

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2018

Commission file number 001-13253

RENASANT CORPORATION

(Exact name of registrant as specified in its charter)

Mississippi	64-0676974
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
209 Troy Street, Tupelo, Mississippi	38804-4827
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code	(662) 680-1001
Securities registered pursuant to Section 12(b) of the Act:	
Title of each class	Name of each exchange on which registered
Common Stock, \$5.00 par value	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company," in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of June 30, 2018, the aggregate market value of the registrant's common stock, \$5.00 par value per share, held by non-affiliates of the registrant, computed by reference to the last sale price as reported on The NASDAQ Global Select Market for such date, was \$2,191,549,020.

As of February 22, 2019, 58,569,904 shares of the registrant's common stock, \$5.00 par value per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2019 Annual Meeting of Shareholders of Renasant Corporation are incorporated by reference into Part III of this Form 10-K.

Renasant Corporation and Subsidiaries

Form 10-K

For the Year Ended December 31, 2018

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PART I

This Annual Report on Form 10-K may contain or incorporate by reference statements regarding Renasant Corporation (referred to herein as the “Company”, “we”, “our”, or “us”) that constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements usually include words such as “expects,” “projects,” “proposes,” “anticipates,” “believes,” “intends,” “estimates,” “strategy,” “plan,” “potential,” “possible,” “approximately,” “should” and variations of such words and other similar expressions. The forward-looking statements in, or incorporated by reference into, this report reflect our current assumptions and estimates of, among other things, future economic circumstances, industry conditions, business strategy and decisions, Company performance and financial results. Management believes its assumptions and estimates are reasonable, but they are all inherently subject to significant business, economic and competitive risks and uncertainties, many beyond management’s control, that could cause the Company’s actual results and experience to differ from the anticipated results and expectations indicated or implied in such forward-looking statements. Such differences may be material. Investors are cautioned that any such forward-looking statements are not guarantees of future performance and, accordingly, investors should not place undue reliance on these forward-looking statements, which speak only as of the date they are made.

Important factors currently known to management that could cause actual results to differ materially from those in forward-looking statements include the following risks (which are addressed in more detail in Item 1A, Risk Factors, of this Form 10-K):

- the Company’s ability to efficiently integrate acquisitions into its operations, retain the customers of these businesses, grow the acquired operations and realize the cost savings expected from an acquisition to the extent and in the timeframe anticipated by management, including with respect to the Company’s recently-completed acquisition of Brand Group Holdings, Inc.;
- the effect of economic conditions and interest rates on a national, regional or international basis;
- timing and success of the implementation of changes in operations to achieve enhanced earnings or effect cost savings;
- competitive pressures in the consumer finance, commercial finance, insurance, financial services, asset management, retail banking, mortgage lending and auto lending industries;
- the financial resources of, and products available to, competitors;
- changes in laws and regulations as well as changes in accounting standards;
- changes in policy by regulatory agencies;
- changes in the securities and foreign exchange markets;
- the Company’s potential growth, including its entrance or expansion into new markets, and the need for sufficient capital to support that growth;
- changes in the quality or composition of the Company’s loan or investment portfolios, including adverse developments in borrower industries or in the repayment ability of individual borrowers;
- an insufficient allowance for loan losses as a result of inaccurate assumptions;
- general economic, market or business conditions, including the impact of inflation;
- changes in demand for loan products and financial services;
- concentration of credit exposure;
- changes or the lack of changes in interest rates, yield curves and interest rate spread relationships;
- increased cybersecurity risk, including potential network breaches, business disruptions or financial losses;
- natural disasters and other catastrophic events in the Company’s geographic area;
- the impact, extent and timing of technological changes; and
- other circumstances, many of which are beyond management’s control.

The Company expressly disclaims any obligation to update or revise forward-looking statements to reflect changed assumptions

or estimates, the occurrence of unanticipated events or changes to future operating results that occur after the date the forward-looking statements are made.

The information set forth in this Annual Report on Form 10-K is as of February 22, 2019, unless otherwise indicated herein.

ITEM 1. BUSINESS

General

Renasant Corporation, a Mississippi corporation incorporated in 1982, owns and operates Renasant Bank, a Mississippi banking corporation with operations in Mississippi, Tennessee, Alabama, Florida and Georgia, and Renasant Insurance, Inc., a Mississippi corporation with operations in Mississippi. Renasant Insurance, Inc. is a wholly-owned subsidiary of Renasant Bank. Renasant Bank is referred to herein as the “Bank,” and Renasant Insurance, Inc. is referred to herein as “Renasant Insurance.”

Our vision is to be the financial services advisor and provider of choice in each community we serve. With this vision in mind, management has organized the branch banks into community banks using a franchise concept. The franchise approach empowers community bank presidents to execute their own business plans in order to achieve our vision. Specific performance measurement tools are available to assist these presidents in determining the success of their plan implementation. A few of the ratios used in measuring the success of their business plan include:

- | | |
|------------------------------------|--|
| — return on average assets | — net interest margin and spread |
| — the efficiency ratio | — fee income shown as a percentage of loans and deposits |
| — loan and deposit growth | — the volume and pricing of deposits |
| — net charge-offs to average loans | — the percentage of loans past due and nonaccruing |

While we have preserved decision-making at a local level, we have centralized our legal, accounting, investment, risk management, loan review, human resources, audit and data processing/operations functions. The centralization of these functions enables us to maintain consistent quality and achieve certain economies of scale.

Our vision is further validated through our core values. These values include (1) employees are our greatest assets, (2) quality is not negotiable and (3) clients’ trust is foremost. Centered on these values was the development of five objectives that are the focal point of our strategic plan. Those objectives include: (1) client satisfaction and development, (2) financial soundness and profitability, (3) growth, (4) employee satisfaction and development and (5) shareholder satisfaction and development.

Members of our Board of Directors also serve as members of the Board of Directors of the Bank (which has a broader membership than the Company board). Responsibility for the management of the Bank remains with the Board of Directors and officers of the Bank; however, management services rendered by the Company to the Bank are intended to supplement internal management and expand the scope of banking services normally offered by the Bank.

Acquisition of Brand Group Holdings, Inc.

On September 1, 2018, the Company completed its acquisition by merger of Brand Group Holdings, Inc. (“Brand”), a bank holding company headquartered in Atlanta, Georgia and the parent company of The Brand Banking Company (“Brand Bank”), a Georgia banking corporation. On the same date, Brand Bank merged with and into Renasant Bank. On the closing date of the acquisition, Brand operated thirteen banking locations throughout the greater Atlanta metropolitan area. The Company issued 9,306,477 shares of common stock and paid approximately \$21.9 million to Brand shareholders, excluding cash paid for fractional shares, and paid approximately \$17.2 million, net of tax benefit, to Brand stock option holders for 100% of the voting equity in Brand in a transaction valued at approximately \$474 million. Including the effect of purchase accounting adjustments, the Company acquired assets with a fair value of \$2.3 billion which included loans held for investment and loans held for sale with a fair value of \$1.6 billion, and assumed liabilities with a fair value of \$1.9 billion, including deposits with a fair value of \$1.7 billion. At the acquisition date, approximately \$321.9 million of goodwill and \$27.5 million of core deposit intangible assets were recorded. The Company is finalizing the fair values of the assets acquired and liabilities assumed as part of the acquisition; accordingly, the foregoing amounts remain subject to change.

Acquisition of Metropolitan BancGroup, Inc.

On July 1, 2017, the Company completed its acquisition by merger of Metropolitan BancGroup, Inc. (“Metropolitan”), a bank holding company headquartered in Ridgeland, Mississippi and the parent of Metropolitan Bank, a Mississippi banking corporation. On the same date, Metropolitan Bank merged with and into Renasant Bank. On the closing date of the acquisition, Metropolitan operated eight banking locations in Nashville and Memphis, Tennessee and the Jackson, Mississippi Metropolitan Statistical Area.

The Company issued 4,883,182 shares of its common stock and paid \$4.8 million to Metropolitan stock option holders, net of tax benefit, for 100% of the voting equity interest in Metropolitan in a transaction valued at \$219.5 million. Including the effect of purchase accounting adjustments, the Company acquired assets with a fair value of \$1.4 billion, including loans held for investment and loans held for sale with a fair value of \$967.8 million, and assumed liabilities with a fair value of \$1.1 billion, including deposits with a fair value of \$942.1 million. At the acquisition date, approximately \$140.5 million of goodwill and \$7.0 million of core deposit intangible assets were recorded.

Operations

The Company has three reportable segments: a Community Banks segment, an Insurance segment and a Wealth Management segment.

Neither we, the Bank nor Renasant Insurance have any foreign operations.

Operations of Community Banks

Substantially all of our business activities are conducted through, and substantially all of our assets and revenues are derived from, the operations of our community banks, which offer a complete range of banking and financial services to individuals and to small to medium-size businesses. As described in more detail below, these services include checking and savings accounts, business and personal loans, interim construction loans, specialty commercial lending, as well as safe deposit and night depository facilities. Automated teller machines are located throughout our market area. Our Online and Mobile Banking products and our call center also provide 24-hour banking services.

As of December 31, 2018, we had 199 banking, insurance and wealth management offices located throughout our markets in Mississippi, Tennessee, Alabama, Florida and Georgia.

Lending Activities. Income generated by our lending activities, in the form of both interest income and loan-related fees, comprises a substantial portion of our revenue, accounting for approximately 68.52%, 66.16% and 67.92% of our total gross revenues in 2018, 2017 and 2016, respectively. Total gross revenues consist of interest income on a fully taxable equivalent basis and noninterest income. Our lending philosophy is to minimize credit losses by following strict credit approval standards, diversifying our loan portfolio by both type and geography and conducting ongoing review and management of the loan portfolio. Loans are originated through our traditional community banking model based on customer need. Customer needs are met either through our commercial or personal banking lending groups depending on the relationship and type of service or product desired. Our commercial lending group provides banking services to corporations or other business customers and originates loans for general corporate purposes, such as financing for commercial and industrial projects or income producing commercial real estate. Also included in our commercial lending group are experienced lenders within our specialty lines of business, which consist of our asset-based lending, Small Business Administration lending, healthcare, factoring, and equipment lease financing banking groups. Our personal banking group provides small consumer installment loans, residential real estate loans, lines of credit and construction financing and originates conventional first and second mortgages.

The following is a description of each of the principal types of loans in our loan portfolio, the relative risk of each type of loan and the steps we take to reduce credit risk. Our loans are primarily generated within the market areas where our branches are located.

— *Commercial, Financial and Agricultural Loans.* Commercial, financial and agricultural loans (referred to as “commercial loans”), which accounted for approximately 14.27% of our total loans at December 31, 2018, are customarily granted to established local business customers in our market area on a fully collateralized basis to meet their credit needs. The terms and loan structure are dependent on the collateral and strength of the borrower. The loan-to-value ratios range from 50% to 85%, depending on the type of collateral. Terms are typically short term in nature and are commensurate with the secondary source of repayment that serves as our collateral.

Although commercial loans may be collateralized by equipment or other business assets, the repayment of this type of loan depends primarily on the creditworthiness and projected cash flow of the borrower (and any guarantors). Thus, the chief considerations when assessing the risk of a commercial loan are the local business borrower’s ability to sell its products and services, thereby generating sufficient operating revenue to repay us under the agreed upon terms and conditions, and the general business conditions of the local economy. The liquidation of collateral is considered a secondary source of repayment. Another source of repayment are guarantors of the loan, if any. To manage these risks, the Bank’s policy is to secure its commercial loans with both the assets of the borrowing business and any other additional collateral and guarantees that may be available. In addition, we actively monitor certain financial measures of the borrower, including advance rate, cash flow, collateral value and other appropriate credit factors. We use commercial loan credit scoring models for smaller size commercial loans.

— *Real Estate – 1-4 Family Mortgage.* We are active in the real estate – 1-4 family mortgage area (referred to as “residential real estate loans”), with approximately 30.78% of our total loans at December 31, 2018, being residential real estate loans. We offer both first and second mortgages on residential real estate. Loans secured by residential real estate in which the property is the principal residence of the borrower are referred to as “primary” 1-4 family mortgages. Loans secured by residential real estate in which the property is rented to tenants or is not the principal residence of the borrower are referred to as “rental/investment” 1-4 family mortgages. We also offer loans for the preparation of residential real property prior to construction (referred to in this Annual Report as “residential land development loans”). In addition, we offer home equity loans or lines of credit and term loans secured by first and second mortgages on the residences of borrowers who elect to use the accumulated equity in their homes for purchases, refinances, home improvements, education and other personal expenditures. Both fixed and variable rate loans are offered with competitive terms and fees. Originations of residential real estate loans are generated through retail efforts in our branches or originations by or referrals from our mortgage operations, via our correspondent relationships with other financial institutions, and online through our Renasant Consumer Direct channel. We attempt to minimize the risk associated with residential real estate loans by strictly scrutinizing the financial condition of the borrower; typically, we also limit the maximum loan-to-value ratio.

We retain residential real estate loans for our portfolio when the Bank has sufficient liquidity to fund the needs of established customers and when rates are favorable to retain the loans. Retained portfolio loans are made primarily through the Bank’s adjustable-rate mortgage product offerings.

We also originate residential real estate loans with the intention of selling them in the secondary market to third party private investors or directly to government sponsored entities. When these loans are sold, we either release or retain the related servicing rights, depending on a number of factors, such as the pricing of such loans in the secondary market, fluctuations in interest rates that would impact the profitability of the loans and other market-related conditions. Residential real estate originations to be sold are sold either on a “best efforts” basis or under a “mandatory delivery” sales agreement. Under a “best efforts” sales agreement, residential real estate originations are locked in at a contractual rate with third party private investors or directly with government sponsored agencies, and we are obligated to sell the mortgages to such investors only if the mortgages are closed and funded. The risk we assume is conditioned upon loan underwriting and market conditions in the national mortgage market. Under a “mandatory delivery” sales agreement, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price and delivery date. Penalties are paid to the investor if we fail to satisfy the contract. The Company does not actively market or originate subprime mortgage loans.

With respect to second lien home equity loans or lines of credit, which inherently carry a higher risk of loss upon default, we limit our exposure by limiting these types of loans to borrowers with high credit scores.

— *Real Estate – Commercial Mortgage.* Our real estate – commercial mortgage loans (“commercial real estate loans”) represented approximately 44.60% of our total loans at December 31, 2018. Included in this portfolio are loans in which the owner develops a property with the intention of locating its business there. These loans are referred to as “owner-occupied” commercial real estate loans. Payments on these loans are dependent on the successful development and management of the business as well as the borrower’s ability to generate sufficient operating revenue to repay the loan. The Bank mitigates the risk that our estimate of value will prove to be inaccurate by having sufficient sources of secondary repayment as well as guarantor support. In some instances, in addition to our mortgage on the underlying real estate of the business, our commercial real estate loans are secured by other non-real estate collateral, such as equipment or other assets used in the business.

In addition to owner-occupied commercial real estate loans, we offer loans in which the owner develops a property where the source of repayment of the loan will come from the sale or lease of the developed property, for example, retail shopping centers, hotels, storage facilities, etc. These loans are referred to as “non-owner occupied” commercial real estate loans. We also offer commercial real estate loans to developers of commercial properties for purposes of site acquisition and preparation and other development prior to actual construction (referred to in this Annual Report as “commercial land development loans”). Non-owner occupied commercial real estate loans and commercial land development loans are dependent on the successful completion of the project and may be affected by adverse conditions in the real estate market or the economy as a whole.

We seek to minimize risks relating to all commercial real estate loans by limiting the maximum loan-to-value ratio and strictly scrutinizing the financial condition of the borrower, the quality of the collateral, the management of the property securing the loan and, where applicable, the financial strength of the tenant occupying the property. Loans are usually structured either to fully amortize over the term of the loan or to balloon after the third year or fifth year of the loan, typically with an amortization period not to exceed 20 years. We also actively monitor such financial measures as advance rate, cash flow, collateral value and other appropriate credit factors. We generally obtain loan guarantees from financially capable parties to the transaction based on a review of the guarantor’s financial statements.

— *Real Estate – Construction.* Our real estate – construction loans (“construction loans”) represented approximately 8.15% of our total loans at December 31, 2018. Our construction loan portfolio consists of loans for the construction of single family residential properties, multi-family properties and commercial projects. Maturities for construction loans generally range from 9 to 12 months for residential property and from 12 to 24 months for non-residential and multi-family properties. Similar to non-owner occupied commercial real estate loans, the source of repayment of a construction loan comes from the sale or lease of newly-constructed property, although often construction loans are repaid with the proceeds of a commercial real estate loan that we make to the owner or lessor of the newly-constructed property.

Construction lending entails significant additional risks compared to residential real estate or commercial real estate lending, including the risk that loan funds are advanced upon the security of the property under construction, which is of uncertain value prior to the completion of construction. The risk is to evaluate accurately the total loan funds required to complete a project and to ensure proper loan-to-value ratios during the construction phase. We address the risks associated with construction lending in a number of ways. As a threshold matter, we limit loan-to-value ratios to 85% of when-completed appraised values for owner-occupied and investor-owned residential or commercial properties. We monitor draw requests either internally or with the assistance of a third party, creating an additional safeguard that ensures advances are in line with project budgets.

— *Installment Loans to Individuals.* Installment loans to individuals (or “consumer loans”), which represented approximately 1.52% of our total loans at December 31, 2018, are granted to individuals for the purchase of personal goods. Loss or decline of income by the borrower due to unplanned occurrences represents the primary risk of default to us. In the event of default, a shortfall in the value of the collateral may pose a loss to us in this loan category. Before granting a consumer loan, we assess the applicant’s credit history and ability to meet existing and proposed debt obligations. Although the applicant’s creditworthiness is the primary consideration, the underwriting process also includes a comparison of the value of the collateral, if any, to the proposed loan amount. We obtain a lien against the collateral securing the loan and hold title until the loan is repaid in full.

— *Equipment Financing and Leasing.* Equipment financing loans (or “lease financing loans”), which represented approximately 0.68% of our total loans at December 31, 2018, are granted to provide capital to businesses for commercial equipment needs. These loans are generally granted for periods ranging between two and five years at fixed rates of interest. Loss or decline of income by the borrower due to unplanned occurrences represents the primary risk of default to us. In the event of default, a shortfall in the value of the collateral may pose a loss to us in this loan category. We obtain a lien against the collateral securing the loan and hold title (if applicable) until the loan is repaid in full. Transportation, manufacturing, healthcare, material handling, printing and construction are the industries that typically obtain lease financing. In addition, we offer a product tailored to qualified not-for-profit customers that provides real estate financing at tax-exempt rates.

Addressing Lending Risks. To protect against the risks associated with fluctuations in economic conditions within the Bank’s footprint, management has implemented a strategy to proactively monitor the risk to the Company presented by the Bank’s loan portfolio as a whole. First, we purposefully manage the loan portfolio to avoid excessive concentrations in any particular loan category. Our goal is to structure the loan portfolio so that it is comprised of approximately one-third commercial loans and owner-occupied commercial real estate loans, one-third non-owner occupied commercial real estate loans and one-third residential real estate loans and consumer loans. Construction and land development loans are allocated between the commercial real estate and residential real estate categories based on the property securing the loan. With respect to construction and land development loans in particular, management monitors whether the allocation of these loans across geography and asset type heightens the general risk associated with these types of loans. We also monitor concentrations in our construction and land development loans based on regulatory guidelines promulgated by banking regulators which include evaluating the aggregate value of these loans as a percentage of our risk-based capital (this is referred to as the “100/300 Test” and is discussed in more detail under the “Supervision and Regulation” heading below) as well as monitoring loans considered to be high volatility commercial real estate. A further discussion of the risk reduction policies and procedures applicable to our lending activities can be found in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, under the heading “Risk Management – Credit Risk and Allowance for Loan Losses.”

Investment Activities. We acquire investment securities to provide a source for meeting our liquidity needs as well as to supply securities to be used in collateralizing certain deposits and other types of borrowings. We primarily acquire mortgage-backed securities and collateralized mortgage obligations issued by government-sponsored entities such as FNMA, FHLMC and GNMA (colloquially known as “Fannie Mae,” “Freddie Mac” and “Ginnie Mae,” respectively) as well as municipal securities. Generally, cash flows from maturities and calls of our investment securities that are not used to fund loan growth are reinvested in investment securities. We also hold investments in pooled trust preferred securities. At December 31, 2018, all of the Company’s investment securities were classified as available for sale.

