- **Section 9:** This section was expanded to to address the interaction between the obligations of confidentiality imposed upon a director, officer or employee of Renasant and whistleblower and similar protections arising under federal, state and local law. The revisions are intended to avoid any doubt that Renasant fully supports a director, officer or employee taking appropriate advantage of whistleblower and similar laws.

**Dear Renasant Directors, Officers and Employees:**

As you know, Renasant’s vision is to be the financial services advisor and provider of choice in each community we serve, and our mission is to provide quality financial services and advice by (a) creating security and opportunity for our employees, (b) understanding, then meeting, the needs of our customers, (c) being good citizens in our communities, and (d) providing attractive returns to our shareholders.



The following document is the Renasant Corporation Code of Business Conduct and Ethics. This Code reflects Renasant’s commitment to the highest standards of honest and ethical conduct, and it is a key facet of our ongoing efforts to foster and promote at Renasant a culture of integrity and honesty, where we are all accountable to each other and strive to conduct ourselves in an ethical manner. The principles set forth in our Code of Business Conduct and Ethics are an outgrowth of our core values:

- Our employees are our greatest asset
- Our customers’ trust is foremost. We seek to understand what customers need before offering a solution. We will deal with them fairly, honestly and confidentially
- We are dependent on and responsible to each other and will work together as a team
- We will always nurture a professional environment wherein respect for the individual is of utmost importance
- Quality is not negotiable
- Our company will be a challenging, enthusiastic and fun place to work
- We will have leaders in our company who not only possess a vision of our future but who also can inspire others to achieve it
- Our employees, shareholders and directors will be advocates for our company
- Two-way communication at all levels is essential

The Code of Business Conduct and Ethics is designed to serve as a guide to every Renasant director, officer and employee in conducting themselves in accordance with our core values. While every member of the Renasant family is expected to strictly adhere to the Code, Renasant’s directors and senior officers, starting with me as Executive Vice Chairman and Chief Executive Officer, have a special role: we are challenged not only must we take care that our own actions satisfy this Code but also we are expected to create an environment that values and rewards honesty, integrity and adherence to our core values. In short, Renasant’s senior leadership must set a “tone at the top” that ensures Renasant achieves its vision and mission in the proper way.

Thank you for the efforts that you put forth every day to follow our Code of Business Conduct and Ethics and thereby ensure that Renasant maintains its reputation as a respected member of each community we serve.

Sincerely,



C. Mitchell Waycaster  
Executive Vice Chairman and  
Chief Executive Officer

# RENASANT CORPORATION CODE OF BUSINESS CONDUCT AND ETHICS

## Introduction

The Board of Directors (the “**Board**”) of Renasant Corporation (collectively with Renasant Bank and its other direct and indirect subsidiaries, “**Renasant**”) has adopted this Code of Business Conduct and Ethics (this “**Code**”) to set forth fundamental principles and key policies and procedures that govern Renasant’s conduct of its operations and its dealings with shareholders, employees, customers, vendors and other stakeholders. All of Renasant’s directors, officers and employees (referred to individually as an “**Employee**” and collectively as “**Employees**”) are subject to this Code. Although the Code does not cover every issue that may arise, it sets out basic principles to guide Employees in complying with the legal and ethical requirements applicable to Renasant’s business conduct.

Employees have a responsibility to foster a culture of integrity and honesty, with high ethical standards and a commitment to compliance and accountability. To promote this culture, Employees must not only comply with applicable laws, policies and procedures, including this Code, but also meet the spirit of this Code by seeking to avoid even the appearance of behavior that is in conflict with this Code. To be clear, adherence to this Code as well as applicable laws, regulations and internal guidelines is the minimum expectation of Employees.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in doubt about the appropriate course of action to comply with this Code in a particular situation, please follow the compliance procedures described in Section 12 below.*

The Audit Committee of the Board (the “**Committee**”), or such committee of Renasant officers as it may form and designate from time to time, shall be responsible for evaluation, interpretation and decisions with respect to this Code.

This Code supplements, but does not replace, the policies and procedures set forth in Renasant’s Employee Manual and other policies that address specific Employee conduct (collectively, “**Employee Policies**”). Obligations herein that are more stringent than (or in addition to) the Employee Policies shall be deemed correct and not inconsistent. Subject to the foregoing, in the event of a conflict between the Employee Policies and this Code, this Code shall prevail.

## 1. Compliance with Laws, Rules and Regulations

Obedying the law, both in letter and in spirit, is the foundation on which Renasant’s ethical standards are built. Employees must respect and obey all federal, state and local laws and regulations applicable to Renasant and its business, including, for example, those relating to anti-discrimination/harassment, fair lending, consumer protection and privacy, anti-money laundering and combatting the financing of terrorism, and insider trading. Although Employees are not expected to know the details of these laws, it is important to know enough to determine when to raise a question or concern with appropriate personnel. Also, Renasant’s policies and procedures are designed (and updated) with relevant laws and regulations affecting Renasant in mind. So, adherence to these policies and procedures helps to ensure compliance with applicable laws and regulations.

Renasant provides information, web courses and training sessions to promote Employees’ compliance with laws, rules and regulations applicable to Renasant and to give Employees enough information to enable them to know when to raise a question or concern with appropriate personnel. Employees are expected to complete all assigned training sessions and are encouraged to attend other informational offerings.

If you have any questions concerning your legal obligations related to your conduct as an Employee, you should ask your supervisor or Renasant's General Counsel.

## **2. Implementation**

### ***A. Condition of Employment***

Each employee must become familiar with and agree to comply with this Code as a condition of such employee's employment. All officers and other employees, regardless of grade, will be provided with a copy of this Code at the time their employment commences and will be required to acknowledge that they have read and understand this Code. Acknowledgment of receipt and understanding of this Code will be required of all employees at least annually thereafter. All employees will have access to any subsequent modifications, amendments and/or supplements to this Code through Renasant's intranet; the most current version of this Code is also available on Renasant's corporate website, [www.renasant.com](http://www.renasant.com), under the Corporate Governance tab. All supervisors are responsible for ensuring that employees under their supervision, regardless of level, are familiar with this Code and for promoting compliance with this Code.

### ***B. Condition of Director Appointment/Election***

Each director must become familiar with and agree to comply with this Code. A director will be provided with a copy of this Code at the time of his or her appointment or election to serve on the Board (or the board of directors of Renasant Bank). All directors will be provided with any subsequent modifications, amendments and/or supplements to this Code.

### ***C. Questions regarding this Code***

Employees who have questions regarding this Code should consult a supervisor, Renasant's General Counsel, the Chief Human Resources Officer, a member of senior management or any other person(s) designated by the Board to supervise the application of this Code. In addition, please see Section 12 for a listing of compliance procedures.

## **3. Conflicts of Interest**

As a matter of Renasant policy, Employees are not permitted to engage in any business or conduct or enter into any agreement or arrangement that would give rise to an actual or potential conflict of interest without prior approval. A "conflict of interest" exists when a person's private interest interferes, or gives the appearance of interfering, in any way with the best interests of Renasant. A conflict situation can arise when an Employee takes actions or has interests that may make it difficult to perform his or her work for Renasant objectively and diligently. Conflicts of interest may also arise when an Employee, or members of his or her family or household, receives unauthorized personal benefits as a result of the Employee's position with Renasant. In short, an Employee's position with Renasant must not be used, directly or indirectly, for personal gain (other than the compensation and benefits authorized for such Employee's position), to advance personal interests or to obtain favors or benefits for himself or herself, his or her family or other persons.

Without limiting the generality of the above, the following guidelines apply in this regard (by no means is this an exclusive list – for additional guidance, refer to "Conflicts of Interest," in the Conduct and Ethics section of the Employee Manual):

- Loans to, or guarantees of obligations of, an Employee or a member of his or her family, may create conflicts of interest. To avoid the potential for conflicts of interest, Renasant has strict

guidelines with respect to extensions of credit to its directors, officers and employees, as detailed in its Loan Policy Manual. Furthermore, the Federal Reserve Board's Regulation O governs any extension of credit by a bank to an executive officer, director or principal shareholder of the bank (or the bank's holding company). Renasant's Regulation O policy defines the process of and limitations on extending credit to these individuals to ensure compliance with Regulation O and to avoid conflicts of interest.