Investment income generated by our investment activities, both taxable and tax-exempt, accounted for approximately 5.38%, 6.48% and 6.98% of our total gross revenues in 2018, 2017 and 2016, respectively.

Deposit Services. We offer a broad range of deposit services and products to our consumer and commercial clients. Through our community branch networks, we offer consumer checking accounts with free online and mobile banking, which includes bill pay and transfer features, peer-to-peer payment, interest bearing checking, money market accounts, savings accounts, certificates of deposit, individual retirement accounts and health savings accounts.

For our commercial clients, we offer a competitive suite of cash management products which include, but are not limited to, remote deposit capture, account reconciliation with CD-ROM statements, electronic statements, positive pay, ACH origination and wire transfer, wholesale and retail lockbox, investment sweep accounts, enhanced business Internet banking, outbound data exchange and multi-bank reporting.

The deposit services we offer accounted for approximately 9.52%, 10.57% and 10.78% of our total gross revenues in 2018, 2017 and 2016, respectively, in the form of fees for deposit services. The deposits held by the Bank have been primarily generated within the market areas where our branches are located.

Operations of Wealth Management

Through the Wealth Management segment, we offer a wide variety of fiduciary services and administer (as trustee or in other fiduciary or representative capacities) qualified retirement plans, profit sharing and other employee benefit plans, personal trusts and estates. In addition, the Wealth Management segment offers annuities, mutual funds and other investment services through a third party broker-dealer. For 2018, the Wealth Management segment contributed total revenue of \$15.8 million, or 2.59%, of the Company's total gross revenues. Wealth Management operations are headquartered in Tupelo, Mississippi, and Birmingham, Alabama, but our products and services are available to customers in all of our markets through our community banks.

Operations of Insurance

Renasant Insurance is a full-service insurance agency offering all lines of commercial and personal insurance through major carriers. For 2018, Renasant Insurance contributed total revenue of \$10.3 million, or 1.69%, of the Company's total gross revenues and operated ten offices - one office each in Ackerman, Brandon, Corinth, Durant, Kosciusko, Louisville, Madison, Oxford, Starkville and Tupelo, Mississippi.

Competition

Community Banks

Vigorous competition exists in all major product and geographic areas in which we conduct banking business. We compete through the Bank for available loans and deposits with state, regional and national banks in all of our service areas, as well as savings and loan associations, credit unions, finance companies, mortgage companies, insurance companies, brokerage firms and investment companies. All of these numerous institutions compete in the delivery of services and products through availability, quality and pricing, and many of our competitors are larger and have substantially greater resources than we do, including higher total assets and capitalization, greater access to capital markets and a broader offering of financial services.

For 2018, we maintained approximately 14% of the market share (deposit base) in our entire Mississippi area, approximately 2% in our entire Tennessee area, approximately 2% in our entire Alabama area, approximately 2% in our entire Florida area and approximately 2% in our entire Georgia area.

Certain markets in which we operate have demographics that we believe indicate the possibility of future growth at higher rates than other markets in which we operate. The following table shows our deposit share in those markets as of June 30, 2018 (which is the latest date that such information is available):

Market	Available Deposits (in billions)	Deposit Share
Mississippi		
Tupelo	\$ 2.4	50.6%
DeSoto County	2.6	13.5%
Oxford	1.2	9.0%
Columbus	1.0	8.7%
Starkville	1.0	31.0%
Jackson	12.6	4.1%
Tennessee		
Memphis	26.1	2.4%
Nashville	48.7	1.2%
Maryville	2.1	2.9%
Alabama		
Birmingham	34.8	0.7%
Decatur	1.9	18.0%
Huntsville/Madison	7.2	1.5%
Montgomery	6.4	1.1%
Tuscaloosa	3.5	1.4%
Florida		
Columbia	1.0	2.5%
Gainesville	4.4	2.2%
Ocala	6.2	2.1%
Georgia		
Alpharetta/Roswell	9.0	1.9%
Canton/Woodstock	3.2	5.0%
Cartersville/Cumming	4.0	4.4%
Gwinnett County	17.1	10.6%
Lowndes County	2.0	2.9%

Source: FDIC, as of June 30, 2018

Wealth Management

Our Wealth Management segment competes with other banks, brokerage firms, financial advisers and trust companies, which provide one or more of the services and products that we offer. Our wealth management operations compete on the basis of available product lines, rates and fees, as well as reputation and professional expertise. No particular company or group of companies dominates this industry.

Insurance

We encounter strong competition in the markets in which we conduct insurance operations. Through our insurance subsidiary, we compete with independent insurance agencies and agencies affiliated with other banks and/or other insurance carriers. All of these agencies compete in the delivery of personal and commercial product lines. There is no dominant insurance agency in our markets.

Supervision and Regulation

General

The U.S. banking industry is highly regulated under federal and state law. We are a bank holding company registered under the Bank Holding Company Act of 1956, as amended (the “BHC Act”). As a result, we are subject to supervision, regulation and examination by the Board of Governors of the Federal Reserve System (the “Federal Reserve”). The Bank is a commercial bank chartered under the laws of the State of Mississippi; it is not a member of the Federal Reserve System. As a Mississippi non-member bank, the Bank is subject to supervision, regulation and examination by the Mississippi Department of Banking and Consumer Finance (the “DBCFC”), as the chartering entity of the bank, and by the FDIC, as the insurer of the Bank’s deposits. As a result of this extensive system of supervision and regulation, the growth and earnings performance of the Company and the Bank are affected not only by management decisions and general and local economic conditions, but also by the statutes, rules, regulations

and policies administered by the Federal Reserve, the FDIC and the DBCF, as well as by other federal and state regulatory authorities with jurisdiction over our operations, such as the Consumer Financial Protection Bureau (the “CFPB”).

The bank regulatory scheme has two primary goals: to maintain a safe and sound banking system and to facilitate the conduct of sound monetary policy. This comprehensive system of supervision and regulation is intended primarily for the protection of the FDIC’s deposit insurance fund, bank depositors and the public, rather than our shareholders or creditors. To this end, federal and state banking laws and regulations control, among other things, the types of activities in which we and the Bank may engage, permissible investments, the level of reserves that the Bank must maintain against deposits, minimum equity capital levels, the nature and amount of collateral required for loans, maximum interest rates that can be charged, the manner and amount of the dividends that may be paid, and corporate activities regarding mergers, acquisitions and the establishment of branch offices.

The description below summarizes certain elements of the bank regulatory framework applicable to us and the Bank. This summary is not, however, intended to describe all laws, regulations and policies applicable to us and the Bank, and the description is qualified in its entirety by reference to the full text of the statutes, regulations, policies, interpretative letters and other written guidance that are described below. Further, the following discussion addresses the bank regulatory framework as in effect as of the date of this Annual Report on Form 10-K. Legislation and regulatory action to revise federal and Mississippi banking laws and regulations, sometimes in a substantial manner, are continually under consideration by the U.S. Congress, state legislatures and federal and state regulatory agencies. Accordingly, the following discussion must be read in light of the enactment of any new federal or state banking laws or regulations or any amendment or repeal of existing laws or regulations, or any change in the policies of the regulatory agencies with jurisdiction over the Company’s operations, after the date of this Annual Report on Form 10-K.

Supervision and Regulation of Renasant Corporation

General. As a bank holding company registered under the BHC Act, we are subject to the regulation and supervision applicable to bank holding companies by the Federal Reserve. The BHC Act and other federal laws subject bank holding companies to particular restrictions on the types of activities in which they may engage and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations or engaging in unsafe and unsound banking practices. The Federal Reserve’s jurisdiction also extends to any company that we directly or indirectly control, such as any non-bank subsidiaries and other companies in which we own a controlling investment.

Scope of Permissible Activities. Under the BHC Act, we are prohibited from engaging directly or indirectly in activities other than those of banking, managing or controlling banks or furnishing services to or performing services for our subsidiary banks and from acquiring a direct or indirect interest in or control of more than 5% of the voting shares of any company that is not a bank or financial holding company. The principal exception to this prohibition is that we may engage, directly or indirectly (including through the ownership of shares of another company), in certain activities that the Federal Reserve has found to be so closely related to banking or managing and controlling banks as to be a proper incident thereto. In making determinations whether activities are closely related to banking or managing banks, the Federal Reserve must consider whether the performance of such activities by a bank holding company or its subsidiaries can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition or gains in efficiency of resources, and whether such public benefits outweigh the risks of possible adverse effects, such as decreased or unfair competition, conflicts of interest or unsound banking practices. Currently-permitted activities include, among others, operating a mortgage, finance, credit card or factoring company; providing certain data processing, storage and transmission services; acting as an investment or financial advisor; acting as an insurance agent for certain types of credit-related insurance; leasing personal or real property on a nonoperating basis; and providing certain stock brokerage services.

Pursuant to the amendment to the BHC Act effected by the Financial Services Modernization Act of 1999 (commonly referred to as the Gramm-Leach Bliley Act, or the “GLB Act”), a bank holding company whose subsidiary deposit institutions are “well capitalized” and “well managed” may elect to become a “financial holding company” (“FHC”) and thereby engage without prior Federal Reserve approval in certain banking and non-banking activities that are deemed to be financial in nature or incidental to financial activity. These “financial in nature” activities include securities underwriting, dealing and market making; organizing, sponsoring and managing mutual funds; insurance underwriting and agency activities; merchant banking activities; and other activities that the Federal Reserve has determined to be closely related to banking. No regulatory approval is required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that are financial in nature or incidental to activities that are financial in nature, as determined by the Federal Reserve. We have not elected to become an FHC.

A dominant theme of the GLB Act is functional regulation of financial services, with the primary regulator of the Company or its subsidiaries being the agency that traditionally regulates the activity in which the Company or its subsidiaries wish to engage. For example, the Securities and Exchange Commission (“SEC”) regulates bank holding company securities transactions, and the various banking regulators oversee banking activities.

Capital Adequacy Guidelines. The Federal Reserve has adopted risk-based capital guidelines for bank holding companies. The risk-based capital guidelines are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to factor off-balance sheet exposure into the assessment of capital adequacy, to minimize disincentives for holding liquid, low-risk assets and to achieve greater consistency in the evaluation of the capital adequacy of major banking organizations worldwide. Under these guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items. These requirements apply on a consolidated basis to bank holding companies with consolidated assets of \$500 million, such as the Company. In addition to the risk-based capital guidelines, the Federal Reserve has adopted a minimum Tier 1 capital (leverage) ratio, under which a bank holding company must maintain a minimum level of Tier 1 capital to average total consolidated assets of at least 4%.

The capital requirements applicable to the Company are substantially similar to those imposed on the Bank under FDIC regulations, described below under the heading “Supervision and Regulation of Renasant Bank - Capital Adequacy Guidelines.”

Payment of Dividends; Source of Strength. Under Federal Reserve policy, in general a bank holding company should pay dividends only when (1) its net income available to shareholders over the last four quarters (net of dividends paid) has been sufficient to fully fund the dividends, (2) the prospective rate of earnings retention appears to be consistent with the capital needs and overall current and prospective financial condition of the bank holding company and its subsidiaries and (3) the bank holding company will continue to meet minimum regulatory capital adequacy ratios after giving effect to the dividend.

In addition, a bank holding company is required to serve as a source of financial strength to its subsidiary banks. This means that we are expected to use available resources to provide adequate financial resources to the Bank, including during periods of financial stress or adversity, and to maintain the financial flexibility and capital-raising capacity to obtain additional resources for assisting the Bank where necessary. In addition, any capital loans that we make to the Bank are subordinate in right of payment to deposits and to certain other indebtedness of the Bank. In the event of our bankruptcy, any commitment by us to a federal bank regulatory agency to maintain the capital of the Bank will be assumed by the bankruptcy trustee and entitled to a priority of payment.

Acquisitions by Bank Holding Companies. The BHC Act requires every bank holding company to obtain the prior approval of the Federal Reserve before it acquires all or substantially all of the assets of any bank, merges or consolidates with another bank holding company or acquires ownership or control of any voting shares of any bank if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. The Federal Reserve will not approve any acquisition, merger or consolidation that would have a substantially anti-competitive effect, unless the anti-competitive impact of the proposed transaction is clearly outweighed by a greater public interest in meeting the convenience and needs of the community to be served. The Federal Reserve also considers capital adequacy and other financial and managerial resources and future prospects of the companies and the banks concerned, together with the convenience and needs of the community to be served and the record of the bank holding company and its subsidiary bank(s) in combating money laundering activities. Finally, in order to acquire banks located outside of their home state, a bank holding company and its subsidiary institutions must be “well capitalized” and “well managed.” In addition, as detailed in “Scope of Permissible Activities” above, we cannot acquire direct or indirect control of more than 5% of the voting shares of a company engaged in non-banking activities.

Control Acquisitions. Federal and state laws, including the BHC Act and the Change in Bank Control Act, also impose prior notice or approval requirements and ongoing regulatory requirements on any investor that seeks to acquire direct or indirect “control” of an FDIC-insured depository institution or bank holding company. “Control” of a depository institution is a facts and circumstances analysis, but generally an investor is deemed to control a depository institution or other company if the investor owns or controls 25% or more of any class of voting securities. Ownership or control of 10% or more of any class of voting securities, where either the depository institution or company is a public company or no other person will own or control a greater percentage of that class of voting securities after the acquisition, is also presumed to result in the investor controlling the depository institution or other company, although this is subject to rebuttal.

Anti-Tying Restrictions. Bank holding companies and their affiliates are prohibited from tying the provision of certain services, such as extensions of credit, to other nonbanking services offered by a bank holding company or its affiliates.

Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 generally established a comprehensive framework to modernize and reform the oversight of public company auditing, improve the quality and transparency of financial reporting by those companies and strengthen the independence of auditors. Among other things, the legislation:

- Created the Public Company Accounting Oversight Board, which is empowered to set auditing, quality control and ethics standards, to inspect registered public accounting firms, to conduct investigations and to take disciplinary actions, subject to SEC oversight and review;
- Strengthened auditor independence from corporate management by, among other things, limiting the scope of consulting services that auditors can offer their public company audit clients;
- Heightened the responsibility of public company directors and senior managers for the quality of the financial reporting and disclosure made by their companies. A number of provisions to deter wrongdoing by corporate management were also adopted;
- Imposed a number of new corporate disclosure requirements; and
- Imposed a range of new criminal penalties for fraud and other wrongful acts, as well as extended the period during which certain types of lawsuits can be brought against a company or its insiders.

Heightened Requirements for Bank Holding Companies with \$10 Billion or More in Assets. Various federal banking laws and regulations, including rules adopted by the Federal Reserve pursuant to the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), impose heightened requirements on certain large banks and bank holding companies, including those with at least \$10 billion in total consolidated assets. Although the Economic Growth, Regulatory Relief, and Consumer Protection Act enacted in May 2018 resulted in a number of the Dodd-Frank Act requirements no longer being applicable to banks of our size, such as the requirement to conduct stress testing and to establish a risk committee, we had already begun developing policies and procedures to comply with the Dodd-Frank Act rules well before the Company approached \$10 billion in assets. For example, we established an Enterprise Risk Management Committee tasked with monitoring the risks identified by other Company and Bank committees in the context of the impact of each identified risk on other identified risks and ultimately on the Company as a whole. We also implemented new controls and procedures related to stress testing. These actions enhanced the Company’s risk oversight practices. The recent legislation did not eliminate the Dodd-Frank Act provision requiring that the Company be examined for compliance with federal consumer protection laws primarily by the CFPB now that it has over \$10 billion in assets.

Supervision and Regulation of the Bank

General. As a Mississippi-chartered bank, the Bank is subject to the regulation and supervision of the Mississippi Department of Banking and Consumer Finance. As an FDIC-insured institution that is not a member of the Federal Reserve, the Bank is subject to the regulation and supervision of the FDIC. The regulations of the FDIC and the DBCF affect virtually all of the Bank’s activities, including the minimum levels of capital, the ability to pay dividends, mergers and acquisitions, borrowing and the ability to expand through new branches or acquisitions and various other matters.

Insurance of Deposits. The deposits of the Bank are insured through the Deposit Insurance Fund (the “DIF”) up to \$250,000 for most accounts. The FDIC administers the DIF, and the FDIC must by law maintain the DIF at an amount equal to a specified percentage of the estimated annual insured deposits or assessment base. The minimum designated reserve ratio of the DIF is currently 1.15% of total insured deposits, but this ratio will increase to 1.35% by September 30, 2020. The FDIC must offset the effect of this increase for banks with assets less than \$10 billion, meaning that banks above such asset threshold, such as the Bank, will bear the cost of the increase.

To fund the DIF, FDIC-insured banks are required to pay deposit insurance assessments to the FDIC on a quarterly basis. The amount of an institution’s assessment is based on its average consolidated total assets less its average tangible equity during the assessment period. As to the rate, it is based on our risk classification. An institution’s risk classification is assigned based on its capital levels and the level of supervisory concern that the institution poses to the regulators. The higher an institution’s risk classification, the higher its assessment rate (on the assumption that such institutions pose a greater risk of loss to the DIF). In addition, the FDIC can impose special assessments in certain instances. Now that we have reported assets in excess of \$10 billion for four consecutive quarters, our assessment rate is based not only on our risk classification but also incorporates forward-looking measures. Also, we are subject to a surcharge designed to increase the DIF to specified levels.

In addition to assessments to fund the DIF, all institutions with deposits insured by the FDIC must pay assessments to fund interest payments on bonds issued by the Financing Corporation, a mixed-ownership government corporation established as a financing vehicle for the Federal Savings & Loan Insurance Corporation. The assessment rate for the first quarter of fiscal 2019 is .0014% of insured deposits and is adjusted quarterly. These assessments will continue until the bonds mature in 2019 (the corporation’s ability to issue new debt has been terminated).

The FDIC may terminate the deposit insurance of any insured depository institution, including the Bank, if it determines after a hearing that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, order or any condition imposed by an agreement with the FDIC. For an institution with no tangible capital, deposit insurance may be temporarily suspended during the hearing process for the

permanent termination of insurance. If the FDIC terminates an institution's deposit insurance, accounts insured at the time of the termination, less withdrawals, will continue to be insured for a period of six months to two years, as determined by the FDIC. We are not aware of any existing circumstances which would result in termination of the Bank's deposit insurance.

Interstate Banking and Branching. Under Mississippi law, the Bank may establish additional branch offices within Mississippi, subject to the approval of the DBCF. After the Dodd-Frank Act, which repealed the "opt-in" provisions of the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1997, we can also establish additional branch offices outside Mississippi, subject to prior regulatory approval, so long as the laws of the state where the branch is to be located would permit a state bank chartered in that state to establish a branch. Finally, we may also establish offices in other states by merging with banks or by purchasing branches of other banks in other states, subject to certain restrictions.

Dividends. The restrictions and guidelines with respect to the Company's payment of dividends are described above. As a practical matter, for so long as our operations chiefly consist of ownership of the Bank, the Bank will remain our source of dividend payments, and our ability to pay dividends will be subject to any restrictions applicable to the Bank.

The ability of the Bank to pay dividends is restricted by federal and state laws, regulations and policies. Under Mississippi law, a Mississippi bank may not pay dividends unless its earned surplus is in excess of three times capital stock. A Mississippi bank with earned surplus in excess of three times capital stock may pay a dividend, subject to the approval of the DBCF. In addition, the FDIC also has the authority to prohibit the Bank from engaging in business practices that the FDIC considers to be unsafe or unsound, which, depending on the financial condition of the Bank, could include the payment of dividends. Federal Reserve regulations also limit the amount the Bank may loan to the Company unless such loans are collateralized by specific obligations.

Capital Adequacy Guidelines. The FDIC has promulgated risk-based capital guidelines similar to, and with the same underlying purposes as, those established by the Federal Reserve with respect to bank holding companies. Under those guidelines, assets and off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets and off-balance sheet items.

The capital guidelines have been subject to a number of revisions in recent years. Pursuant to the Dodd-Frank Act, capital requirements for insured depository institutions are countercyclical, such that capital requirements increase in times of economic expansion and decrease in times of economic contraction. More recently, the Federal Reserve, the FDIC and the Office of the Comptroller of the Currency adopted rules implementing the "Basel III" regulatory capital reforms, promulgated by the Basel Committee on Banking Supervision, a committee of central banks and bank supervisors, including the standardized approach of Basel II for non-core banks and bank holding companies such as the Bank and the Company. The Basel III rules substantially revised the risk-based capital requirements.