- Business dealings with anyone who provides products or services to Renasant (referred to in this Code as a “**vendor**”) should not result in unauthorized or unreported gain for the vendor or the Employee. “Unauthorized gain” refers to bribes and kickbacks as well as product bonuses, special fringe benefits, unusual price breaks (including favorable rates or fee waivers) and other windfalls that have not been authorized and are designed to ultimately benefit the vendor, the Employee, or both, and “unreported gain” refers to any form of compensation extended to a vendor that is not apparent from the documents reflecting the vendor's delivery of products or services.

To be clear, Employees are strictly prohibited from soliciting, accepting or paying a bribe (“**bribe**”) should be broadly construed to include the transfer of anything of value – cash, property, services, agreements to act or not act, etc. – to improperly influence the decisions of another, including kickbacks). Promotional plans that could be interpreted to involve unauthorized gain require specific approval. Engagement of any vendor owned or controlled by an Employee or his or her family must be authorized in advance.

- Having an ownership, debtor/creditor or other financial interest or business/employment relationship with a competitor, customer, vendor, or any other organization that transacts with Renasant, is impermissible if the interest or relationship compromises, or appears to compromise, an Employee's loyalty to Renasant or the performance of his or her duties with Renasant.
- Employees are not permitted to accept compensation (in any form) for services performed for Renasant from anyone (customer, vendor or otherwise) other than Renasant or through relationships approved in advance by Renasant.
- Employees may not work simultaneously for a competitor, and directors may not serve on the board of a competitor of Renasant. Any activity that is intended, or would reasonably be expected, to advance a competitor's interest at Renasant's expense is prohibited.
- Beyond the restrictions on loan relationships discussed in the first bullet above, an Employee must refrain from personally handling any transaction with Renasant involving himself or herself, his or her family or their related business associates, or any trust or organization (profit or non-profit) in which they hold office or have any degree of control as an officer, trustee, director or other fiduciary. This includes, without limitation, opening accounts of any type, cashing checks, accepting deposits, handling loans or loan payments and any waivers with respect to a loan or serving as the relationship officer or entering into any vendor relationship between Renasant and a business in which the Employee or a member of his or her family has a financial interest.

The best practice is for an officer or an employee to avoid any direct or indirect business connection with Renasant's customers, vendors or competitors other than ordinary course transactions available to the public at large, unless it is on Renasant's behalf and has been authorized by an Employee's supervisor or appropriate personnel. Any Employee who becomes aware of a conflict or potential conflict, or has any question about whether a transaction creates a conflict of interest, should bring it to the attention of his or her supervisor or other appropriate personnel or consult the procedures described in Section 12 of this

Code. It is imperative that appropriate safeguards be established to protect all parties.

#### **4. Insider Trading; Hedging**

Renasant Corporation is a publicly-traded company, and all Employees must comply with the Renasant Insider Trading Policy. As explained in further detail in the Insider Trading Policy, Employees who have access to confidential information about Renasant or its business are not permitted to use or share that information for purposes of trading in Renasant stock or other securities, or for any other purpose except the conduct of Renasant's business. All non-public information about Renasant or its business should be considered confidential information. To use material nonpublic information for personal financial benefit or to "tip" others who might make an investment decision to buy or sell Renasant stock on the basis of this information is not only unethical but also illegal. The Insider Trading Policy also prohibits trading in, or "tipping" about, the securities of another company while in possession of material nonpublic information about such company if the information was obtained in the course of the Employee's service for Renasant.

In addition, Employees must comply with Renasant's Policy on Hedging and Pledging Company Stock, which prohibits an Employee from hedging the risks associated with ownership of Renasant stock. As explained in further detail in such policy, Employees may not purchase any financial instrument designed to hedge or offset a decrease in the market price of Renasant stock held, directly or indirectly, by such person, enter into short sales of Renasant stock, or otherwise participate in any similar speculative transactions involving Renasant stock.

The Insider Trading Policy and the Policy on Hedging and Pledging Company Stock are available for review on Renasant's intranet.

#### **5. Corporate Opportunities**

Without the prior written consent of the Committee, Employees are prohibited from taking for themselves an opportunity that is (1) a potential transaction or matter that may be an investment or business opportunity or prospective economic or competitive advantage in which Renasant could reasonably have an interest or expectancy or (2) discovered through the use of corporate property, information or position. In addition, other than compensation from Renasant earned in the ordinary course of their job responsibilities for Renasant, Employees may not use corporate property, information or one's position for personal gain. Employees may not compete with Renasant directly or indirectly or otherwise disrupt or impair Renasant's relationship with any person or entity with whom Renasant has or proposes to enter into a business relationship. Employees owe a primary duty to Renasant to advance its best interests when the opportunity to do so arises.

This duty to advance Renasant's best interests also applies to an Employee's interactions with other Renasant employees. While an Employee is free to seek employment with competitors or others (subject to any contractual restrictions on such activities to which he or she may be subject), an Employee, whether at-will or under contract, may not use his or her position in the company to encourage another employee to end his or her employment with Renasant or join the employee at a competitor, or to otherwise, directly or indirectly, recruit, solicit or assist in the business operations or development of another employer.

#### **6. Competition and Fair Dealing**

Inherent in Renasant's culture of integrity and honesty is a commitment to fair dealing. This commitment extends not only to how Renasant interacts with its employees, customers and vendors but also the methods that Renasant uses to compete in the marketplace with our competitors. In the course of conducting Renasant's business, Employees are expected to act in accordance with all applicable law and regulations and Renasant policies and procedures and generally maintain the highest standards of integrity

and honesty. Furthermore, regardless of legal requirements, no Employee should take unfair advantage of another party – whether a customer, vendor or competitor or the public generally – through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or any other practice not permitted by applicable law or contract or Renasant policies.

An Employee can ensure that his or her actions are consistent with Renasant’s commitment to fair dealing by, among other things, adhering to Renasant’s policies on conflicts of interest described in Section 3 above, especially the rules prohibiting bribes, kickbacks and other inappropriate personal benefits and the restrictions on business and financial relationships with customers and competitors, and following Renasant’s policies and procedures governing the proper use and handling of a customer’s money or other property. With respect to Renasant’s dealings with competitors in particular, Renasant seeks to outperform its competition fairly and honestly, creating competitive advantages through superior performance, and never through unethical or illegal business practices. Appropriating proprietary information, receiving or otherwise possessing trade secret information that was obtained without the owner’s consent, or inducing such disclosures by past or present employees of other companies, is prohibited. Compliance with all regulations and laws of governing or regulatory agencies applicable to Renasant or its business should be given priority over the opportunity to profit or gain competitive advantage.

## **7. Business Entertainment and Gifts**

*Accepting Gifts or Entertainment.* Employees and their immediate family may not accept gifts where the gifts are being made in order to influence the Employee’s actions or where acceptance of the gift could create the appearance of a conflict of interest. Under no circumstances may an Employee solicit or demand for themselves or for any other person, anything of value with the intent to be influenced or rewarded in connection with any business or transaction. Cash gifts (or equivalents such as gift cards) are never allowed.

Normal business entertainment and meals, refreshments, travel arrangements or accommodations offered in connection with business meetings or to foster better business relations may be accepted if reasonable in amount and otherwise in compliance with the Gift Policy set forth in the Employee Manual. Gifts (including a bequest or legacy) based on obvious personal family relationships are permissible when circumstances make it clear that it is the personal relationship, rather than the relationship with Renasant, that is the motivating factor. Gifts with values of \$150 or less made otherwise than on account of an obvious family relationship may also be accepted in conjunction with commonly recognized events or occasions, such as promotions, weddings, births or retirement, but must be reported the Chief Human Resources Officer. Any gift of a value greater than \$150 shall not be accepted unless reviewed and approved by the Chief Human Resources Officer or the Chief Executive Officer or his or her designee. Any gift of more than reasonable value will not be approved. Discounts or rebates on merchandise or services should not be accepted from customers or vendors (actual or potential) of Renasant except to the extent that they are available to all Renasant employees or to other customers, except in the case of family relationships when circumstances make it clear that it is the family relationship rather than the business of Renasant that is the motivating factor for granting such discount or rebate. The Committee must specifically approve any bequest or legacy to an Employee from a customer or vendor who is not a relative before such bequest or legacy can be accepted. Any questions as to whether a gift is required to be reported should be directed to the Chief Human Resources Officer before the gift is accepted.