- *Current Guidelines.* Under the current risk-based capital adequacy guidelines, we are required to maintain (1) a ratio of common equity Tier 1 capital ("CET1") to total risk-weighted assets of not less than 4.5%; (2) a minimum leverage capital ratio of 4%; (3) a minimum Tier 1 risk-based capital ratio of 6%; and (4) a minimum total risk-based capital ratio of 8%. CET1 generally consists of common stock, retained earnings, accumulated other comprehensive income and certain minority interests, less certain adjustments and deductions. In addition, we must maintain a "capital conservation buffer," which is a specified amount of CET1 capital in addition to the amount necessary to meet minimum risk-based capital requirements. The capital conservation buffer is designed to absorb losses during periods of economic stress. If our ratio of CET1 to risk-weighted capital is below the capital conservation buffer, we will face restrictions on our ability to pay dividends, repurchase our outstanding stock and make certain discretionary bonus payments. As of January 1, 2019, the required capital conservation buffer is 2.5% of CET1 to risk-weighted assets in addition to the amount necessary to meet minimum risk-based capital requirements. In addition, the Basel III Rules have revised the agencies' rules for calculating risk-weighted assets to enhance risk sensitivity and to incorporate certain international capital standards of the Basel Committee on Banking Supervision. These revisions affect the calculation of the denominator of a banking organization's risk-based capital ratios to reflect the higher-risk nature of certain types of loans. As applicable to the Bank:

- For residential mortgages, the former 50% risk weight for performing residential first-lien mortgages and 100% risk-weight for all other mortgages has been replaced with a risk weight of between 35% and 200% determined by the mortgage's loan-to-value ratio and whether the mortgage falls into one of two categories based on eight criteria that include the term, use of negative amortization and balloon payments, certain rate increases and documented and verified borrower income.
- For commercial mortgages, a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans has been substituted for the former 100% risk weight.
- The former 100% risk weight is now a 150% risk weight for loans, other than residential mortgages, that are 90 days past due or on nonaccrual status.

Finally, Tier 1 capital treatment for “hybrid” capital items like trust preferred securities has been eliminated, subject to various grandfathering and transition rules. We and the Bank meet all minimum capital requirements as currently in effect. For a detailed discussion of the Company’s capital ratios, see Note 24, “Regulatory Matters,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

- *Prompt Corrective Action.* Under Section 38 of the Federal Deposit Insurance Act (the “FDIA”), each federal banking agency is required to implement a system of prompt corrective action for institutions that it regulates. The federal banking agencies (including the FDIC) have adopted substantially similar regulations to implement this mandate. Under current regulations, a bank is (i) “well capitalized” if it has total risk-based capital of 10% or more, has a Tier 1 risk-based ratio of 8% or more, has a common equity Tier 1 capital ratio of 6.5%, has a Tier 1 leverage capital ratio of 5% or more and is not subject to any order or final capital directive to meet and maintain a specific capital level for any capital measure, (ii) “adequately capitalized” if it has a total risk-based capital ratio of 8% or more, a Tier 1 risk-based capital ratio of 6% or more, a common equity Tier 1 capital ratio of 4.5% and a Tier 1 leverage capital ratio of 4% or more (3% under certain circumstances) and does not meet the definition of “well capitalized,” (iii) “undercapitalized” if it has a total risk-based capital ratio that is less than 8%, a Tier 1 risk-based capital ratio that is less than 6%, a common equity Tier 1 capital ratio that is less than 4.5% or a Tier 1 leverage capital ratio that is less than 4%, (iv) “significantly undercapitalized” if it has a total risk-based ratio that is less than 6%, a Tier 1 risk-based capital ratio that is less than 4%, a common equity Tier 1 capital ratio of less than 3% or a Tier 1 leverage capital ratio that is less than 3%, and (v) “critically undercapitalized” if it has a ratio of tangible equity to total assets that is equal to or less than 2%.

The capital classification of a bank affects the frequency of regulatory examinations, the bank’s ability to engage in certain activities and the deposit insurance premiums paid by the bank. In addition, federal banking regulators must take various mandatory supervisory actions, and may take other discretionary actions, with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. An institution that is categorized as undercapitalized, significantly undercapitalized or critically undercapitalized is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. An undercapitalized institution also is generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. Generally, banking regulators must appoint a receiver or conservator for an institution that is critically undercapitalized.

Section 38 of the FDIA and related regulations also specify circumstances under which the FDIC may reclassify a well-capitalized bank as adequately capitalized and may require an adequately capitalized bank or an undercapitalized bank to comply with supervisory actions as if it were in the next lower category (except that the FDIC may not reclassify a significantly undercapitalized bank as critically undercapitalized).

The provisions discussed above, as well as any other aspects of current or proposed regulatory or legislative changes to laws applicable to the financial industry, may impact the profitability of our business activities and may change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans, and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations in order to comply, and could therefore also materially and adversely affect our business, financial condition and results of operations.

Interchange Fees. Under Section 1075 of the Dodd-Frank Act (often referred to as the “Durbin Amendment”), the Federal Reserve established standards for assessing whether the interchange fees, or “swipe” fees, that banks charge for processing electronic payment transactions are “reasonable and proportional” to the costs incurred by issuers for processing such transactions. Under the Federal Reserve’s rules, the maximum permissible interchange fee is no more than 21 cents plus 5 basis points of the transaction value for many types of debit interchange transactions. A debit card issuer may also recover one cent per transaction for fraud prevention purposes if the issuer develops and implements policies and procedures reasonably designed to achieve certain fraud-prevention standards. The Federal Reserve also has rules governing routing and exclusivity that require issuers to offer two unaffiliated networks for routing transactions on each debit or prepaid product. Due to being over \$10 billion in total assets as of December 31, 2018, Renasant Bank will be subject to the interchange fee cap beginning July 1, 2019.

Activities and Investments of Insured State-Chartered Banks. Section 24 of the FDIA generally limits the activities and equity investments of FDIC-insured, state-chartered banks to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state bank generally may not directly or indirectly acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank. An insured state bank is not prohibited from, among other things, taking the following actions:

- acquiring or retaining a majority interest in a subsidiary;
- investing as a limited partner in a partnership the sole purpose of which is direct or indirect investment in the acquisition, rehabilitation or new construction of a qualified housing project, provided that such limited partnership investments may not exceed 2% of the bank's total assets;
- acquiring up to 10% of the voting stock of a company that solely provides or reinsures directors', trustees' and officers' liability insurance coverage or bankers' blanket bond group insurance coverage for insured depository institutions; and
- acquiring or retaining the voting shares of a depository institution if certain requirements are met.

Under FDIC regulations, insured banks engaging in impermissible activities, or banks that wish to engage in otherwise impermissible activities, may seek approval from the FDIC to continue or commence such activities, as the case may be. The FDIC will not approve such an application if the bank does not meet its minimum capital requirements or the proposed activities present a significant risk to the deposit insurance fund.

100/300 Test. In response to rapid growth in commercial real estate ("CRE") loan concentrations and observed weaknesses in risk management practices at some financial institutions, the FDIC, the Federal Reserve, and the Office of the Comptroller of the Currency published Joint Guidance on Concentrations in Commercial Real Estate Lending, Sound Risk Management Practices (which we refer to as the "CRE guidance"). The CRE guidance is intended to promote sound risk management practices and appropriate levels of capital to enable institutions to engage in CRE lending in a safe and sound manner. Federal banking regulators use certain criteria to identify financial institutions that are potentially exposed to significant CRE concentration risk. Among other things, an institution will be deemed to potentially have significant CRE concentration risk exposure if, based on its call report, either (1) total loans classified as acquisition, development and construction ("ADC") loans represent 100% or more of the institution's total capital or (2) total CRE loans, which consists of ADC and non-owner occupied CRE loans as defined in the CRE guidance, represent 300% or more the institution's total capital, where the balance of the institution's CRE loan portfolio has increased by 50% or more during the prior 36 months. The foregoing criteria are commonly referred to as the 100/300 Test. As of December 31, 2018, our ADC loans represented 76.65% of our total capital, and our total CRE loans represented 240.58% of capital.

Safety and Soundness. The federal banking agencies, including the FDIC, have implemented rules and guidelines concerning standards for safety and soundness required pursuant to Section 39 of the FDIA. In general, the standards relate to operational and managerial matters, asset quality and earnings and compensation. The operational and managerial standards cover (1) internal controls and information systems, (2) internal audit systems, (3) loan documentation, (4) credit underwriting, (5) interest rate exposure, (6) asset growth and (7) compensation, fees and benefits. Under the asset quality and earnings standards, the Bank must establish and maintain systems to identify problem assets and prevent deterioration in those assets and to evaluate and monitor earnings and ensure that earnings are sufficient to maintain adequate capital reserves. The compensation standard states that compensation will be considered excessive if it is unreasonable or disproportionate to the services actually performed by the individual being compensated.

If an insured state-chartered bank fails to meet any of the standards promulgated by regulation, then such institution will be required to submit a plan to the FDIC specifying the steps it will take to correct the deficiency. In the event that an insured state-chartered bank fails to submit or fails in any material respect to implement a compliance plan within the time allowed by the federal banking agency, Section 39 of the FDIA provides that the FDIC must order the institution to correct the deficiency. The FDIC may also (1) restrict asset growth; (2) require the bank to increase its ratio of tangible equity to assets; (3) restrict the rates of interest that the bank may pay; or (4) take any other action that would better carry out the purpose of prompt corrective action. We believe that the Bank has been and will continue to be in compliance with each of these standards.

Federal Reserve System. The Federal Reserve requires all depository institutions to maintain reserves against their transaction accounts (primarily NOW and Super NOW checking accounts) and non-personal time deposits. The required reserves must be maintained in the form of vault cash or an account at a Federal Reserve bank. At December 31, 2018, the Bank was in compliance with its reserve requirements.

Consumer Financial Products and Services. We are subject to a broad array of federal and state laws designed to protect consumers in connection with our lending activities, including the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, the Electronic Funds Transfer Act, and, in some cases, their respective state law counterparts. The CFPB, which is an independent bureau within the Federal Reserve, has broad regulatory, supervisory and enforcement authority over our offering and provision of consumer financial products and services under these laws.

Relating to mortgage lending in particular, the CFPB issued regulations governing the ability to repay, qualified mortgages, mortgage servicing, appraisals and compensation of mortgage lenders. These regulations limit the type of mortgage products that

the Bank can offer; they also affect our ability to enforce delinquent mortgage loans. The CFPB has also issued complex rules integrating the required disclosures under the Truth in Lending Act, the Truth in Savings Act and the Real Estate Settlement Procedures Act (the “TRID rules”). The TRID rules combine the prior good faith estimate and truth in lending disclosure form into a new “loan estimate” form and combine the HUD-1 and final truth in lending disclosure forms into a new “closing disclosure” form.

We have established numerous controls and procedures designed to ensure that we fully comply with the TRID rules and all other consumer protection laws, both federal and state, as they are currently interpreted (which interpretations are subject to change by the CFPB). In addition, our employees undergo at least annual training to ensure that they remain aware of consumer protection laws and the activities mandated, or prohibited, thereunder.

Community Reinvestment Act. Under the Community Reinvestment Act (the “CRA”), the FDIC assesses the Bank’s record in meeting the credit needs of its entire community, including low- and moderate-income neighborhoods. The FDIC’s assessment is taken into account when evaluating any application we submit for, among other things, approval of the acquisition or establishment of a branch or other deposit facility, an office relocation, a merger or the acquisition of shares of capital stock of another financial institution. Under the CRA, institutions are assigned a rating of “outstanding,” “satisfactory,” “needs to improve,” or “unsatisfactory.” The Bank has undertaken significant actions to comply with the CRA, and it received a “satisfactory” rating by the FDIC with respect to its CRA compliance in its most recent assessment. Both the U.S. Congress and banking regulatory agencies have proposed substantial changes to the CRA and fair lending laws, rules and regulations, and there can be no certainty as to the effect, if any, that any such changes would have on us or the Bank.

Financial Privacy Requirements. Federal law and regulations limit a financial institution’s ability to share a customer’s financial information with unaffiliated third parties and otherwise contain extensive protections for a customer’s private information. Specifically, these provisions require all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution’s privacy policy at the beginning of the relationship and annually thereafter. Further, such customers must be given the opportunity to “opt out” of the sharing of personal financial information with unaffiliated third parties. The sharing of information for marketing purposes is also subject to limitations. The Bank currently has privacy protection policy and procedures in place, which we believe comply with all applicable regulations.

Anti-Money Laundering. Federal anti-money laundering rules impose various requirements on financial institutions intended to prevent the use of the U.S. financial system to fund terrorist activities. These provisions include a requirement that financial institutions operating in the United States have anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such compliance programs supplement existing compliance requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control regulations. The Bank has established policies and procedures to ensure compliance with federal anti-laundering laws and regulations.

The Volcker Rule. On December 10, 2013, the Federal Reserve and the other federal banking regulators as well as the SEC each adopted a final rule implementing Section 619 of the Dodd-Frank Act, commonly referred to as the “Volcker Rule.” Generally speaking, the final rule prohibits a bank and its affiliates from engaging in proprietary trading and from sponsoring certain “covered funds” or from acquiring or retaining any ownership interest in such covered funds. Most private equity, venture capital and hedge funds are considered “covered funds” as are bank trust preferred collateralized debt obligations. The final rule required banking entities to divest disallowed securities by July 21, 2015, subject to extension upon application. The Volcker Rule did not impact any of our activities nor do we hold any securities that we were required to sell under the rule, but it does limit the scope of permissible activities in which we might engage in the future.

Supervision and Regulation of our Wealth Management and Insurance Operations

Our Wealth Management and Insurance operations are subject to licensing requirements and regulation under the laws of the United States and the State of Mississippi. The laws and regulations are primarily for the benefit of clients. In all jurisdictions, the applicable laws and regulations are subject to amendment by regulatory authorities. Generally, such authorities are vested with relatively broad discretion to grant, renew and revoke licenses and approvals and to implement regulations. Licenses may be denied or revoked for various reasons, including the violation of such regulations, conviction of crimes and the like. Other possible sanctions which may be imposed for violation of regulations include suspension of individual employees, limitations on engaging in a particular business for a specified period of time, censures and fines.

Monetary Policy and Economic Controls

We and the Bank are affected by the policies of regulatory authorities, including the Federal Reserve. An important function of the Federal Reserve is to regulate the national supply of bank credit in order to stabilize prices. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market operations in U.S. Government securities,

changes in the discount rate on bank borrowings and changes in reserve requirements against bank deposits. These instruments are used in varying degrees to influence overall growth of bank loans, investments and deposits and may also affect interest rates charged on loans or paid for deposits.

The monetary policies of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to do so in the future. In view of changing conditions in the national economy and in the various money markets, as well as the effect of actions by monetary and fiscal authorities including the Federal Reserve, the effect on our, and the Bank's, future business and earnings cannot be predicted with accuracy.

Sources and Availability of Funds

The funds essential to our, and the Bank's, business consist primarily of funds derived from customer deposits, loan repayments, cash flows from our investment securities, securities sold under repurchase agreements, Federal Home Loan Bank advances and subordinated notes. The availability of such funds is primarily dependent upon the economic policies of the federal government, the economy in general and the general credit market for loans.

Personnel

At December 31, 2018, we employed 2,359 people throughout all of our segments on a full-time equivalent basis. Of this total, the Bank accounted for 2,294 employees (inclusive of employees in our Community Banks and Wealth Management segments), and Renasant Insurance employed 65 individuals. The Company has no additional employees; however, at December 31, 2018, 14 employees of the Bank served as officers of the Company in addition to their positions with the Bank.

Dependence Upon a Single Customer

No material portion of our loans have been made to, nor have our deposits been obtained from, a single or small group of customers; the loss of any single customer or small group of customers with respect to any of our reportable segments would not have a material adverse effect on our business as a whole or with respect to that segment in particular. A discussion of concentrations of credit in our loan portfolio is set forth under the heading "Financial Condition - Loans" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Available Information

Our Internet address is www.renasant.com, and the Bank's Internet address is www.renasantbank.com. We make available at the Company's website, at the "SEC Filings" link under the "Investor Relations" tab, free of charge, our Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

Table 1 – Distribution of Assets, Liabilities and Shareholders’ Equity; Interest Rates and Interest Differential*(In Thousands)*

The following table sets forth average balance sheet data, including all major categories of interest-earning assets and interest-bearing liabilities, together with the interest earned or interest paid and the average yield or average rate on each such category for the years ended December 31, 2018, 2017 and 2016:

	2018			2017			2016		
	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate	Average Balance	Interest Income/Expense	Yield/Rate
Assets									
Interest-earning assets:									
Loans:									
Not purchased(1)	\$ 6,019,177	\$ 286,643	4.76%	\$ 5,060,496	\$ 226,524	4.48%	\$ 4,294,032	\$ 187,055	4.36%
Purchased	2,162,410	132,199	6.11%	1,795,306	114,043	6.35%	1,555,502	104,983	6.75%
Purchased and covered(2)	—	—	—%	—	—	—%	46,438	3,295	7.10%
Total Loans	8,181,587	418,842	5.12%	6,855,802	340,567	4.97%	5,895,972	295,333	5.01%
Loans held for sale	270,270	12,892	4.77%	174,369	7,469	4.28%	237,199	8,497	3.58%
Securities:									
Taxable(3)	844,692	23,713	2.81%	746,557	17,408	2.33%	721,661	15,305	2.12%
Tax-exempt	217,190	9,232	4.25%	329,430	15,838	4.81%	351,950	16,555	4.70%
Total securities	1,061,882	32,945	3.10%	1,075,987	33,246	3.09%	1,073,611	31,860	2.97%
Interest-bearing balances with banks	148,677	3,076	2.07%	195,072	2,314	1.19%	89,514	459	0.51%
Total interest-earning assets	9,662,416	467,755	4.84%	8,301,230	383,596	4.62%	7,296,296	336,149	4.61%
Cash and due from banks	163,286			140,742			130,360		
Intangible assets	747,008			565,507			491,530		
FDIC loss share indemnification asset ⁽²⁾	—			—			4,961		
Other assets	531,857			501,829			493,363		
Total assets	\$ 11,104,567			\$ 9,509,308			\$ 8,416,510		
Liabilities and shareholders’ equity									
Interest-bearing liabilities:									
Deposits:									
Interest-bearing demand(4)	\$ 4,246,585	\$ 23,678	0.56%	\$ 3,609,567	\$ 9,559	0.26%	\$ 3,090,495	\$ 5,874	0.19%
Savings deposits	596,990	868	0.15%	567,723	394	0.07%	525,498	372	0.07%
Time deposits	2,040,675	25,214	1.24%	1,715,828	14,667	0.85%	1,587,444	11,610	0.73%
Total interest-bearing deposits	6,884,250	49,760	0.72%	5,893,118	24,620	0.42%	5,203,437	17,856	0.34%
Borrowed funds	388,077	15,569	4.01%	419,070	13,233	3.16%	523,812	10,291	1.96%
Total interest-bearing liabilities	7,272,327	65,329	0.90%	6,312,188	37,853	0.60%	5,727,249	28,147	0.49%
Noninterest-bearing deposits	2,036,754			1,724,834			1,467,881		
Other liabilities	94,152			91,336			105,342		
Shareholders’ equity	1,701,334			1,380,950			1,116,038		
Total liabilities and shareholders’ equity	\$ 11,104,567			\$ 9,509,308			\$ 8,416,510		
Net interest income/ net interest margin		\$ 402,426	4.16%		\$ 345,743	4.16%		\$ 308,002	4.22%

(1) Shown net of unearned income.

(2) Represents information associated with purchased loans covered under FDIC loss sharing agreements prior to the termination of such agreements on December 8, 2016.

(3) U.S. Government and some U.S. Government Agency securities are tax-exempt in the states in which we operate.

(4) Interest-bearing demand deposits include interest-bearing transactional accounts and money market deposits.

The average balances of nonaccruing assets are included in this table. Interest income and weighted average yields on tax-exempt loans and securities have been computed on a fully tax equivalent basis assuming a federal tax rate of 21% and a state tax rate of 4.45%, which is net of federal tax benefit.

Table 2 – Volume/Rate Analysis*(In Thousands)*

The following table sets forth a summary of the changes in interest earned, on a tax equivalent basis, and interest paid resulting from changes in volume and rates for the Company for the years indicated. Information is provided in each category with respect to changes attributable to (1) changes in volume (changes in volume multiplied by prior yield/rate); (2) changes in yield/rate (changes in yield/rate multiplied by prior volume); and (3) changes in both yield/rate and volume (changes in yield/rate multiplied by changes in volume). The changes attributable to the combined impact of yield/rate and volume have been allocated on a pro-rata basis using the absolute ratio value of amounts calculated.