*Providing Gifts or Entertainment.* An Employee shall not provide, directly or indirectly, any gift of more than reasonable value, normally \$150 or less, to an individual, company or government unit in consideration for doing business with Renasant as a customer or vendor. However, normal business entertainment of customers and vendors is appropriate but should be approved in accordance with Renasant’s Travel and Expense & Employee Spending Policies, available on Renasant’s intranet. Premiums



such as those offered for opening new accounts may be provided in conjunction with a new business campaign, and promotional materials of reasonable value may occasionally be given to customers or others.

Without limiting the generality of the foregoing, in no circumstance shall gifts or offers of entertainment, travel arrangements, accommodations or favors be given or accepted if such gift or offer (1) is not consistent with customary business practices; (2) would result in the violation of a law or regulation; or (3) might jeopardize public confidence in Renasant or create undesirable obligations. Facilitation payments are also strictly prohibited. A “facilitation payment” (or “grease payment”) is a payment, typically made to a government employee or other public official, to incite the official to expedite an administrative process (such as a payment to speed up the approval of a license application). An Employee in doubt as to whether a particular gift may be accepted or retained should consult the Chief Human Resources Officer or Chief Executive Officer for a written determination.

## **8. Record-Keeping/Public Communications/Retention of Documents and Records**

Renasant’s continued success depends on full, fair, accurate, timely and understandable recording and reporting of information. Accordingly, Renasant’s books, records and accounts must accurately, understandably and fairly reflect Renasant’s transactions in reasonable detail, in a timely manner and in accordance with Renasant’s accounting practices and policies. Employees are expected to use the highest degree of diligence in preparing Renasant’s books, records and accounts. In this regard, Employees should adhere to the following guidelines:

- All records must fairly and accurately reflect in all material respects the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail Renasant’s assets, liabilities, revenues and expenses. No undisclosed, unrecorded or “off the books” funds or assets are permitted.
- Renasant’s accounting records must not contain any false or intentionally misleading entries.
- All transactions must be supported by documentation in reasonable detail.
- No transactions may be intentionally misclassified to accounts, departments or accounting periods or in any other manner. For example, no payment shall be made with the intention or understanding that all or any part of it is to be used for any person other than that described by the documents supporting the payment.
- No false or misleading statements, written or oral, shall be intentionally made to, and no information may be intentionally concealed from, any internal accountant or auditor or Renasant’s independent registered public accounting firm with respect to Renasant’s financial statements or documents to be filed with the banking regulators, Securities and Exchange Commission (the “**SEC**”) or other governmental authority.
- Compliance in all material respects with accounting principles generally accepted in the United States (“**GAAP**”) and Renasant’s system of internal accounting controls is required at all times.

Please remember that business records and communications often become public. Accordingly, Employees should, in connection with their work, avoid exaggeration, guesswork or inappropriate characterizations of people and companies that can be misinterpreted. This applies equally to all forms of written communication, including email and text messages, internal communication channels and

messaging applications, other forms of electronic communication (including social media posts), internal memos and formal reports.

Finally, it is Renasant's policy to cooperate with all governmental investigative authorities. Unless otherwise specifically directed by Renasant's General Counsel, Employees shall retain any record, document or tangible object of Renasant that is known to be the subject of any actual or threatened investigation or litigation. It is a violation of this Code for Employees to knowingly alter, destroy, mutilate, conceal, cover up, falsify or make a false entry in any record, document or tangible object of Renasant with the intent to impede, obstruct or influence the investigation or proper administration of any matter within the jurisdiction of any state, federal department or agency or any bankruptcy, or in relation to or contemplation of any such matter or case.