	2018 Compared to 2017			2017 Compared to 2016		
	Volume	Rate	Net	Volume	Rate	Net
Interest income:						
Loans:						
Not purchased	\$ 44,963	\$ 15,156	\$ 60,119	\$ 34,309	\$ 5,160	\$ 39,469
Purchased	22,200	(4,044)	18,156	15,278	(6,218)	9,060
Purchased and covered ⁽¹⁾	—	—	—	(3,295)	—	(3,295)
Loans held for sale	4,916	507	5,423	(2,691)	1,663	(1,028)
Securities:						
Taxable	2,471	3,834	6,305	581	1,522	2,103
Tax-exempt	(4,929)	(1,677)	(6,606)	(1,082)	365	(717)
Interest-bearing balances with banks	(358)	1,120	762	1,252	603	1,855
Total interest-earning assets	69,263	14,896	84,159	44,352	3,095	47,447
Interest expense:						
Interest-bearing demand deposits	1,944	12,175	14,119	1,375	2,310	3,685
Savings deposits	21	453	474	29	(7)	22
Time deposits	3,145	7,402	10,547	1,098	1,959	3,057
Borrowed funds	(879)	3,215	2,336	(3,307)	6,249	2,942
Total interest-bearing liabilities	4,231	23,245	27,476	(805)	10,511	9,706
Change in net interest income	\$ 65,032	\$ (8,349)	\$ 56,683	\$ 45,157	\$ (7,416)	\$ 37,741

(1) Represents information associated with purchased loans covered under FDIC loss sharing agreements prior to the termination of such agreements on December 8, 2016.

Table 3 – Investment Portfolio*(In Thousands)*

The following table sets forth the scheduled maturity distribution and weighted average yield based on the amortized cost of our investment portfolio as of December 31, 2018. Information regarding the carrying value of the investment securities listed below as of December 31, 2018, 2017 and 2016 is contained under the heading “Financial Condition – Investments” and “Results of Operations – Net Interest Income” in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations.

	Amount	Yield
Available for Sale:		
Obligations of other U.S. Government agencies and corporations		
Maturing after one year through five years	\$ 2,536	2.40%
Obligations of states and political subdivisions		
Maturing within one year	39,310	4.65%
Maturing after one year through five years	41,768	3.73%
Maturing after five years through ten years	73,028	3.54%
Maturing after ten years	46,692	4.24%
Trust preferred securities		
Maturing after ten years	12,359	2.93%
Other debt securities - corporate debt		
Maturing after five years through ten years	8,797	4.93%
Residential mortgage backed securities not due at a single maturity date:		
Government agency MBS	621,690	2.67%
Government agency CMO	332,697	2.75%
Commercial mortgage backed securities not due at a single maturity date:		
Government agency MBS	21,957	3.05%
Government agency CMO	28,446	2.86%
Other debt securities not due at a single maturity date	35,249	3.97%
	<u>\$ 1,264,529</u>	<u>3.10%</u>

Weighted average yields on tax-exempt obligations have been computed on a fully tax equivalent basis assuming a federal tax rate of 21% and a state tax rate of 4.45%, which is net of federal tax benefit.

Table 4 – Loan Portfolio*(In Thousands)*

The following table sets forth loans held for investment, net of unearned income, outstanding at December 31, 2018, which, based on remaining scheduled repayments of principal, are due in the periods indicated. Loans with balloon payments and longer amortizations are often repriced and extended beyond the initial maturity when credit conditions remain satisfactory. Demand loans, loans having no stated schedule of repayments and no stated maturity, and overdrafts are reported below as due in one year or less. For information regarding the loan balances in each of the categories listed below as of the end of each of the last five years, see Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, under the heading “Financial Condition – Loans.” See “Risk Management – Credit Risk and Allowance for Loan Losses” in Item 7 for information regarding the risk elements applicable to, and a summary of our loan loss experience with respect to, the loans in each of the categories listed below.

	One Year or Less	After One Year Through Five Years	After Five Years	Total
Commercial, financial, agricultural	\$ 704,179	\$ 529,914	\$ 61,819	\$ 1,295,912
Lease financing	2,178	58,126	1,561	61,865
Real estate – construction	578,832	85,702	76,134	740,668
Real estate – 1-4 family mortgage	974,789	686,866	1,133,688	2,795,343
Real estate – commercial mortgage	1,215,660	2,124,930	710,919	4,051,509
Installment loans to individuals	49,628	73,643	14,561	137,832
	<u>\$ 3,525,266</u>	<u>\$ 3,559,181</u>	<u>\$ 1,998,682</u>	<u>\$ 9,083,129</u>

The following table sets forth the fixed and variable rate loans maturing or scheduled to reprice after one year as of December 31, 2018:

	Interest Sensitivity	
	Fixed Rate	Variable Rate
Due after one year through five years	\$ 2,877,670	\$ 681,511
Due after five years	966,613	1,032,069
	<u>\$ 3,844,283</u>	<u>\$ 1,713,580</u>

Table 5 – Deposits*(In Thousands)*

The following table shows the maturity of certificates of deposit and other time deposits of \$100 or more at December 31, 2018:

	Certificates of Deposit	Other
Three Months or Less	\$ 178,231	\$ 26,343
Over Three through Six Months	139,362	27,699
Over Six through Twelve Months	363,525	13,060
Over 12 Months	566,281	2,232
	<u>\$ 1,247,399</u>	<u>\$ 69,334</u>

ITEM 1A. RISK FACTORS

In addition to the other information contained in or incorporated by reference into this Form 10-K and the exhibits hereto, the following risk factors should be considered carefully in evaluating our business. The risks disclosed below, either alone or in combination, could materially adversely affect the business, financial condition or results of operations of the Company.

Risks Related To Our Business and Industry

Our business may be adversely affected by current economic conditions in general and specifically in our Mississippi, Tennessee, Alabama, Florida and Georgia markets.

General business and economic conditions in the United States and abroad can materially affect our business and operations. A weak U.S. economy is likely to cause uncertainty about the federal fiscal policymaking process, the medium and long-term fiscal outlook of the federal government and future tax rates. In addition, economic conditions in foreign countries could affect the stability of global financial markets, which could hinder U.S. economic growth.

Weak economic conditions are characterized by deflation, fluctuations in debt and equity capital markets, a lack of liquidity and/or depressed prices in the secondary market for mortgage loans, increased delinquencies on mortgage, consumer and commercial loans, residential and commercial real estate price declines and lower home sales and commercial activity. All of these factors are detrimental to our business, and the interplay between these factors can be complex and unpredictable. Our business is also significantly affected by monetary and related policies of the U.S. federal government and its agencies. Changes in any of these policies are influenced by macroeconomic conditions and other factors that are beyond our control. Adverse economic conditions and government policy responses to such conditions could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

More particularly, much of our business development and marketing strategy is directed toward fulfilling the banking and financial services needs of small to medium size businesses. Such businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities. If general economic conditions negatively impact our Mississippi, Tennessee, Alabama, Florida and Georgia markets generally and these businesses are adversely affected, our financial condition and results of operations may be negatively affected.

We are subject to lending risk.

There are inherent risks associated with our lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where we operate as well as those across the United States. Increases in interest rates on loans and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans.

As of December 31, 2018, approximately 67.03% of our loan portfolio consisted of commercial, construction and commercial real estate loans. These types of loans are generally viewed as having more risk to our financial condition than other types of loans due primarily to the large amounts loaned to individual borrowers. Because the loan portfolio contains a significant number of commercial, construction and commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in nonperforming loans. An increase in nonperforming loans could result in a net loss of earnings from these loans, an increase in the provision for possible loan losses and an increase in loan charge-offs, all of which could have a material adverse effect on our financial condition and results of operations.

Our commercial, construction and commercial real estate loan portfolios are discussed in more detail under the heading “Operations – Operations of Community Banks” in Item 1, Business.

We have a high concentration of loans secured by real estate.

At December 31, 2018, approximately 83.53% of our loan portfolio had real estate as a primary or secondary component of the collateral securing the loan. The real estate provides an alternate source of repayment in the event of a default by the borrower. Real estate values have generally recovered since the recent recession, but any adverse change in our markets could significantly impair the value of the particular collateral securing our loans and our ability to sell the collateral upon foreclosure for an amount necessary to satisfy the borrower’s obligations to us. Furthermore, in a declining real estate market, we often will need to further increase our allowance for loan losses to address the deterioration in the value of the real estate securing our loans. Any of the foregoing could have a material adverse effect on our financial condition and results of operations.

We have a concentration of credit exposure in commercial real estate.

In addition to the general risks associated with our lending activities described above, including the effects of declines in real estate values, commercial real estate (“CRE”) loans are subject to additional risks. These loans depend on cash flows from the property to service the debt. Cash flows, either in the form of rental income or the proceeds from sales of commercial real estate, may be affected significantly by general economic conditions. A general downturn in the local economy where the property is located, or a decline in occupancy rates in particular, could increase the likelihood of default. An increase in defaults in our CRE loan portfolio could have a material adverse effect on our financial condition and results of operations. At December 31, 2018, we had approximately \$4.5 billion in commercial real estate loans, representing approximately 49.79% of our loans outstanding on that date, as follows:

<i>(thousands)</i>		December 31, 2018
		Commercial Real Estate
Owner-occupied	\$	1,600,262
Non-owner occupied		2,272,859
Construction		471,120
Land Development:		
Commercial mortgage		178,388
Total Commercial real estate loans	\$	4,522,629

As discussed under the heading “Supervision and Regulation” in Item 1, Business, above, the federal banking agencies promulgated guidance regarding when an institution will be deemed to potentially have significant CRE concentration risk exposure, as indicated by the results of the 100/300 Test. Although the 100/300 Test is not a limit on our lending activity, if any future results of a 100/300 Test evaluation show us to have a potential CRE concentration risk, we may elect, or be required by our regulators, to adopt additional risk management practices or other limits on our activities, which could have a material adverse effect on our financial condition and results of operations.

We depend on the accuracy and completeness of information furnished by others about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, we often rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports, other financial information and appraisals of the value of collateral. We may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports, other financial information or appraisals could have a material adverse effect on our business and, in turn, our financial condition and results of operations.

Our allowance for possible loan losses may be insufficient, and we may be required to further increase our provision for loan losses.

Although we try to maintain diversification within our loan portfolio in order to minimize the effect of economic conditions within a particular industry, management also maintains an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on management’s ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collateral impairment. Among other considerations in establishing the allowance for loan losses, management considers economic conditions reflected within industry segments, the unemployment rate in our markets, loan segmentation and historical losses that are inherent in the loan portfolio. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires management to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside our control, may require an increase in the allowance for loan losses.

The recent recession in the United States highlighted the inherent difficulty in estimating with precision the extent to which credit risks and future trends need to be addressed through a provision to our allowance for loan losses. Any deterioration of current economic conditions could cause us to experience higher than normal delinquencies and credit losses. As a result, we may be required to make further increases in our provision for loan losses and to charge off additional loans in the future, which could materially adversely affect our financial condition and results of operations.

In addition, bank regulatory agencies periodically review the allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. In addition,

if charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses. Any increases in the allowance for loan losses will result in a decrease in net income and, possibly, capital and may have a material adverse effect on our financial condition and results of operations. A discussion of the policies and procedures related to management's process for determining the appropriate level of the allowance for loan losses is set forth under the heading "Risk Management – Credit Risk and Allowance for Loan Losses" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

We are subject to interest rate risk.

Our earnings and cash flows are largely dependent upon our net interest income. Net interest income is the difference between interest earned on assets, such as loans and securities, and the cost of interest-bearing liabilities, such as deposits and borrowed funds. Interest rates are highly sensitive to many factors that are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Federal Reserve. In light of improving labor markets and its assessment of the rate of inflation, the Federal Reserve has increased the federal funds target rate by 25 basis points on eight separate occasions since December 2016 and has indicated that economic conditions may warrant additional increases in the federal funds target rate in the future. Changes in monetary policy, including changes in interest rates, could influence not only the interest we receive on loans and securities and the amount of interest we pay on deposits and borrowings, but such changes could also affect (1) our ability to originate loans and obtain deposits, which could reduce the amount of fee income generated, and (2) the fair value of our financial assets and liabilities.

Our financial results are constantly exposed to market risk.

Market risk refers to the probability of variations in net interest income or the fair value of our assets and liabilities due to changes in interest rates, among other things. The primary source of market risk to us is the impact of changes in interest rates on net interest income. We are subject to market risk because of the following factors:

- Assets and liabilities may mature or reprice at different times. For example, if assets reprice more slowly than liabilities and interest rates are generally rising, earnings may initially decline.
- Assets and liabilities may reprice at the same time but by different amounts. For example, when interest rates are generally rising, we may increase rates charged on loans by an amount that is less than the general increase in market interest rates because of intense pricing competition, while similarly-intense pricing competition for deposits dictates that we raise our deposit rates in line with the general increase in market rates. Also, risk occurs when assets and liabilities have similar repricing frequencies but are tied to different market interest rate indices that may not move in tandem.
- Short-term and long-term market interest rates may change by different amounts, i.e., the shape of the yield curve may affect new loan yields and funding costs differently.
- The remaining maturity of various assets and liabilities may shorten or lengthen as interest rates change. For example, if long-term mortgage interest rates decline sharply, mortgage-backed securities held in our securities portfolio may prepay significantly earlier than anticipated, which could reduce portfolio income. If prepayment rates increase, we would be required to amortize net premiums into income over a shorter period of time, thereby reducing the corresponding asset yield and net interest income.
- Interest rates may have an indirect impact on loan demand, credit losses, loan origination volume, the value of financial assets and financial liabilities, gains and losses on sales of securities and loans, the value of mortgage servicing rights and other sources of earnings.

Although management believes it has implemented effective asset and liability management strategies to reduce market risk on the results of our operations, these strategies are based on assumptions that may be incorrect. Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition and results of operations.

Volatility in interest rates may also result in disintermediation, which is the flow of funds away from financial institutions into direct investments, such as U.S. Government and Agency securities and other investment vehicles, including mutual funds, which generally pay higher rates of return than financial institutions because of the absence of federal insurance premiums and reserve requirements. Disintermediation could also result in material adverse effects on our financial condition and results of operations.

A discussion of our policies and procedures used to identify, assess and manage certain interest rate risk is set forth under the heading "Risk Management – Interest Rate Risk" in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

The planned phasing out of the London Interbank Offered Rate (“LIBOR”) as a financial benchmark may adversely affect our business and financial results.

LIBOR is the reference rate used for many of our transactions, including our lending and borrowing and our purchase and sale of securities, as well as the derivatives that we use to manage risk related to such transactions. In July 2017, the United Kingdom Financial Conduct Authority, which regulates the process for establishing LIBOR, announced that it would no longer compel banks to submit the rates required to calculate LIBOR after 2021, meaning that the continuation of LIBOR on its current basis cannot be guaranteed after that date. It is impossible to predict at this time whether LIBOR will continue to be viewed as an acceptable market benchmark, what benchmark rate(s) may replace LIBOR or how LIBOR will be determined for purposes of financial instruments that are currently referencing LIBOR if and when it ceases to exist.

We have loans, borrowings and other financial instruments with attributes that are either directly or indirectly dependent on LIBOR, and the uncertainty surrounding potential reforms, including the use of alternative reference rates and changes to the methods and processes used to calculate rates, may have an adverse effect on these financial instruments. In addition, since proposed alternative rates are calculated differently, payments under contracts referencing new rates will differ from those referencing LIBOR, creating additional costs and risks. Our failure to adequately manage the transition process, which include changes to risk and pricing models, valuation tools and product design could adversely impact our reputation with our customers. Although we are currently unable to assess what the ultimate impact of the transition from LIBOR will be, failure to adequately manage the transition could have a material adverse effect on our business, financial condition and results of operations.

Liquidity needs could adversely affect our results of operations and financial condition.

Maintaining adequate liquidity is crucial to the operation of our business. We need sufficient liquidity to meet customer loan requests, deposit maturities and withdrawals and other cash commitments arising in both the ordinary course of business and in other unpredictable circumstances. We rely on dividends from the Bank as our primary source of funds. The primary source of the Bank’s funds are customer deposits, loan repayments, proceeds from our investment securities and borrowings. While scheduled loan repayments are a relatively stable source of funds, they are subject to the ability of borrowers to repay the loans. The ability of borrowers to repay loans can be adversely affected by a number of factors, including changes in economic conditions, adverse trends or events affecting business industry groups, reductions in real estate values or markets, business closings or lay-offs, inclement weather, natural disasters and international instability. Additionally, deposit levels may be affected by a number of factors, including rates paid by competitors, general interest rate levels, returns available to customers on alternative investments and general economic conditions. Accordingly, we may be required from time to time to rely on secondary sources of liquidity to meet withdrawal demands or otherwise fund operations or to support growth. Such sources include Federal Home Loan Bank advances and federal funds lines of credit from correspondent banks.

If the aforementioned sources of liquidity are not adequate for our needs, we may attempt to raise additional capital in the equity or debt markets. Our ability to raise additional capital, if needed, will depend on conditions in such markets at that time, which are outside our control, and on our financial performance.

If we are unable to meet our liquidity needs through any of the aforementioned sources, whether at all or at the time or the cost that we anticipate, we may be required to slow or discontinue loan growth, capital expenditures or other investments or liquidate assets.

A failure or breach of our operational or security systems, including as a result of cyber-attacks, could disrupt our business, result in the disclosure or misuse of confidential or proprietary information, damage our reputation and create significant financial and legal exposure for us.

As a financial institution, we rely heavily on our ability, and the ability of our third party service providers, to securely process, record, transmit and monitor confidential and other information through our and our third party service provider’s computer systems and networks. Our operational systems, including, among other things, deposit and loan servicing, online banking, wealth management, accounting and data processing, could be materially adversely impacted by a failure, interruption or breach in the security or integrity of any of these systems, whether our own or one of our third party service provider’s. Threats to these systems come from a variety of sources, including computer hacking involving the introduction of computer viruses or malware, cyber-attacks, electronic fraudulent activity and attempted theft of financial assets. These threats are very sophisticated and constantly evolving.

We have invested a significant amount of time and expense, in both security infrastructure investments and the development of policies and procedures governing our operations, in our efforts to ensure the security and integrity of our systems from the aforementioned threats, and we continue to upgrade our systems and evolve our policies and procedures to address vulnerabilities that we identify as well as new techniques being used to compromise our systems of which we become aware, especially as we expand our mobile and online banking presence. In addition, we require our third party service providers to be similarly diligent

in protecting their own systems from such existing and new threats. Despite these efforts, we can provide no assurances that our systems, or our provider's systems, will not experience any failures, interruptions or security breaches or that, if any such failures, interruptions or breaches occur, they will be addressed in a timely and adequate manner. If the security and integrity of our systems, or the systems of one of our providers, are compromised, our operations could be significantly disrupted and our or our customer's confidential information could be misappropriated, among other things. This in turn could result in financial losses to us or our customers, damage to our reputation, the violation of privacy or other laws and significant litigation risk, all of which could have a material adverse effect on our financial condition and results of operations.

Our risk management framework may not be effective in mitigating risk and loss to us.

We are subject to numerous risks, including lending risk, interest rate risk, liquidity risk, market risk, information security risk and model risk, among other risks encountered in the ordinary course of our operations. We have put in place processes and procedures designed to identify, measure, monitor, report and analyze these risks. However, all risk management frameworks are inherently limited when current procedures cannot anticipate the existence or future development of currently unanticipated or unknown risks, and we may have underestimated the impact of known risks. The recent recession and the heightened regulatory scrutiny of financial institutions that resulted therefrom, coupled with increases in the scope and complexity of our operations, among other things, have increased the level of risk that we must manage. Accordingly, we could suffer losses as a result of our failure to properly anticipate and manage these risks.

Our business strategy includes the continuation of growth plans, and our financial condition and results of operations could be negatively affected if we fail to grow or fail to manage our growth effectively.

We have grown our business through the acquisition of entire financial institutions and through de novo branching. We have engaged in whole-bank acquisitions, most recently acquiring Brand and its wholly-owned subsidiary Brand Bank on September 1, 2018. In addition, since the beginning of 2011, we have opened eight de novo branches, acquired specified assets and the operations of, and assumed specified liabilities of, failed financial institutions in two FDIC-assisted transactions and acquired the RBC Bank (USA) trust division. We intend to continue pursuing a growth strategy for our business through de novo branching and to evaluate attractive acquisition opportunities that are presented to us. Our prospects must be considered in light of the risks, expenses and difficulties frequently encountered by companies when expanding their franchise, including the following:

Management of Growth. We may be unable to successfully:

- maintain loan quality in the context of significant loan growth;
- maintain adequate management personnel and systems to oversee such growth;
- maintain adequate internal audit, loan review and compliance functions; and
- implement additional policies, procedures and operating systems required to support such growth.

Operating Results. Existing offices or future offices may not maintain or achieve deposit levels, loan balances or other operating results necessary to avoid losses or produce profits. Our growth and de novo branching strategy necessarily entails growth in overhead expenses as we routinely add new offices and staff. Our historical results may not be indicative of future results or results that may be achieved as we continue to increase the number and concentration of our branch offices. Should any new location be unprofitable or marginally profitable, or should any existing location experience a decline in profitability or incur losses, the adverse effect on our results of operations and financial condition could be more significant than would be the case for a larger company.

Development of Offices. There are considerable costs involved in opening branches, and new branches generally do not generate sufficient revenues to offset their costs until they have been in operation for at least a year or more. Accordingly, our de novo branches can be expected to negatively impact our earnings for some period of time until the branches reach certain economies of scale. Our expenses could be further increased if we encounter delays in opening any of our de novo branches. We may be unable to accomplish future branch expansion plans due to a lack of available satisfactory sites, difficulties in acquiring such sites, increased expenses or loss of potential sites due to complexities associated with zoning and permitting processes, higher than anticipated merger and acquisition costs or other factors. Finally, our de novo branches or branches that we may acquire may not be successful even after they have been established or acquired, as the case may be.

Expansion into New Markets. Much of our recent growth has been focused in the highly-competitive metropolitan areas of Memphis and Nashville, Tennessee, Birmingham and Huntsville, Alabama, Atlanta, Georgia, east Tennessee, as well as Gainesville and Ocala, Florida. In these growth markets we face competition from a wide array of financial institutions, including much larger, well-established financial institutions. Our acquisition of Brand increased our presence in Atlanta, Georgia, a highly attractive and competitive market.

Regulatory and Economic Factors. Our growth and expansion plans may be adversely affected by a number of regulatory and economic developments or other events. Failure to obtain required regulatory approvals, changes in laws and regulations or other regulatory developments and changes in prevailing economic conditions or other unanticipated events may prevent or adversely affect our continued growth and expansion. Such factors may cause us to alter our growth and expansion plans or slow or halt the growth and expansion process, which may prevent us from entering certain target markets or allow competitors to gain or retain market share in our existing or expected markets.

Failure to successfully address these issues could have a material adverse effect on our financial condition and results of operations, and could adversely affect our ability to successfully implement our business strategy. Also, if our growth occurs more slowly than anticipated or declines, our operating results could be materially adversely affected.

We may fail to realize the anticipated benefits of our recent and pending acquisitions.

The success of our acquisitions, including our recently completed acquisition of Brand, will depend on, among other things, our ability to realize anticipated cost savings and to integrate the acquired assets and operations in a manner that permits growth opportunities and does not materially disrupt our existing customer relationships or result in decreased revenues resulting from any loss of customers. If we are not able to successfully achieve these objectives, the anticipated benefits of the acquisition may not be realized fully or at all or may take longer to realize than expected. Additionally, we will make fair value estimates of certain assets and liabilities in recording each acquisition. Actual values of these assets and liabilities could differ from our estimates, which could result in our not achieving the anticipated benefits of the particular acquisition.

We cannot assure investors that our acquisitions will have positive results, including results relating to: correctly assessing the asset quality of the assets acquired; the total cost of integration, including management attention and resources; the time required to complete the integration successfully; the amount of longer-term cost savings; being able to profitably deploy funds acquired in the transaction; retaining the existing client relationships; or the overall performance of the combined business.

Our future growth and profitability depends, in part, on our ability to successfully manage the combined operations. Integration of an acquired business can be complex and costly, and we may encounter a number of difficulties, such as:

- deposit attrition, customer loss and revenue loss;
- the loss of key employees;
- the disruption of our operations and business;
- our inability to maintain and increase competitive presence;
- possible inconsistencies in standards, control procedures and policies; and/or
- unexpected problems with costs, operations, personnel, technology and credit.

Additionally, general market and economic conditions or governmental actions affecting the financial industry generally may inhibit our successful integration of the operations acquired.

We may continue to experience increased credit costs or need to take additional markdowns and make additional provisions to the allowance for loan losses on purchased loans. Any of these actions could adversely affect our financial condition and results of operations in the future. In addition, as our integration efforts continue in connection with the Brand acquisition, we may incur other unanticipated costs, including the diversion of personnel, or losses. In addition, the attention and effort devoted to the integration of an acquired business may divert management's attention from other important issues and could harm our business.

We may face risks with respect to future acquisitions.

When we attempt to expand our business through mergers and acquisitions (including FDIC-assisted transactions), we seek targets that are culturally similar to us, have experienced management and possess either significant market presence or have potential for improved profitability through economies of scale or expanded services or, in the case of FDIC-assisted transactions, on account of the loss share arrangements with the FDIC associated with such transactions. In addition to the general risks associated with our growth plans and the particular risks associated with FDIC-assisted transactions, both of which are highlighted above, in general acquiring other banks, businesses or branches involves various risks commonly associated with acquisitions, including, among other things:

- the time and costs associated with identifying and evaluating potential acquisition and merger targets;
- inaccuracies in the estimates and judgments used to evaluate credit, operations, management and market risks with respect to the target institution;
- the time and costs of evaluating new markets, hiring experienced local management and opening new bank locations, and the time lags between these activities and the generation of sufficient assets and deposits to support the costs of the expansion;
- our ability to finance an acquisition and possible dilution to our existing shareholders;
- the diversion of our management’s attention to the negotiation of a transaction;
- the incurrence of an impairment of goodwill associated with an acquisition and adverse effects on our results of operations;
- entry into new markets where we lack experience; and
- risks associated with integrating the operations and personnel of acquired businesses.

We expect to continue to evaluate merger and acquisition opportunities (including FDIC-assisted transactions) that are presented to us and conduct due diligence activities related to possible transactions with other financial institutions. As a result, merger or acquisition discussions and, in some cases, negotiations may take place and future mergers or acquisitions involving cash, debt or equity securities may occur at any time. Historically, acquisitions of non-failed financial institutions involve the payment of a premium over book and market values, and, therefore, some dilution of our book value and net income per common share may occur in connection with any future transaction. Failure to realize the expected revenue increases, cost savings, increases in geographic or product presence and/or other projected benefits from an acquisition could have a material adverse effect on our financial condition and results of operations.

Our profitability may be negatively impacted by changes in the amount and timing of the resolution of purchased impaired loans.

Under applicable accounting standards, we are required to periodically re-estimate the expected cash flows from impaired loans that we have purchased as part of our acquisition transactions. The carrying value of these loans can be impaired due to lower-than-expected cash flows, increases in loss estimates or defaults. Any such impairment must be recognized in the period in which the change in estimated cash flow occurs. Any such impairment will reduce our results of operations and profitability, and such reduction could be material.

Competition in our industry is intense and may adversely affect our profitability.

We face substantial competition in all areas of our operations from a variety of different competitors, many of which are larger and have substantially greater resources than we have, including higher total assets and capitalization, greater access to capital markets and a broader offering of financial services. Such competitors primarily include national, regional and community banks within the various markets in which we operate. We also face competition from many other types of financial institutions, including savings and loans, credit unions, finance companies, brokerage firms, insurance companies, factoring companies, FinTech companies and other financial intermediaries. The information under the heading “Competition” in Item 1, Business, provides more information regarding the competitive conditions in our growth markets.

Our industry could become even more competitive as a result of legislative, regulatory and technological changes and continued consolidation. The consolidation of financial institutions in connection with the 2008-2009 recession has continued to the present time, and we expect additional consolidation to occur as a result of, among other things, elevated regulatory compliance costs and changes in laws affecting larger financial institutions. Banks, securities firms and insurance companies can merge under the umbrella of a financial holding company, which can offer virtually any type of financial service, including banking, securities underwriting, insurance (both agency and underwriting) and merchant banking. Also, legislative and regulatory changes on both the federal and state level may materially affect competitive conditions in our industry. Finally, technology has lowered barriers to entry and made it possible for non-banks to offer products and services traditionally provided by banks, such as automatic transfer and automatic payment systems. Many of our competitors have fewer regulatory constraints and may have lower cost structures.

Our ability to compete successfully depends on a number of factors, including, among other things:

- the ability to develop, maintain and build upon long-term customer relationships based on top quality service, high ethical standards and safe and sound assets;
- the ability to expand our market position;
- the scope, relevance and pricing of products and services offered to meet customer needs and demands;
- the rate at which we introduce new products and services relative to our competitors;
- customer satisfaction with our level of service; and
- industry and general economic trends.

Failure to perform in any of these areas could significantly weaken our competitive position, which could adversely affect our growth and profitability, which, in turn, could have a material adverse effect on our financial condition and results of operations.

We may be adversely affected by the soundness of other financial institutions and other third parties.

Entities within the financial services industry are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to many different industries and counterparties and from time to time execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, investment banks and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral we hold cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit due to us. Any such losses could have a material adverse effect on our financial condition and results of operations.

We are subject to extensive government regulation, and such regulation could limit or restrict our activities and adversely affect our earnings.

We and the Bank are subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole. These regulations affect our lending practices, capital structure, investment practices, dividend policy and growth, among other things. In addition, significant changes to such regulations have been proposed or may be proposed. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of the foregoing, could affect us and/or the Bank in substantial and unpredictable ways. Such changes could subject us to additional costs, limit the types of financial services and products we may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things.

Under regulatory capital adequacy guidelines and other regulatory requirements, we and the Bank must meet guidelines that include quantitative measures of assets, liabilities and certain off-balance sheet items, subject to qualitative judgments by regulators about components, risk weightings and other factors. If we fail to meet these minimum capital guidelines and other regulatory requirements, our financial condition would be materially and adversely affected. Our failure to maintain the status of "well capitalized" under our regulatory framework could affect the confidence of our customers in us, thus compromising our competitive position. In addition, failure to maintain the status of "well capitalized" under our regulatory framework, "well managed" under regulatory examination procedures or "satisfactory" under the CRA could compromise our status as a bank holding company and related eligibility for a streamlined review process for merger or acquisition proposals and would result in higher deposit insurance premiums assessed by the FDIC.

We are also subject to various privacy, data protection and information security laws. Under the GLB Act, we are subject to limitations on our ability to share our customers' nonpublic personal information with unaffiliated parties, and we are required to provide certain disclosures to our customers about our data collection and security practices. Customers have the right to opt out of our disclosure of their personal financial information to unaffiliated parties. Finally, the GLB Act requires us to develop, implement and maintain a written comprehensive information security program containing appropriate safeguards for our customers' nonpublic personal information. New laws and regulations have also been proposed that could increase our privacy, data protection and information security compliance costs. Our failure to comply with new or existing privacy, data protection and information security laws and regulations could result in material regulatory or governmental investigations and/or fines, sanctions and other expenses.

As a public company, we are also subject to laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, the Dodd-Frank Act and SEC regulations. These laws, regulations and standards are subject to varying interpretations, amendment or outright repeal. As a result, the amendment or repeal of any such laws, regulations or standards, or the issuance of new guidance for complying therewith by regulatory and governing bodies, could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations and standards have resulted in, and are likely to continue to result in, increased expenses and a diversion of management time and attention.

Failure to comply with laws, regulations or policies could also result in sanctions by regulatory agencies and/or civil money penalties, which could have a material adverse effect on our business, financial condition and results of operations. While we have policies and procedures designed to prevent any such violations, such violations nevertheless may occur. The information under the heading “Supervision and Regulation” in Item 1, Business, and Note 24, “Regulatory Matters,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, provides more information regarding the regulatory environment in which we and the Bank operate.

Higher FDIC deposit insurance premiums and assessments could adversely affect our financial condition.

In order to replenish the Deposit Insurance Fund following the recession in 2008-2009, the FDIC significantly increased the assessment rates paid by financial institutions for deposit insurance. In 2016, the targeted ratio of the DIF to insured deposits was achieved, which allowed banks with assets less than \$10 billion to have a reduction in costs. However, banks, including the Bank, with greater than \$10 billion in assets will continue to have higher assessed rates until the DIF ratio reaches 1.35%. Additionally, under the Dodd-Frank Act, if the FDIC increases reserves against future losses, the increased assessments are to be borne primarily by institutions with assets greater than \$10 billion, which will apply to the Bank. Any increases in FDIC insurance premiums and any special assessments may adversely affect our financial condition and results of operations.

We are subject to heightened regulatory requirements now that we exceed \$10 billion in assets.

As discussed under the heading “Supervision and Regulation” in Item 1, Business, the Dodd-Frank Act and regulations promulgated thereunder impose additional requirements on bank holding companies with total assets of at least \$10 billion. In addition, banks with total assets of at least \$10 billion are primarily examined by the Consumer Financial Protection Bureau with respect to various federal consumer financial protection laws and regulations. Finally, since we exceeded \$10 billion in assets as of December 31, 2018, we are subject to the limitation on interchange fees imposed pursuant to the Durbin Amendment to the Dodd-Frank Act. To prepare for the Company being subject to additional regulations upon exceeding \$10 billion in assets, in recent years we incurred a number of significant expenses, and we expect to continue to incur additional expenses to address heightened regulatory requirements on account of having in excess of \$10 billion in assets. Further, the impact of the Durbin Amendment will reduce our noninterest income. These additional expenses and the expected decrease in interchange fee revenue could have a material adverse effect on our business, financial condition and results of operations. Our regulators may also consider our compliance with these regulatory requirements when examining our operations generally or considering any request for regulatory approval we may make, even requests for approvals on unrelated matters such as acquisitions of other financial institutions.

Changes in accounting standards issued by the Financial Accounting Standards Board (“FASB”) or other standard-setting bodies may adversely affect our financial statements.

Our financial statements are subject to the application of accounting principles generally accepted in the United States (“GAAP”), which are periodically revised and/or expanded. From time to time, FASB or other accounting standard setting bodies adopt new accounting standards or amend existing standards. In addition, market conditions often prompt these bodies to promulgate new guidance that further interprets or seeks to revise accounting pronouncements related to financial instruments, structures or transactions as well as to issue new standards expanding disclosures. Our estimate of the impact of accounting developments that have been issued but not yet implemented is disclosed in our annual reports on Form 10-K and our quarterly reports on Form 10-Q, but the impact of these changes often is difficult to precisely assess. In some cases, we could be required to apply a new or revised standard retroactively, resulting in changes to previously reported financial results, or a cumulative charge to retained earnings. It is possible that future accounting standards that we are required to adopt could change the current accounting treatment that we apply to our consolidated financial statements and that such changes could have a material effect on our financial condition and results of operations.

In particular, in June 2016 FASB issued Accounting Standards Update 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments” (“ASU 2016-13”), which significantly changes the way entities recognize impairment on many financial assets by requiring immediate recognition of estimated credit losses expected to occur over the asset's remaining life, in place of the current “incurred loss” model for recognizing credit losses, which delays recognition of credit losses until it is probable a loss has been incurred. This new impairment recognition model is referred to as the current expected credit loss (“CECL”) model. The CECL model, which applies to loans, held-to-maturity debt instruments, lease receivables, loan commitments and financial guarantees that are not accounted for at fair value, will require us to present these financial assets at the net amount expected to be collected, at the time the loan is booked and subject to periodic adjustment. The amount of expected credit losses is to be based on past events, historical experience, current conditions as well as reasonable and

supportable forecasts that affect the collectability of the reported amount. This new accounting standard will be effective for us in the first quarter 2020.

The anticipated change in loan loss reserves due to the implementation of the CECL model is currently unknown and is dependent upon many factors that are yet to be determined, such as the economic environment at adoption and any future FASB clarifications. However, we currently expect to recognize a one-time cumulative-effect adjustment to our allowance for loan losses as of the beginning of the first quarter of 2020, consistent with regulatory expectations. We also anticipate that the adoption of the CECL model will materially affect how we determine our allowance for loan losses and could require us to significantly increase our allowance. Moreover, the CECL model may create more volatility in the level of our allowance for loan losses. If we are required to materially increase our level of allowance for loan losses for any reason, such increase could materially and adversely affect our business, financial condition and results of operations.

We may not be able to attract and retain skilled people.

Our success depends in part on our ability to retain key executives and to attract and retain additional qualified personnel who have experience both in sophisticated banking matters and in operating a bank of our size. Competition for such personnel can be intense in the banking industry, and we may not be successful in attracting or retaining the personnel we require. The unexpected loss of one or more of our key personnel could have a material adverse effect on our business because of their skills, knowledge of our markets, years of industry experience and the difficulty of promptly finding qualified replacements.

We are subject to environmental liability risk associated with lending activities.

A significant portion of our loan portfolio is secured by real property. During the ordinary course of business, we may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses and may materially reduce the affected property's value or limit our ability to use or sell the affected property. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on our financial condition and results of operations. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability. Although management has policies and procedures to perform an environmental review before the loan is recorded and before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards.

Severe weather, natural disasters, acts of war or terrorism and other external events could significantly impact our business.

Severe weather, natural disasters, acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events, such as Hurricane Michael in October 2018 and Hurricane Irma in September 2017, which impacted our Florida markets, and the April 2011 storms that devastated much of east Mississippi and west Alabama, could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. Although management has established disaster recovery policies and procedures, the occurrence of any such event could have a material adverse effect on our business, which, in turn, could have a material adverse effect on our financial condition and results of operations.

Risks Associated With Our Common Stock

Our stock price can be volatile.

Stock price volatility may make it more difficult for an investor to resell our common stock when desired and at attractive prices. Our stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to us;
- news reports relating to trends, concerns and other issues in the banking and financial services industry;
- perceptions in the marketplace regarding us and/or our competitors;
- new technology used, or services offered, by us or our competitors;
- significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- failure to integrate acquisitions or realize anticipated benefits from acquisitions;
- changes in government regulations; and
- geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.

The trading volume in our common stock is less than that of other bank holding companies.

Although our common stock is listed for trading on The NASDAQ Global Select Market, the average daily trading volume in our common stock is generally less than that of many of our competitors and other bank holding companies that are publicly-traded companies. For the 60 days ended February 22, 2019, the average daily trading volume for Renasant common stock was 206,346 shares per day. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Significant sales of our common stock, or the expectation of these sales, could cause volatility in the price of our common stock.

Our ability to declare and pay dividends is limited by law, and we may be unable to pay future dividends.

We are a separate and distinct legal entity from the Bank, and we receive substantially all of our revenue from dividends from the Bank. These dividends are the principal source of funds to pay dividends on our common stock and interest and principal on debt. Various federal and/or state laws and regulations limit the amount of dividends that the Bank may pay to us. In the event the Bank is unable to pay dividends to us, we may not be able to service debt, pay obligations or pay dividends on our common stock. The inability to receive dividends from the Bank could have a material adverse effect on our business, financial condition and results of operations. The information under Note 23, “Restrictions on Cash, Securities, Bank Dividends, Loans or Advances,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, provides a detailed discussion about the restrictions governing the Bank’s ability to transfer funds to us.

Holders of our junior subordinated debentures have rights that are senior to those of our common shareholders.

We have supported a portion of our growth through the issuance of trust preferred securities from special purpose trusts and accompanying junior subordinated debentures. Also, in connection with our acquisitions of other financial institutions, we have assumed junior subordinated debentures. At December 31, 2018, we had trust preferred securities and accompanying junior subordinated debentures with a carrying value of \$109.6 million. Payments of the principal and interest on the trust preferred securities of these trusts are conditionally guaranteed by us. Further, the junior subordinated debentures we issued to the trusts are senior to our shares of common stock. As a result, we must make payments on the junior subordinated debentures before any dividends can be paid on our common stock and, in the event of our bankruptcy, dissolution or liquidation, the holders of the junior subordinated debentures must be satisfied before any distributions can be made on our common stock (such dividend restrictions do not apply to the subordinated notes issued in August 2016 or assumed in connection with the Metropolitan and Brand acquisitions). We have the right to defer distributions on our junior subordinated debentures (and the related trust preferred securities) for up to five years, during which time no dividends may be paid on our common stock.

An investment in our common stock is not an insured deposit.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described in this “Risk Factors” section and elsewhere in this Annual Report on Form 10-K and is subject to the same market forces that affect the price of common stock in any company. As a result, an investor may lose some or all of his investment in our common stock.