## **9. Confidentiality**

Employees must hold in the strictest confidence all non-public information of Renasant as well as information provided to them by Renasant or its vendors and customers under an obligation of non-disclosure (collectively, "**confidential information**"), except when disclosure is authorized or legally mandated or approved by senior management. Such information is to be used solely for corporate purposes and not for personal gain. Confidential information includes all nonpublic information that, if disclosed, might be of use to competitors or harmful to Renasant or its customers or vendors. Without limiting the generality of the foregoing sentence, Renasant's confidential information includes its intellectual property (such as trade secrets, patents, trademarks and copyrights), its business, marketing and service plans, non-public business practices, policies and procedures, salary information (other than an Employee's own salary information) and any unpublished financial data and reports. The term also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about Renasant's competitors, vendors and customers that is not in the public domain (and all documents related thereto). Unauthorized use or distribution of this information is a violation of Renasant policy and could also be illegal and result in civil or criminal penalties.

The obligation to preserve confidential information continues even after the employment ends (in the case of officers and other employees) or the director's term ends (in the case of directors). Any documents, papers, records or other tangible items that contain trade secrets or proprietary information are Renasant's property. Employees leaving the employment of Renasant must return, and refrain from taking, any documents that contain trade secrets or proprietary or confidential information.

For the avoidance of doubt, nothing in this Code or other Renasant policy prohibits or restricts (or should be interpreted to prohibit or restrict) an Employee (or an Employee's attorney) from reporting truthfully and in good faith to, or responding to any inquiry by, any federal, state, or local agency or regulatory authority or self-regulatory authority, including, without limitation, the SEC, the Financial Industry Regulatory Authority, the Equal Employment Opportunity Commission or the National Labor Relations Board, about a possible violation of law or regulation or making other disclosures that are protected under whistleblower or other provisions of any applicable federal or state law or regulations. Furthermore, an Employee is not be required to obtain Renasant's prior authorization to make any such reports or disclosures, nor is an Employee required to notify Renasant that he or she has made any such reports or disclosures.

## **10. Protection and Proper Use of Renasant Assets**

The use of any Renasant funds or assets for any unlawful or unauthorized purpose is strictly prohibited. Employees should endeavor to protect Renasant's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Renasant's profitability. Any suspected incident of fraud or theft should

be immediately reported for investigation. Renasant personnel or equipment should not be used for non-Renasant business without prior supervisor approval, although incidental personal use of equipment is permitted.

## **11. Reporting any Illegal/Unethical Behavior or Code Violations**

Employees should report violations of applicable laws, rules and regulations (including the rules included in the Listed Company Manual of The New York Stock Exchange (“*NYSE*”)), this Code or any other code, policy or procedure of Renasant following the procedures outlined in the Employee Manual, including (if necessary) “Whistleblowing,” in the Conduct and Ethics section of the Employee Manual which sets forth Renasant’s Policy for Reporting Alleged Improper Accounting, Internal Accounting Control or Auditing Matters. The Employee Manual explains how an Employee may take advantage of Renasant’s hotline for anonymous reporting of actual or suspected wrongdoing referenced under Section 12 below. Employees are expected to cooperate in internal investigations of malfeasance and/or misconduct.

Officers who are required to certify compliance by Renasant with all applicable laws and regulations to third parties rely on Employees to fulfill their duty to report violations as required by this Section 11. Failure to report known violations as required by this Section 11 may subject such Employees to disciplinary action up to and including termination of employment.

### *Non-Retaliation*

Renasant does not permit retaliation of any kind against individuals who have made good faith, honest reports or complaints of violations or possible violations of this Code or other known or suspected illegal or unethical conduct. Negative performance reviews (not otherwise warranted), termination, demotion, or the denial of an otherwise-deserved promotion, bonus or raise are obvious forms of retaliation, but retaliation can take many other forms. Other examples of prohibited retaliation include threatening or belittling the relevant individual, removing him or her from key projects or setting up the individual for failure through unrealistic expectations. Action taken for retaliatory purposes is strictly prohibited and, in and of itself, constitutes a violation of this Code.