Our Articles of Incorporation and Bylaws, as well as certain banking laws, could decrease our chances of being acquired even if our acquisition is in our shareholders' best interests.

Provisions of our Articles of Incorporation and Bylaws and federal banking laws, including regulatory approval requirements, could make it more difficult for a third party to acquire us, even if doing so would be perceived to be beneficial to our shareholders. The combination of these provisions impedes a non-negotiated merger or other business combination, which, in turn, could adversely affect the market price of our common stock.

Our issuance of preferred stock could adversely affect holders of our common stock and discourage a takeover.

Our shareholders authorized the Board of Directors to issue up to 5,000,000 shares of preferred stock without any further action on the part of our shareholders. Our Board of Directors also has the power, without shareholder approval, to set the terms of any series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue preferred stock in the future that has preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could be adversely affected. In addition, the ability of our Board of Directors to issue shares of preferred stock without any action on the part of our shareholders may impede a takeover of us and prevent a transaction perceived to be favorable to our shareholders.

Shares eligible for future sale could have a dilutive effect.

Shares of our common stock eligible for future sale, including those that may be issued in any other private or public offering of our common stock for cash or as incentives under incentive plans, could have a dilutive effect on the market for our common stock and could adversely affect market prices. As of February 22, 2019, there were 150,000,000 shares of our common stock authorized, of which 58,569,904 shares were outstanding.

The FDIC's Statement of Policy on Qualifications for Failed Bank Acquisitions may restrict our activities and those of certain investors in us.

On August 26, 2009, the FDIC adopted the final Statement of Policy on Qualifications for Failed Bank Acquisitions (the "Statement"). The Statement purports to provide guidance concerning the standards for more than de minimis investments in acquirers of deposit liabilities and the operations of failed insured depository institutions. The Statement applies to private investors in a company, including any company acquired to facilitate bidding on failed banks or thrifts that is proposing to, directly or indirectly, assume deposit liabilities, or such liabilities and assets, from the resolution of a failed insured depository institution. By its terms, the Statement does not apply to investors with 5% or less of the total voting power of an acquired depository institution or its bank or thrift holding company (provided there is no evidence of concerted action by these investors). When applicable, among other things, covered investors (other than certain mutual funds) are prohibited by the Statement from selling their securities in the relevant institution for three years. In addition, covered investors must disclose to the FDIC information about the investors and all entities in the ownership chain, including information as to the size of the capital fund or funds, its diversification, the return profile, the marketing documents, the management team and the business model, as well as such other information as is determined to be necessary to assure compliance with the Statement. Furthermore, among other restrictions, the acquired institution must maintain a ratio of Tier 1 common equity to total assets of at least 10% for a period of three years from the time of acquisition; thereafter, the institution must maintain capital such that it is "well capitalized" during the remaining period of ownership by the covered investor. In addition, under the Statement, covered investors employing ownership structures utilizing entities that are domiciled in Secrecy Law Jurisdictions (as defined in the Statement) would not be eligible to own a direct or indirect interest in an insured depository institution, subject to certain exceptions.

The Statement may be applicable to private investors in us and, in the event of any such private investors covered by the Statement, will be applicable to us. Furthermore, because the applicability of the Statement depends in large part on the specific investor, we may not know at any given point in time whether the Statement applies to any investor and, accordingly, to us. Each investor must make its own determination concerning whether the Statement applies to it and its investment in us. Each investor is cautioned to consult its own legal advisors concerning such matters. We cannot assure investors that the Statement will not be applicable to us.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The principal executive offices of the Company are located at 209 Troy Street, Tupelo, Mississippi. Various departments occupy each floor of the five-story building. The Technology Center, also located in Tupelo, houses electronic data processing, document preparation, document imaging, loan servicing and deposit operations.

As of December 31, 2018, Renasant operated 152 full-service branches, 12 limited-service branches, an ATM network, which includes 151 ATMs at on-premise locations and 24 ATMs located at off-premise sites, and an Interactive Teller Machine (ITM) network that includes 14 ITMs at on-premise locations and two ITMs located at off-premise sites. Our Community Banks and Wealth Management segments operate out of all of these offices.

The Bank owns 121 of its 152 full-service branch banking facilities. The remaining 31 full-service branches are under lease agreements. The Bank owns 11 of the 12 limited-service branches. The Bank also operates 20 locations used exclusively for Mortgage Banking, three locations used exclusively for loan production and two locations used exclusively for investment services; of these locations, two are owned by the Bank with the remaining 23 under lease agreements. The 55 banking facilities that are occupied under leases have unexpired terms ranging from one to sixteen years.

Renasant Insurance, a wholly-owned subsidiary of the Bank, owns seven stand-alone offices and leases three branches throughout Mississippi.

None of our properties are subject to any material encumbrances.

ITEM 3. LEGAL PROCEEDINGS

There are no material pending legal proceedings to which the Company, the Bank, Renasant Insurance or any other subsidiaries are a party or to which any of their property is subject, and no such legal proceedings were terminated in the fourth quarter of 2018.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information and Holders

The Company's common stock trades on The NASDAQ Global Select Market ("NASDAQ") under the ticker symbol "RNST." On February 22, 2019, the Company had approximately 4,531 shareholders of record and the closing sales price of the Company's common stock was \$38.58.

Please refer to Item 12, Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters, for a discussion of the securities authorized for issuance under the Company's equity compensation plans.

Issuer Purchases of Equity Securities

	Total Number of Shares Repurchased (1)	Average Price per Share	Total Number of Shares Purchased as Part of Publicly Announced Share Repurchase Plans (2)	Maximum Number of Shares or Approximate Dollar Value That May Yet Be Purchased Under Share Repurchase Plans (3)
October 1, 2018 to October 31, 2018	77,000	\$ 34.96	77,000	\$ 47,308
November 1, 2018 to November 31, 2018	122,121	35.81	122,065	42,938
December 1, 2018 to December 31, 2018	—	—	—	42,938
Total	199,121	\$ 35.48	199,065	

(1) Represents shares repurchased as part of a publicly announced share repurchase plan or shares withheld to satisfy federal and state tax liabilities related to the vesting of time-based restricted stock awards during the three month period ended December 31, 2018

(2) The Company announced a \$50.0 million stock repurchase program on October 24, 2018. During the fourth quarter of 2018, the Company repurchased \$7.1 million of common stock, or 199,065 shares, at a weighted average price of \$35.48. The plan will remain in effect until the earlier of October 23, 2019 or the repurchase of the entire amount of common stock authorized to be repurchased by the Board of Directors.

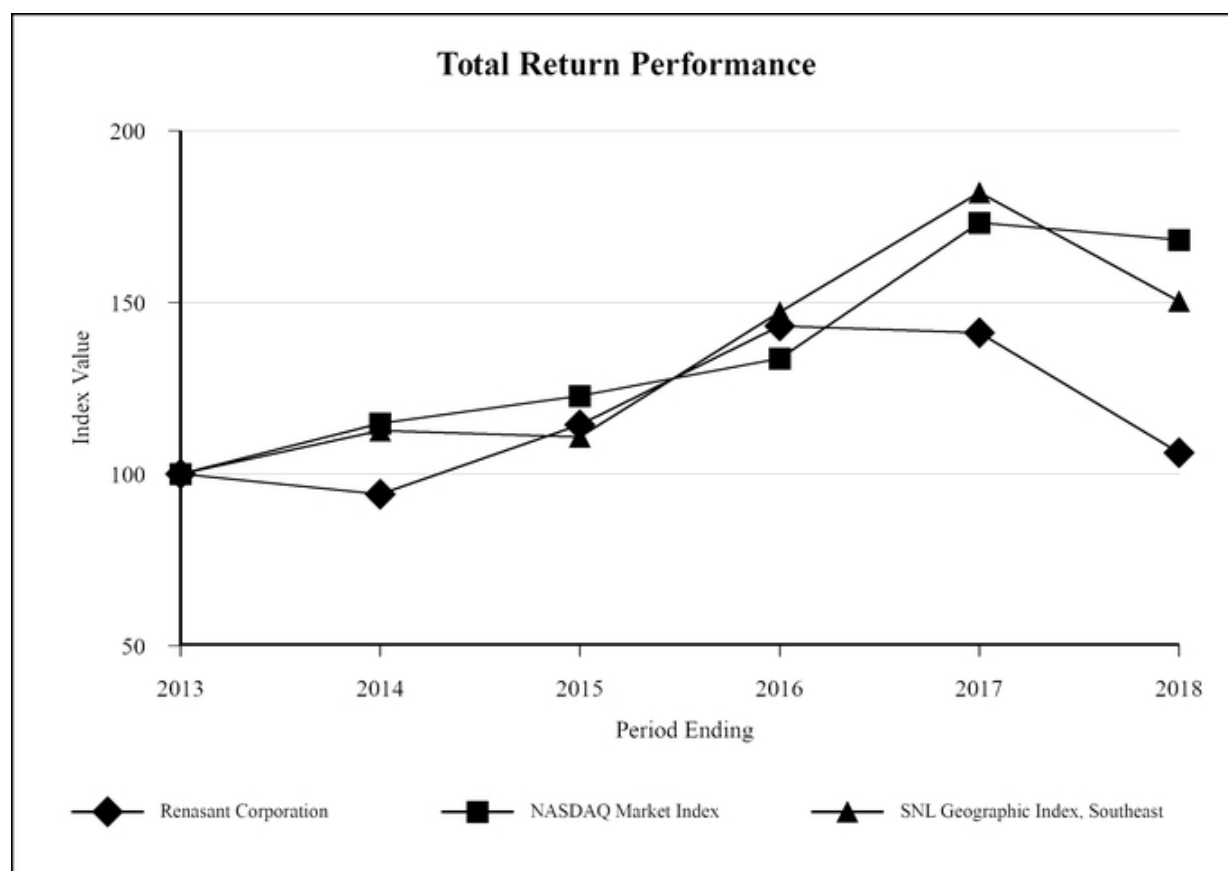
(3) Dollars in thousands

Unregistered Sales of Equity Securities

The Company did not sell any unregistered equity securities during 2018.

Stock Performance Graph

The following performance graph compares the performance of our common stock to the NASDAQ Market Index and to the SNL Geographic Index, Southeast, which is a peer group of regional southeast bank holding companies (which includes the Company), for our reporting period. The performance graph assumes that the value of the investment in our common stock, the NASDAQ Market Index and the SNL Geographic Index, Southeast was \$100 at December 31, 2013, and that all dividends were reinvested.



	Period Ending December 31,					
	2013	2014	2015	2016	2017	2018
Renasant Corporation	\$ 100.00	\$ 94.17	\$ 114.40	\$ 143.19	\$ 141.16	\$ 106.26
NASDAQ Market Index	100.00	114.75	122.74	133.62	173.22	168.30
SNL Geographic Index, Southeast ⁽¹⁾	100.00	112.63	110.87	147.18	182.06	150.42

(1) The SNL Geographic Index, Southeast, is a peer group of 74 regional bank holding companies, whose common stock is traded either on the New York Stock Exchange, NYSE Amex or NASDAQ, and who are headquartered in Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and West Virginia.

There can be no assurance that our common stock performance will continue in the future with the same or similar trends depicted in the performance graph above. We will not make or endorse any predictions as to future stock performance. The information provided under the heading “Stock Performance Graph” shall not be deemed to be “soliciting material” or to be “filed” with the SEC or subject to its proxy regulations or to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended, other than as provided in Item 201 of Regulation S-K. The information provided in this section shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

ITEM 6. SELECTED FINANCIAL DATA⁽¹⁾

(In Thousands, Except Share Data) (Unaudited)

Year Ended December 31,	2018	2017	2016	2015	2014
Interest income	\$ 461,854	\$ 374,750	\$ 329,138	\$ 263,023	\$ 226,409
Interest expense	65,329	37,853	28,147	21,665	23,927
Net interest income	396,525	336,897	300,991	241,358	202,482
Provision for loan losses	6,810	7,550	7,530	4,750	6,167
Noninterest income	143,961	132,140	137,415	108,270	80,509
Noninterest expense	345,029	301,618	295,099	245,114	190,937
Income before income taxes	188,647	159,869	135,777	99,764	85,887
Income taxes	41,727	67,681	44,847	31,750	26,305
Net income	\$ 146,920	\$ 92,188	\$ 90,930	\$ 68,014	\$ 59,582
Per Common Share					
Net income – Basic	\$ 2.80	\$ 1.97	\$ 2.18	\$ 1.89	\$ 1.89
Net income – Diluted	2.79	1.96	2.17	1.88	1.88
Book value at December 31	34.91	30.72	27.81	25.73	22.56
Closing price ⁽²⁾	30.18	40.89	42.22	34.41	28.93
Cash dividends declared and paid	0.80	0.73	0.71	0.68	0.68
Dividend payout	28.67%	37.24%	32.72%	36.17%	36.17%
At December 31,					
Assets	\$ 12,934,878	\$ 9,829,981	\$ 8,699,851	\$ 7,926,496	\$ 5,805,129
Loans, net of unearned income	9,083,129	7,620,322	6,202,709	5,413,462	3,987,874
Securities	1,250,777	671,488	1,030,530	1,105,205	983,747
Deposits	10,128,557	7,921,075	7,059,137	6,218,602	4,838,418
Borrowings	651,324	297,360	312,135	570,496	188,825
Shareholders' equity	2,043,913	1,514,983	1,232,883	1,036,818	711,651
Selected Ratios					
Return on average:					
Total assets	1.32%	0.97%	1.08%	0.99%	1.02%
Shareholders' equity	8.64%	6.68%	8.15%	7.76%	8.61%
Average shareholders' equity to average assets	15.32%	14.52%	13.26%	12.76%	11.89%
At December 31,					
Shareholders' equity to assets	15.80%	15.41%	14.17%	13.08%	12.26%
Allowance for loan losses to total loans, net of unearned income ⁽³⁾	0.77%	0.83%	0.91%	1.11%	1.29%
Allowance for loan losses to nonperforming loans ⁽³⁾	379.96%	348.37%	320.08%	283.46%	209.49%
Nonperforming loans to total loans, net of unearned income ⁽³⁾	0.20%	0.24%	0.28%	0.39%	0.62%

- (1) Selected consolidated financial data includes the effect of mergers and other acquisition transactions from the date of each merger or other transaction. On September 1, 2018, Renasant Corporation acquired Brand Group Holdings, Inc., a Georgia corporation ("Brand"), headquartered in Lawrenceville, Georgia. On July 1, 2017, Renasant Corporation acquired Metropolitan BancGroup, Inc., a Delaware corporation ("Metropolitan"), headquartered in Ridgeland, Mississippi. On April 1, 2016, Renasant Bank, Renasant Corporation's wholly-owned subsidiary, acquired KeyWorth Bank, a Georgia banking corporation ("KeyWorth"), headquartered in Johns Creek, Georgia. On July 1, 2015, Renasant Corporation acquired Heritage Financial Group, Inc., a Maryland corporation ("Heritage"), headquartered in Albany, Georgia. For additional information about the Brand and Metropolitan acquisitions, please refer to Item 1, Business, and Note 2, "Mergers and Acquisitions," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, in this Annual Report on Form 10-K. For additional information about the KeyWorth and Heritage acquisitions, please refer to Item 1, Business, and

Note 2, “Mergers and Acquisitions,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data in Renasant’s Annual Report on Form 10-K/A for the year ended December 31, 2017, filed with the SEC on February 28, 2018.

- (2) Reflects the closing price on The NASDAQ Global Select Market on the last trading day of the Company’s fiscal year.
- (3) Excludes assets acquired from Brand, Metropolitan, KeyWorth, Heritage and prior acquisitions and assets covered under loss share agreements with the FDIC. Effective December 8, 2016, Renasant Bank entered into an agreement with the FDIC that terminated all of the loss share agreements.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

(In Thousands, Except Share Data)

Performance Overview

Net income was \$146,920 for 2018 compared to \$92,188 for 2017 and \$90,930 for 2016. Basic and diluted earnings per share ("EPS") were \$2.80 and \$2.79, respectively, for 2018 compared to \$1.97 and \$1.96, respectively, for 2017 and \$2.18 and \$2.17, respectively, for 2016. At December 31, 2018, total assets increased to \$12,934,878 from \$9,829,981 at December 31, 2017. The comparability of our financial condition and results of operations since 2016 has been influenced by a number of factors:

Acquisitions

- Effective September 1, 2018, the Company completed its acquisition of Brand Group Holdings, Inc. ("Brand") in a transaction valued at \$474,453. Including the effect of purchase accounting adjustments, which are still being finalized by the Company and are subject to change, the Company acquired assets with a fair value of \$2,335,472 which included gross loans with a fair value of \$1,589,254, and assumed liabilities with a fair value of \$1,861,019, including deposits with a fair value of \$1,714,177. The acquisition expanded the Company's footprint in the greater Atlanta, Georgia metropolitan area.
- Effective July 1, 2017, the Company completed its acquisition of Metropolitan BancGroup, Inc. ("Metropolitan") in a transaction valued at \$219,461. Including the effect of purchase accounting adjustments, the Company acquired assets with a fair value of \$1,350,881, including gross loans with a fair value of \$967,804, and assumed liabilities with a fair value of \$1,137,291, including deposits with a fair value of \$942,084. The acquisition expanded the Company's footprint in the Memphis and Nashville markets in Tennessee and in the metro Jackson area in Mississippi.

Other

- The Tax Cuts and Jobs Act, enacted on December 22, 2017, among other things, permanently lowered the federal corporate tax rate, effective for tax years including or beginning January 1, 2018. United States generally accepted accounting principles required the Company to revalue its net deferred tax assets on the date of enactment based on the reduction in the overall future tax benefit expected to be realized at the lower tax rate implemented by the new legislation. After reviewing the Company's inventory of deferred tax assets and liabilities on the date of enactment and giving consideration to the future impact of the lower corporate tax rates and other provisions of the new legislation, the Company's revaluation of its net deferred tax assets in December 2017 was \$14,486. This write-down lowered our diluted EPS for 2017 by \$0.31.
- In December 2016, the Bank entered into an agreement with the Federal Deposit Insurance Corporation (the "FDIC") to terminate all of the Bank's loss share agreements. As part of this termination, we made a \$4,849 payment to the FDIC. The Company incurred a one-time pre-tax charge of \$2,053 in connection with the termination of the agreement, which impacted diluted EPS in 2016 by \$0.04.
- In August 2016, the Company completed the public offering and sale of a combined \$100,000 in subordinated notes. A portion of the proceeds was used to prepay approximately \$38,900 in borrowings from the FHLB resulting in a penalty charge of approximately \$2,200. Together with other penalties incurred in the prepayment of other borrowings in 2016, the penalty had an impact to diluted EPS of \$0.04.

Financial Highlights

- Net interest income increased 17.70% to \$396,525 for 2018 as compared to \$336,897 for 2017; net interest income was \$300,991 for 2016. The increase since 2016 was due primarily to the increase in average earnings assets from the acquisitions of Brand and Metropolitan and organic growth in the Company's non purchased loan portfolio. Yields on earning assets increased as we replaced maturing assets with assets earning similar or higher rates of interest. Furthermore, the increases to the target federal funds rate implemented by the Federal Reserve Board over the last three years resulted in higher yields on loans in our portfolio that earn a variable rate of interest. The Company was able to manage the cost of its deposits with these interest rate increases such that interest expense increased at a much lower rate during this time.
- Net charge-offs as a percentage of average loans decreased to 0.05% in 2018 compared to 0.06% in 2017. Net charge-offs as a percentage of average loans was 0.12% in 2016. The provision for loan losses was \$6,810 for 2018 compared to \$7,550 for 2017 and \$7,530 for 2016.
- Noninterest income was \$143,961 for 2018 compared to \$132,140 for 2017 and \$137,415 for 2016. The overall growth in noninterest income since 2016 is primarily attributable to the Brand and Metropolitan acquisitions. The decrease in noninterest income from 2016 to 2017 is primarily attributable to a year-over-year decrease in mortgage banking income, which was driven by lower mortgage loan originations.

- Noninterest expense was \$345,029, \$301,618 and \$295,099 for 2018, 2017 and 2016, respectively. The increase in noninterest expense and its related components since 2016 is primarily attributable to the Brand and Metropolitan acquisitions. The Company recorded merger expense related to its recent acquisitions of \$14,246, \$10,378 and \$4,023 in 2018, 2017 and 2016, respectively, which impacted diluted EPS in each year by \$0.21, \$0.15 and \$0.06, respectively.
- Loans, net of unearned income, were \$9,083,129 at December 31, 2018 compared to \$7,620,322 in 2017 and \$6,202,709 in 2016. Excluding purchased loans of \$2,693,417 and \$2,031,766 at December 31, 2018 and 2017, respectively, the portfolio increased by \$801,156, or 14.34%, from December 31, 2017.
- Deposits totaled \$10,128,557 at December 31, 2018 compared to \$7,921,075 at December 31, 2017 and \$7,059,137 at December 31, 2016. The growth in deposits from 2016 to 2018 was partially attributable to the Brand and Metropolitan acquisitions noted above. Noninterest bearing deposits averaged \$2,036,754, or 22.83% of average deposits, for 2018 compared to \$1,724,834, or 22.64% of average deposits, for 2017 and \$1,467,881 or 22.00% of average deposits, for 2016.

A historical look at key performance indicators is presented below.

	2018	2017	2016	2015	2014
Diluted EPS	\$ 2.79	\$ 1.96	\$ 2.17	\$ 1.88	\$ 1.88
Diluted EPS Growth	42.35%	(9.68)%	15.43%	—%	54.10%
Shareholders' equity to assets	15.80%	15.41 %	14.17%	13.08%	12.26%
Tangible shareholders' equity to tangible assets ⁽¹⁾	8.92%	9.56 %	9.00%	7.54%	7.52%
Return on Average Assets	1.32%	0.97 %	1.08%	0.99%	1.02%
Return on Average Tangible Assets ⁽¹⁾	1.47%	1.08 %	1.20%	1.11%	1.15%
Return on Average Shareholders' Equity	8.64%	6.68 %	8.15%	7.76%	8.61%
Return on Average Tangible Shareholders' Equity ⁽¹⁾	15.98%	11.84 %	15.28%	14.50%	16.25%

(1) These performance indicators are non-GAAP financial measures. A reconciliation of these financial measures from GAAP to non-GAAP can be found under the "Non-GAAP Financial Measures" heading at the end of this Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

Critical Accounting Policies

Our financial statements are prepared using accounting estimates for various accounts. Wherever feasible, we utilize third-party information to provide management with estimates. Although independent third parties are engaged to assist us in the estimation process, management evaluates the results, challenges assumptions and considers other factors that could impact these estimates. We monitor the status of proposed and newly issued accounting standards to evaluate the impact on our financial condition and results of operations. Our accounting policies, including the impact of newly issued accounting standards, are discussed in further detail in Note 1, "Significant Accounting Policies," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data. The following discussion presents some of the more significant estimates used in preparing our financial statements.

Allowance for Loan Losses

The accounting policy most important to the presentation of our financial statements relates to the allowance for loan losses and the related provision for loan losses. The allowance for loan losses is available to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on an ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collective impairment as recognized under the Financial Accounting Standards Board Accounting Standards Codification Topic ("ASC") 450, "Contingencies" ("ASC 450"). Collective impairment is calculated based on loans grouped by grade. Another component of the allowance is losses on loans assessed as impaired under ASC 310, "Receivables" ("ASC 310"). The balance of the loans determined to be impaired under ASC 310 and the related allowance is included in management's estimation and analysis of the allowance for loan losses. The determination of the appropriate level of the allowance is sensitive to a variety of internal factors, primarily historical loss ratios and assigned risk ratings, and external factors, primarily the economic environment. While no one factor is dominant, each could cause actual loan losses to differ materially from originally estimated amounts. For more information about the considerations in establishing the allowance for loan losses and our loan policies and procedures for addressing credit risk, please refer to the disclosures in this Item under the heading "Risk Management – Credit Risk and Allowance for Loan Losses."

Loans purchased in acquisitions or mergers with evidence of credit deterioration since origination are accounted for under ASC 310-30, "Loans and Debt Securities Acquired with Deteriorated Credit Quality" ("ASC 310-30"). ASC 310-30 prohibits the carryover of an allowance for loan losses for loans purchased in which the acquirer concludes that it will not collect the contractual

amount. As a result, these loans are carried at values which represent management's estimate of the future cash flows of these loans. Increases in expected cash flows to be collected from the contractual cash flows are required to be recognized as an adjustment of the loan's yield over its remaining life, while decreases in expected cash flows are required to be recognized as an impairment. A more detailed discussion of loans accounted for under ASC 310-30, which were acquired in connection with our mergers, including our acquisitions of Brand and Metropolitan, is set forth below under the heading "Risk Management – Credit Risk and Allowance for Loan Losses" and in Note 5, "Purchased Loans" in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Other-Than-Temporary-Impairment on Investment Securities

On a quarterly basis, we evaluate our investment portfolio for other-than-temporary-impairment ("OTTI") in accordance with ASC 320, "Investments – Debt and Equity Securities." An investment security is considered impaired if the fair value of the security is less than its cost or amortized cost basis. Impairment is considered to be other-than-temporary if the Company intends to sell the investment security or if the Company does not expect to recover the entire amortized cost basis of the security before the Company is required to sell the security or the security's maturity. When impairment of an equity security is considered to be other-than-temporary, the security is written down to its fair value and an impairment loss is recorded in earnings. When impairment of a debt security is considered to be other-than-temporary, the security is written down to its fair value. The amount of OTTI recorded as a loss in earnings depends on whether we intend to sell the debt security and whether it is more likely than not that we will be required to sell the security before recovery of its amortized cost basis. If we intend to sell the debt security or more likely than not will be required to sell the security before recovery of its amortized cost basis, the entire difference between the security's amortized cost basis and its fair value is recorded as an impairment loss in earnings. If we do not intend to sell the debt security and it is not more likely than not that we will be required to sell the security before recovery of its amortized cost basis, OTTI is separated into the amount representing credit loss and the amount related to all other market factors. The amount related to credit loss is recognized in earnings. The amount related to other market factors is recognized in other comprehensive income, net of applicable taxes.

The amount of OTTI recorded in earnings as a credit loss is dependent upon management's estimate of discounted future cash flows expected from the investment security. The difference between the expected cash flows and the amortized cost basis of the security is considered to be credit loss. The remaining difference between the fair value and the amortized cost basis of the security is considered to be related to all other market factors. Our estimate of discounted future cash flows incorporates a number of assumptions based on both qualitative and quantitative factors. Performance indicators of the security's underlying assets, including credit ratings and current and projected default and deferral rates, as well as the credit quality and capital ratios of the issuing institutions are considered in the analysis. Changes in these assumptions could impact the amount of OTTI recognized as a credit loss in earnings. For additional information regarding the evaluation of our securities portfolio for OTTI, please refer to Note 1, "Significant Accounting Policies," and Note 3, "Securities," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Intangible Assets

Our intangible assets consist primarily of goodwill, core deposit intangibles, and customer relationship intangibles. Goodwill arises from business combinations and represents the value attributable to unidentifiable intangible elements of the business acquired. Other intangible assets represent purchased assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights. We review the goodwill of each of our reporting units (that is, our reportable segments for financial accounting purposes) for impairment on an annual basis, or more often, if events or circumstances indicate that it is more likely than not that the fair value of the reporting unit is below the carrying value of its equity. In determining the fair value of our reporting units, we use the market approach. The market approach averages the values derived by applying a market multiple, based on observed purchase transactions, to the book value, tangible book value, loan and/or deposit balances and the last twelve months adjusted and unadjusted net income. If the carrying amount of goodwill allocated to each reporting unit exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to the excess.

The estimated fair value of a reporting unit is highly sensitive to changes in the estimates and assumptions. In some instances changes in these assumptions could impact whether the fair value of a reporting unit is greater than its carrying value. We perform sensitivity analyses around these assumptions in order to assess the reasonableness of the assumptions and the resulting estimated fair values. If the carrying value of a reporting unit's equity exceeds its estimated fair value, we then calculate the fair value of the reporting unit's implied goodwill. Implied goodwill is the excess fair value of a reporting unit (as determined using the above-described methodology) over the fair value of its net assets and is calculated by determining the fair value of the reporting unit's assets and liabilities, including previously unrecognized intangible assets, on an individual basis. This calculation is performed in the same manner as goodwill is recognized in a business combination. Significant judgment and estimates are involved in estimating the fair value of the assets and liabilities of the reporting unit.

Other identifiable intangible assets, primarily core deposit intangibles and customer relationship intangibles, are reviewed at least annually for events or circumstances which could impact the recoverability of the intangible asset, such as loss of core deposits, increased competition or adverse changes in the economy. To the extent any other identifiable intangible asset is deemed unrecoverable, an impairment loss would be recorded as a noninterest expense to reduce the carrying amount. These events or circumstances, when or if they occur, could be material to our operating results for any particular reporting period.

Benefit Plans and Stock Based Compensation

Our independent actuary firm prepares actuarial valuations of our pension cost under ASC 715, “Compensation – Retirement Benefits” (“ASC 715”). The discount rate utilized in the December 31, 2018 valuation was 4.56%, compared to 3.96% in 2017. Actual plan assets as of December 31, 2018 were used in the calculation and the expected long-term return on plan assets assumed for this valuation was 6.00%. Changes in these assumptions and estimates can materially affect the benefit plan obligation and the funded status of the plan which in turn may impact shareholders’ equity through an adjustment to accumulated other comprehensive income and future pension expense. The pension plan covered under ASC 715 was frozen as of December 31, 1996.

The Company recognizes compensation expense for all share-based payments to employees in accordance with ASC 718, “Compensation – Stock Compensation.” We utilize the Black-Scholes model for determining fair value of our options. Determining the fair value of, and ultimately the expense we recognize related to, our stock options requires us to make assumptions regarding dividend yields, expected stock price volatility, estimated forfeitures and the expected life of the option. Changes in these assumptions and estimates can materially affect the calculated fair value of stock-based compensation and the related expense to be recognized. The fair value of restricted stock awards equals the closing price of our common stock as of the business day immediately preceding the date of the award. The Company has elected to account for forfeitures in compensation cost when they occur as permitted under the guidance in ASC 718. Changes in this assumption in the future could result in lower expenses related to the Company’s share-based payments. For a description of our assumptions utilized in calculating the fair value of our share-based payments, please refer to Note 14, “Employee Benefit and Deferred Compensation Plans,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Business Combinations, Accounting for Purchased Loans

The Company accounts for its acquisitions under ASC 805, “Business Combinations,” which requires the use of the acquisition method of accounting. All identifiable assets acquired, including loans, are recorded at fair value. No allowance for loan losses related to the purchased loans is recorded on the acquisition date because the fair value measurements incorporate assumptions regarding credit risk. The fair value measurements of purchased loans are based on estimates related to expected prepayments and the amount and timing of undiscounted expected principal, interest and other cash flows.

Over the life of the purchased loans, the Company continues to estimate cash flows expected to be collected on individual loans or on pools of loans sharing common risk characteristics. The Company determines, as of the end of each fiscal quarter, the present value of the purchased loans using the effective interest rates. If the cash flows expected to be collected have decreased, the Company recognizes a provision for loan loss in its consolidated statement of income; for any increases in cash flows expected to be collected, the Company adjusts the amount of accretable yield recognized on a prospective basis over the loan’s or pool’s remaining life.

Mortgage Servicing Rights

The Company recognizes as assets the right to service mortgage loans that it sells to secondary market investors, known as mortgage servicing rights. Mortgage servicing rights are carried at the lower of cost or fair value. Mortgage servicing rights are amortized in proportion to and over the period of estimated servicing income. External valuations of the fair value of mortgage servicing rights are obtained monthly and determined using various assumptions including expected cash flows, prepayment speeds, market discount rates, servicing costs, mortgage interest rates and other factors. These assumptions can, and generally will, change as market conditions and interest rates change resulting in fluctuations of the fair value. The Company does not currently hedge the mortgage servicing rights asset. For additional information regarding our mortgage servicing rights, please refer to Note 10, “Mortgage Servicing Rights,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Other Real Estate Owned

Other real estate owned (“OREO”) consists of properties obtained through foreclosure or acceptance of a deed in lieu of foreclosure in satisfaction of a loan obligation. Other real estate owned is initially recorded at fair market value based on appraised value less selling costs, estimated as of the date acquired, with any loss recognized as a charge-off through the allowance for loan losses. Reductions in the carrying value subsequent to acquisition are charged to earnings. The fair value of OREO is derived primarily

from independent appraisers. Our internal policies generally require OREO properties to be appraised every 12 months. Significant judgments and complex estimates are required in estimating the fair value of OREO, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility. As a result, the net proceeds realized from sales transactions could differ significantly from appraisals, comparable sales, and other estimates used to determine the fair value of OREO.

Income Taxes

Accrued taxes represent the estimated amount payable to or receivable from taxing jurisdictions, either currently or in the future, and are reported, on a net basis, as a component of “Other assets” in the Consolidated Balance Sheets. The calculation of our income tax expense is complex and requires the use of many estimates and judgments in its determination.

Management’s determination of the realization of the net deferred tax asset is based upon management’s judgment of various future events and uncertainties, including the statutory tax rate, the timing and amount of future income earned by certain subsidiaries and the implementation of various tax plans to maximize realization of the deferred tax asset. Management believes that the Company and its subsidiaries will generate sufficient operating earnings to realize the deferred tax assets.

For certain business plans enacted by the Company, management bases the estimates of related tax liabilities on its belief that future events will validate management’s current assumptions regarding the ultimate outcome of tax-related exposures. As part of this process, management consults with its outside advisers to assess the relative merits and risks of our proposed tax treatment of such business plans. Although we have received from these outside advisers opinions that our proposed tax treatment should prevail, the examination of our income tax returns, changes in tax law and regulatory guidance may impact the tax treatment of these transactions and resulting provisions for income taxes.

We believe that we employ appropriate methods for these calculations and that the results of such calculations closely approximate the actual cost. We review the calculated results for reasonableness and compare those calculations to prior period costs. We also consider the effect of current economic conditions on the calculations.

For additional information regarding our income tax accounting, please refer to Note 1, “Significant Accounting Policies,” and Note 16, “Income Taxes,” in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Financial Condition

The following discussion provides details regarding the changes in significant balance sheet accounts at December 31, 2018 compared to December 31, 2017 and December 31, 2016.

Mergers and Acquisitions

Acquisition of Brand Group Holdings, Inc.

On September 1, 2018, the Company completed its acquisition by merger of Brand Group Holdings, Inc. (“Brand”), the parent company of The Brand Banking Company. At closing, Brand merged with and into the Company, with the Company the surviving corporation in the merger; immediately thereafter, The Brand Banking Company merged with and into Renasant Bank, with Renasant Bank the surviving banking corporation in the merger. The assets acquired and liabilities assumed, as presented in the table below, have been recorded at estimated fair value and are subject to change pending finalization of all valuations.

<i>(in thousands)</i>	September 1, 2018
Cash and cash equivalents	\$ 193,436
Securities	71,246
Loans including loans held for sale	1,589,254
Premises and equipment	20,070
Intangible assets	349,416
Other assets	112,050
Total assets	\$ 2,335,472
Deposits	\$ 1,714,177
Borrowings	90,912
Other liabilities	55,930
Total liabilities	\$ 1,861,019

As part of the merger agreement, Brand agreed to divest the operations of its subsidiary Brand Mortgage Group, LLC (“BMG”), which transaction was completed as of October 31, 2018. As a result, the balance sheet and results of operations of BMG, which the Company considers to be immaterial to the overall results of the Company, are included in the Company’s results from September 1, 2018 to October 31, 2018. The following table summarizes the results of operations for BMG included in the Company’s Consolidated Statements of Income for the year ended December 31, 2018:

<i>(in thousands)</i>	
Interest income	\$ 357
Interest expense	279
Net interest income	78
Noninterest income	4,043
Noninterest expense	4,398
Net income before taxes	\$ (277)

The Company’s financial condition and results of operations include the impact of Brand’s operations since the September 1, 2018 acquisition date.

Acquisition of Metropolitan BancGroup, Inc.

Effective July 1, 2017, the Company completed its acquisition of Metropolitan BancGroup, Inc. (“Metropolitan”), the parent company of Metropolitan Bank. At closing, Metropolitan merged with and into the Company, with the Company the surviving corporation in the merger; immediately thereafter, Metropolitan Bank merged with and into Renasant Bank, with Renasant Bank the surviving banking corporation in the merger. The following table summarizes the fair value on July 1, 2017 of assets acquired and liabilities assumed at acquisition date in connection with the merger with Metropolitan.

Cash and cash equivalents	\$	47,556
Securities		108,697
Loans, including mortgage loans held for sale		967,804
Premises and equipment		8,576
Other real estate owned		1,203
Intangible assets		147,478
Other assets		69,567
Total assets	\$	1,350,881
Deposits	\$	942,084
Borrowings		174,522
Other liabilities		20,685
Total liabilities	\$	1,137,291

The Company's financial condition and results of operations include the impact of Metropolitan's operations since the July 1, 2017 acquisition date.

See Note 2, "Mergers and Acquisitions," in the Notes to Consolidated Financial Statements included in Item 1, "Financial Statements," for details regarding the Company's recent mergers and acquisitions.

Assets

Total assets were \$12,934,878 at December 31, 2018 compared to \$9,829,981 at December 31, 2017 and \$8,699,851 at December 31, 2016. The acquisition of Brand increased total assets \$2,335,472 at September 1, 2018, and the acquisition of Metropolitan increased total assets \$1,350,881 at July 1, 2017. The increase in total assets from 2016 to 2017 due to the Metropolitan acquisition and organic loan growth was offset by the strategic initiatives to manage total assets to below \$10,000,000 at December 31, 2017. The Company sold certain investment securities and shortened the holding period of mortgage loans held for sale and used these proceeds to reduce certain wholesale funding sources. More details regarding these initiatives are provided below.

Investments

The securities portfolio is used to provide a source for meeting liquidity needs and to supply securities to be used in collateralizing certain deposits and other types of borrowings. The following table shows the carrying value of our securities portfolio by investment type and the percentage of such investment type relative to the entire securities portfolio, at December 31:

	2018		2017		2016	
	Balance	% of Portfolio	Balance	% of Portfolio	Balance	% of Portfolio
Obligations of other U.S. Government agencies and corporations	\$ 2,511	0.20%	\$ 3,564	0.53%	\$ 16,259	1.58%
Obligations of states and political subdivisions	203,269	16.25	234,481	34.92	342,181	33.20
Mortgage-backed securities	990,437	79.19	406,765	60.58	631,556	61.29
Trust preferred securities	10,633	0.85	9,388	1.40	18,389	1.78
Other debt securities	43,927	3.51	17,290	2.57	22,145	2.15
	<u>\$ 1,250,777</u>	<u>100.00%</u>	<u>\$ 671,488</u>	<u>100.00%</u>	<u>\$ 1,030,530</u>	<u>100.00%</u>

The Brand acquisition in 2018 and the Metropolitan acquisition in 2017 contributed approximately \$71,246 and \$108,697 at each respective acquisition date to the securities portfolio.

The overall decrease in the balance of our securities portfolio from 2016 to 2017 was a result of the Company's successful implementation of several strategic initiatives, collectively referred to as our "deleveraging strategy," to manage its consolidated assets below \$10,000,000 at December 31, 2017 in order to delay the impact of the Durbin Amendment to the Dodd-Frank Act. Among other things, the Durbin Amendment imposes limitations on the amount of debit card interchange fees banking institutions with more than \$10,000,000 in assets as of the end of a fiscal year can charge its customers. The deleveraging strategy involved the sale of certain investment securities and the shortening of the holding period of mortgage loans held for sale; the proceeds from these sales were used to reduce certain wholesale funding sources. Securities sold during the fourth quarter of 2017 pursuant

to our deleveraging strategy had an aggregate carrying value of \$446,880 on the dates of sale. The Company collected net proceeds of \$446,971 which resulted in a net gain of \$91 on the sales.

During 2018, we purchased \$686,887 in investment securities; the majority of these purchases were made as part of the releveraging of the Company's balance sheet, which was completed in the second quarter of 2018, with the remainder of our purchases being ordinary course purchases of investment securities. Mortgage-backed securities and collateralized mortgage obligations ("CMOs"), in the aggregate, comprised 97.31% of the purchases. CMOs are included in the "Mortgage-backed securities" line item in the above table. The mortgage-backed securities and CMOs held in our investment portfolio are issued by government sponsored entities. Other debt securities in our investment portfolio consist of corporate debt securities and issuances from the Small Business Administration ("SBA"). The carrying value of securities sold during 2018 totaled \$2,403 resulting in a net loss of \$16, while proceeds from maturities and calls of securities during 2018 totaled \$160,703, which were primarily reinvested in the securities portfolio.