## **12. Compliance Procedures**

Employees must all work to ensure that they comply with this Code. However, an Employee may encounter a situation in which it is difficult to determine how to proceed while also complying with the Code. Since not every situation that will arise can be anticipated, it is important to have a way to approach a new question or problem. When considering these situations, an Employee should, as applicable:

- Make sure to have all the facts. In order to reach the right solutions, all relevant information must be known.
- Consider what he or she specifically is being asked to do and whether it seems unethical or improper. This will enable the individual to focus on the specific question and the available alternatives to him or her. If something seems unethical or improper, there is a strong likelihood that it is.
- Understand his or her responsibility and role. In most situations, there is shared responsibility. It may be helpful to get others involved and discuss the problem.
- Discuss the problem with appropriate parties. In many cases, the Director of Internal Audit, the

General Counsel or a supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Employees should remember that it is the responsibility of supervisors to assist with solving problems and ensuring compliance with this Code.

- Seek help from Renasant resources. If it is not appropriate to approach a supervisor, the Director of Internal Audit or the General Counsel, or if none of them are available, follow the dispute resolution process outlined in Renasant's Employee Manual, specifically "Dispute Resolution Process" in the Terminations, Discipline, and Grievances section of the Employee Manual. In lieu of this process, an Employee may take advantage of Renasant's hotline for anonymous reporting of actual or suspected wrongdoing; this hotline may be reached by calling (844) 916-2764 or visiting the website located at <https://www.renasant.ethicspoint.com>. If you prefer to write, you may address your concerns to: Director of Internal Audit, Renasant Corporation, P.O. Box 1279, Tupelo, Mississippi 38802.
- Always ask first, act later. When unsure of what to do in any situation, the individual should seek guidance and ask questions before the action in question is taken.

### 13. Senior Financial Officers

Renasant's senior financial officers, including the Chief Executive Officer, President, Chief Financial Officer, Chief Accounting Officer and Controller (collectively, "*Senior Financial Officers*"), bear a special responsibility in promoting honest and ethical conduct. As part of the corporate leadership team, Senior Financial Officers possess both the responsibility and the authority to protect, balance and preserve the interests of all of Renasant's stakeholders, including shareholders, customers, employees, vendors and residents of the communities in which business is conducted. Because of this special role, in addition to complying with this Code, each of Renasant's Senior Financial Officers, along with any other financial officer(s) selected by the Senior Financial Officers, must:

- Act with professional integrity in all aspects of the financial organization and eliminate impediments to responsible behavior.
- Avoid the occurrence of actual or apparent conflicts between the best interests of Renasant and the interests of a member of Renasant, in both personal and professional relationships.
- Establish and manage Renasant's transaction and reporting systems and procedures to facilitate adherence to Section 8 hereof, including specifically systems designed to ensure that (1) business transactions are properly authorized and completely and accurately recorded on Renasant's books and records in accordance with GAAP and established Renasant financial policy and (2) reports and documents filed with or submitted to the banking regulators and SEC and other public communications made by Renasant are made in a full, fair, accurate, timely and understandable manner.
- Comply with rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.
- Respect the confidentiality of information acquired in the course of one's work, except when properly authorized or otherwise legally obligated to disclose and ensure that such confidential information is not used for personal advantage.
- Achieve responsible use of and control over all assets and resources employed or entrusted.

- Promptly report any conduct that the individual believes to be a violation of law or business ethics, or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

#### **14. Waivers of the Code of Business Conduct and Ethics**

Any waiver of a provision of this Code for Employees may be made only by the Board acting through the Committee and will be promptly disclosed if and as required by law and the listing requirements of the NYSE. For purposes hereof, a waiver of this Code shall be deemed to have occurred if Renasant fails to take action regarding a material departure from this Code within a reasonable time after such departure has been made known to executive management.

#### **15. Amendments**

Any amendment to this Code shall be made only by the Board. If an amendment to this Code is made, appropriate disclosure will be made in accordance with legal requirements and the listing requirements of the NYSE.

#### **16. Miscellaneous**

This Code is a statement of certain fundamental principles, policies and procedures that govern Renasant's directors, executive officers and employees in the conduct of Renasant's business. It is not intended to, and does not, create any rights in any shareholder, employee, customer, vendor, competitor or any other person or entity, nor is it intended to create a legal standard by which the acts of Renasant or its directors, officers or employees will be judged in any legal proceeding. It does not constitute legal advice.