During 2017, we purchased \$210,190 in investment securities. Mortgage-backed securities and CMOs, in the aggregate, comprised 99.05% of the purchases. The carrying value of securities sold during 2017, including the aforementioned sales of securities as part of our deleveraging strategy, totaled \$495,192 resulting in a net gain of \$148. Proceeds from maturities and calls of securities during 2017 totaled \$185,327, which were primarily used to reduce wholesale funding or reinvested in the securities portfolio.

In the third quarter of 2017, the Company also decided to transfer all held to maturity securities, which primarily consisted of municipal securities, into the available for sale portfolio in light of the ongoing fiscal uncertainty in many state and local governments. Although the Company's analysis of its securities portfolio in third quarter of 2017 showed that its municipal securities had not experienced significant deterioration as of the date of such analysis, the Company transferred all held to maturity securities to available for sale in order to give management the flexibility to quickly liquidate any municipal securities should further analysis review more significant deterioration than had been experienced to date. At the date of transfer, the securities transferred had a carrying value of \$365,941, which included an unrealized gain of \$13,219.

At December 31, 2018, unrealized losses of \$18,269 were recorded on available for sale investment securities with a carrying value of \$822,506. At December 31, 2017 and 2016, unrealized losses of \$10,488 and \$16,065, respectively, were recorded on available for sale securities with a carrying value of \$373,947 and \$494,619, respectively. The Company does not intend to sell any of the securities in an unrealized loss position, and it is not more likely than not that the Company will be required to sell any such security prior to the recovery of its amortized cost basis, which may be maturity. Furthermore, even though a number of these securities have been in a continuous unrealized loss position for a period greater than twelve months, the Company is collecting principal and interest payments from the respective securities as scheduled. Accordingly, the Company did not record any other-than-temporary impairment for the years ended December 31, 2018, 2017 or 2016.

The Company holds investments in pooled trust preferred securities. This portfolio had a cost basis of \$12,359, \$12,442 and \$23,749 and a fair value of \$10,633, \$9,388 and \$18,389 at December 31, 2018, 2017 and 2016, respectively. The investment in pooled trust preferred securities consists of two securities representing interests in various tranches of trusts collateralized by debt issued by over 160 financial institutions. During 2017, the Company sold one of its pooled trust preferred securities with a carrying value of \$9,346 at the time of sale for net proceeds of \$9,403 resulting in a gain of \$57. For more information about the Company's trust preferred securities, see Note 3, "Securities," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, in this report.

Loans

Loans, excluding loans held for sale, are the Company's most significant earning asset, comprising 70.22%, 77.52% and 71.30% of total assets at December 31, 2018, 2017 and 2016, respectively. The table below sets forth the balance of loans outstanding by loan type at December 31:

	2018	2017	2016	2015	2014
Commercial, financial, agricultural	\$ 1,295,912	\$ 1,039,393	\$ 717,490	\$ 636,837	\$ 483,283
Lease financing	61,865	54,013	46,841	34,815	10,114
Real estate – construction	740,668	633,389	552,679	357,665	212,061
Real estate – 1-4 family mortgage	2,795,343	2,343,721	1,878,177	1,735,323	1,236,360
Real estate – commercial mortgage	4,051,509	3,427,530	2,898,895	2,533,729	1,956,914
Installment loans to individuals	137,832	122,276	108,627	115,093	89,142
Total loans, net of unearned income	\$ 9,083,129	\$ 7,620,322	\$ 6,202,709	\$ 5,413,462	\$ 3,987,874

The Brand acquisition on September 1, 2018 and the Metropolitan acquisition on July 1, 2017 increased the loan portfolio by \$1,331,087 and \$965,033, respectively, on the acquisition dates.

The following table presents the percentage of loans, by category, to total loans at December 31 for the last five years:

	2018	2017	2016	2015	2014
Commercial, financial, agricultural	14.27%	13.64%	11.57%	11.76%	12.12%
Lease financing	0.68	0.71	0.75	0.64	0.25
Real estate – construction	8.15	8.31	8.91	6.61	5.32
Real estate – 1-4 family mortgage	30.78	30.76	30.28	32.06	31.00
Real estate – commercial mortgage	44.60	44.98	46.74	46.80	49.07
Installment loans to individuals	1.52	1.60	1.75	2.13	2.24
Total	100.00%	100.00%	100.00%	100.00%	100.00%

Loan concentrations are considered to exist when there are amounts loaned to a number of borrowers engaged in similar activities that would cause them to be similarly impacted by economic or other conditions. At December 31, 2018, there were no concentrations of loans exceeding 10% of total loans other than loans disclosed in the table above.

Non purchased loans at December 31, 2018 were \$6,389,712, compared to \$5,588,556 at December 31, 2017 and \$4,713,572 at December 31, 2016. Since 2016, the Company has experienced organic loan growth across all categories of loans with loans from our specialty commercial business lines, which consist of our asset-based lending, Small Business Administration lending, healthcare, factoring, and equipment lease financing banking groups, contributing \$102,251 of the total increase in non purchased loans from December 31, 2017. Our specialty commercial business lines contributed \$55,259 of the total increase in non purchased loans from December 31, 2016 to December 31, 2017.

Looking at the change in loans geographically, non purchased loans in our Mississippi, Tennessee and Georgia markets increased by \$115,797, \$36,400 and \$403,942, respectively, while non purchased loans in our Alabama and Florida markets (collectively referred to as our “Central Region”) increased by \$245,017 when compared to December 31, 2017.

Loans purchased in previous acquisitions, collectively referred to as “purchased loans,” totaled \$2,693,417, \$2,031,766 and \$1,489,137 at December 31, 2018, 2017 and 2016, respectively. The following tables provide a breakdown of non purchased loans and purchased loans from previous acquisitions as of the dates presented:

	December 31, 2018		
	Non Purchased	Purchased	Total Loans
Commercial, financial, agricultural	\$ 875,649	\$ 420,263	\$ 1,295,912
Lease financing	61,865	—	61,865
Real estate – construction:			
Residential	214,452	55,096	269,548
Commercial	421,067	50,053	471,120
Condominiums	—	—	—
Total real estate – construction	635,519	105,149	740,668
Real estate – 1-4 family mortgage:			
Primary	1,221,908	458,035	1,679,943
Home equity	452,248	157,245	609,493
Rental/investment	304,309	57,878	362,187
Land development	109,425	34,295	143,720
Total real estate – 1-4 family mortgage	2,087,890	707,453	2,795,343
Real estate – commercial mortgage:			
Owner-occupied	1,052,521	547,741	1,600,262
Non-owner occupied	1,446,353	826,506	2,272,859
Land development	129,491	48,897	178,388
Total real estate – commercial mortgage	2,628,365	1,423,144	4,051,509
Installment loans to individuals	100,424	37,408	137,832
Total loans, net of unearned income	\$ 6,389,712	\$ 2,693,417	\$ 9,083,129

	December 31, 2017		
	Non Purchased	Purchased	Total Loans
Commercial, financial, agricultural	\$ 763,823	\$ 275,570	\$ 1,039,393
Lease financing	54,013	—	54,013
Real estate – construction:			
Residential	178,400	25,041	203,441
Commercial	361,345	55,734	417,079
Condominiums	7,913	4,956	12,869
Total real estate – construction	547,658	85,731	633,389
Real estate – 1-4 family mortgage:			
Primary	924,468	403,637	1,328,105
Home equity	445,149	116,990	562,139
Rental/investment	281,662	72,590	354,252
Land development	78,255	20,970	99,225
Total real estate – 1-4 family mortgage	1,729,534	614,187	2,343,721
Real estate – commercial mortgage:			
Owner-occupied	938,444	436,011	1,374,455
Non-owner occupied	1,319,453	554,239	1,873,692
Land development	132,179	47,204	179,383
Total real estate – commercial mortgage	2,390,076	1,037,454	3,427,530
Installment loans to individuals	103,452	18,824	122,276
Total loans, net of unearned income	\$ 5,588,556	\$ 2,031,766	\$ 7,620,322

	December 31, 2016		
	Non Purchased Loans	Purchased Loans	Total Loans
Commercial, financial, agricultural	\$ 589,290	\$ 128,200	\$ 717,490
Lease financing	46,841	—	46,841
Real estate – construction:			
Residential	197,029	19,282	216,311
Commercial	285,638	49,471	335,109
Condominiums	1,259	—	1,259
Total real estate – construction	483,926	68,753	552,679
Real estate – 1-4 family mortgage:			
Primary	747,678	281,721	1,029,399
Home equity	400,448	86,151	486,599
Rental/investment	219,237	62,917	282,154
Land development	58,367	21,658	80,025
Total real estate – 1-4 family mortgage	1,425,730	452,447	1,878,177
Real estate – commercial mortgage:			
Owner-occupied	833,509	378,756	1,212,265
Non-owner occupied	1,106,727	397,404	1,504,131
Land development	134,901	47,598	182,499
Total real estate – commercial mortgage	2,075,137	823,758	2,898,895
Installment loans to individuals	92,648	15,979	108,627
Total loans, net of unearned income	<u>\$ 4,713,572</u>	<u>\$ 1,489,137</u>	<u>\$ 6,202,709</u>

Loans secured by real estate represented 83.53%, 84.05%, 85.93%, 85.47% and 85.39% of the Company's total loan portfolio at December 31, 2018, 2017, 2016, 2015 and 2014, respectively. The following table provides further details of the types of loans in the Company's loan portfolio secured by real estate at December 31:

	2018	2017	2016	2015	2014
Real estate – construction:					
Residential	\$ 269,548	\$ 203,441	\$ 216,311	\$ 168,615	\$ 93,273
Commercial	471,120	417,079	335,109	186,569	116,263
Condominiums	—	12,869	1,259	2,481	2,525
Total real estate – construction	740,668	633,389	552,679	357,665	212,061
Real estate – 1-4 family mortgage:					
Primary	1,679,943	1,328,105	1,029,399	1,031,909	701,735
Home equity	609,493	562,139	486,599	382,255	296,036
Rental/investment	362,187	354,252	282,154	251,966	190,879
Land development	143,720	99,225	80,025	69,193	47,710
Total real estate – 1-4 family mortgage	2,795,343	2,343,721	1,878,177	1,735,323	1,236,360
Real estate – commercial mortgage:					
Owner-occupied	1,600,262	1,374,455	1,212,265	1,082,554	865,361
Non-owner occupied	2,272,859	1,873,692	1,504,131	1,272,259	944,428
Land development	178,388	179,383	182,499	178,916	147,125
Total real estate – commercial mortgage	4,051,509	3,427,530	2,898,895	2,533,729	1,956,914
Total loans secured by real estate	<u>\$ 7,587,520</u>	<u>\$ 6,404,640</u>	<u>\$ 5,329,751</u>	<u>\$ 4,626,717</u>	<u>\$ 3,405,335</u>

Loans Held for Sale

Loans held for sale were \$411,427 at December 31, 2018 compared to \$108,316 at December 31, 2017 and \$177,866 at December 31, 2016. Included in the balance at December 31, 2018 is a portfolio of non-mortgage consumer loans of approximately \$191,578 acquired from Brand. The Company is currently evaluating its long-term plans with respect to this portfolio.

The remaining increase in loans held for sale is attributable to mortgage loans held for sale. The acquisition of Brand added \$47,845 to mortgage loans held for sale at the acquisition date. The Company's aforementioned strategy to manage consolidated assets below \$10,000,000 at December 31, 2017 included shortening the holding period of mortgage loans held for sale, which was the primary driver for the decrease in the balance from 2016 to 2017. At the beginning of 2018, the holding period of mortgage loans held for sale reverted to standard practice, which was the primary reason for the remaining increase in the balance from December 31, 2017.

Mortgage loans to be sold are sold either on a "best efforts" basis or under a "mandatory delivery" sales agreement. Under a "best efforts" sales agreement, residential real estate originations are locked in at a contractual rate with third party private investors or directly with government sponsored entities, and the Company is obligated to sell the mortgages to such investors only if the mortgages are closed and funded. The risk we assume is conditioned upon loan underwriting and market conditions in the national mortgage market. Under a "mandatory delivery" sales agreement, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price and delivery date. Penalties are paid to the investor if we fail to satisfy the contract. Gains and losses are realized at the time consideration is received and all other criteria for sales treatment have been met. These loans are typically sold within 30-40 days after the loan is funded. Although loan fees and some interest income are derived from mortgage loans held for sale, the main source of income is gains from the sale of these loans in the secondary market.

Deposits

Noninterest-Bearing Deposits to Total Deposits		
2018	2017	2016
22.89%	23.23%	22.12%

The Company relies on deposits as its major source of funds. Total deposits were \$10,128,557, \$7,921,075 and \$7,059,137 at December 31, 2018, 2017 and 2016, respectively. Noninterest-bearing deposits were \$2,318,706, \$1,840,424 and \$1,561,357 at December 31, 2018, 2017 and 2016, respectively, while interest-bearing deposits were \$7,809,851, \$6,080,651 and \$5,497,780 at December 31, 2018, 2017 and 2016, respectively. The increase in deposits in 2018 was primarily attributable to organic growth across our footprint, as discussed below, and the acquisition of Brand, which increased total deposits by \$1,714,177 at the acquisition date, which consisted of \$429,195 and \$1,284,982 of noninterest-bearing and interest-bearing deposits, respectively. The increase in deposits in 2017 was partly due to the acquisition of Metropolitan, which increased total deposits by \$942,084 at the acquisition date. This consisted of noninterest-bearing deposits of \$267,479 and interest-bearing deposits of \$674,605. Management continues to focus on growing and maintaining a stable source of funding, specifically core deposits. Under certain circumstances, however, management may elect to acquire non-core deposits in the form of public fund deposits or time deposits. The source of funds that we select depends on the terms and how those terms assist us in mitigating interest rate risk, maintaining our liquidity position and managing our net interest margin. Accordingly, funds are only acquired when needed and at a rate that is prudent under the circumstances.

Public fund deposits are those of counties, municipalities or other political subdivisions and may be readily obtained based on the Company's pricing bid in comparison with competitors. Since public fund deposits are obtained through a bid process, these deposit balances may fluctuate as competitive and market forces change. The Company has focused on growing stable sources of deposits to reduce reliance on public fund deposits. However, the Company continues to participate in the bidding process for public fund deposits when it is reasonable under the circumstances. Our public fund transaction accounts are principally obtained from municipalities including school boards and utilities. Public fund deposits at December 31, 2018 were \$1,271,139 compared to \$1,000,324 at December 31, 2017 and \$894,321 at December 31, 2016.

Looking at the change in deposits geographically, and excluding deposits assumed in connection with the Brand acquisition, deposits increased \$206,866, \$82,669 and \$101,235 in our Mississippi, Central Region and Georgia markets, respectively, while deposits decreased \$6 in our Tennessee markets when compared to December 31, 2017.

Borrowed Funds

Total borrowings include securities sold under agreements to repurchase, advances from the FHLB, subordinated notes and junior subordinated debentures. Borrowings are classified on the Consolidated Balance Sheets as either short-term borrowings or long-term debt. Short-term borrowings have original maturities less than one year and typically include securities sold under agreements to repurchase, federal funds purchased and short-term FHLB advances. There was \$387,706 of short-term borrowings on the balance sheet at December 31, 2018, consisting of security repurchase agreements of \$7,706 and short-term borrowings from the FHLB of \$380,000 compared to security repurchase agreements of \$6,814 and short-term borrowings from the FHLB of \$83,000 at December 31, 2017 and security repurchase agreement of \$9,676 and short-term borrowings from the FHLB of \$100,000 at

December 31, 2016. In connection with the Company's aforementioned deleveraging strategy implemented during the fourth quarter of 2017, the Company used the proceeds from the sale of investment securities and the shortening of the holding period of mortgage loans held for sale to pay down short-term borrowings from the FHLB.

At December 31, 2018, long-term debt totaled \$263,618 compared to \$207,546 at December 31, 2017 and \$202,459 at December 31, 2016. Funds are borrowed from the FHLB primarily to match-fund against certain loans, negating interest rate exposure when rates rise. Such match-funded loans are typically large, fixed rate commercial or real estate loans with long-term maturities. Long-term FHLB advances were \$6,690, \$7,493 and \$8,542 at December 31, 2018, December 31, 2017 and December 31, 2016, respectively. At December 31, 2018, there were \$1,759 in long-term FHLB advances outstanding scheduled to mature within twelve months or less. The Company had \$3,301,543 of availability on unused lines of credit with the FHLB at December 31, 2018 compared to \$2,670,141 at December 31, 2017 and \$2,633,543 at December 31, 2016. The average cost of our long-term FHLB advances was 3.29%, 3.40% and 4.02% for 2018, 2017, and 2016, respectively.

The Company owns the outstanding common securities of business trusts that issued corporation-obligated mandatorily redeemable preferred capital securities to third-party investors. The trusts used the proceeds from the issuance of their preferred capital securities and common securities (collectively referred to as "capital securities") to buy floating rate junior subordinated debentures issued by the Company (or by companies that the Company subsequently acquired). The debentures are the trusts' only assets and interest payments from the debentures finance the distributions paid on the capital securities. The Company's junior subordinated debentures totaled \$109,636 at December 31, 2018 compared to \$85,881 at December 31, 2017 and \$95,643 at December 31, 2016. The Company assumed \$23,198 of junior subordinated debentures as a result of the acquisition of Brand. During the first quarter of 2017, the Company prepaid \$10,310 of junior subordinated debentures and incurred a prepayment penalty of \$205.

During 2016, the Company completed an underwritten public offering and sale of \$60,000 of its 5.00% fixed-to-floating rate subordinated notes due September 1, 2026, and \$40,000 of its 5.50% fixed-to-floating rate subordinated notes due September 1, 2031. As part of the Brand acquisition, the Company assumed \$30,000 of 8.50% fixed rate subordinated notes due June 27, 2024, and as part of the Metropolitan acquisition, the Company assumed \$15,000 of 6.50% fixed-to-floating rate subordinated notes due July 1, 2026 (collectively, the "Notes"). The Notes, net of unamortized debt issuance costs, totaled \$147,239 at December 31, 2018 compared to \$114,074 at December 31, 2017 and \$98,127 at December 31, 2016. The Company has used, and intends to continue to use, the net proceeds from the Notes offerings for general corporate purposes, which may include providing capital to support the Company's growth organically or through strategic acquisitions, repaying indebtedness and financing investments and capital expenditures, and for investments in the Bank as regulatory capital. The Notes qualify as Tier 2 capital under the current regulatory guidelines.

For more information about the terms and conditions of the Company's junior subordinated debentures and Notes, see Note 13, "Long-Term Debt," in the Notes to the Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data in this report.

Results of Operations

Net Income

Net income for the year ended December 31, 2018 was \$146,920 compared to net income of \$92,188 for the year ended December 31, 2017 and \$90,930 for the year ended December 31, 2016. Basic earnings per share for the year ended December 31, 2018 was \$2.80 as compared to \$1.97 and \$2.18 for the years ended December 31, 2017 and 2016, respectively. Diluted earnings per share for the year ended December 31, 2018 was \$2.79 as compared to \$1.96 and \$2.17 for each of the years ended December 31, 2017 and 2016, respectively.

The Company incurred expenses and charges in connection with certain transactions with respect to which management is unable to accurately predict when these expenses or charges will be incurred or, when incurred, the amount of such charges. The following table presents the impact of these charges on reported earnings per share for the periods presented:

	Twelve Months Ended December 31,								
	2018			2017			2016		
	Pre-tax	After-tax	Impact to Diluted EPS	Pre-tax	After-tax	Impact to Diluted EPS	Pre-tax	After-tax	Impact to Diluted EPS
Merger and Conversion expenses	\$ 14,246	\$ 11,095	\$ 0.21	\$ 10,378	\$ 6,925	\$ 0.15	\$ 4,023	\$ 2,694	\$ 0.06
Revaluation of net deferred tax assets	—	—	—	—	14,486	0.31	—	—	—
Debt prepayment penalty	—	—	—	205	137	—	2,539	1,700	0.04
Loss share termination	—	—	—	—	—	—	2,053	1,495	0.04

Net Interest Income

Net interest income, the difference between interest earned on assets and the cost of interest-bearing liabilities, is the largest component of our net income, comprising 73.65% of total net revenue in 2018. Total net revenue consists of net interest income on a fully taxable equivalent basis and noninterest income. The primary concerns in managing net interest income are the volume, mix and repricing of assets and liabilities.

Net interest income increased 17.70% to \$396,525 for 2018 compared to \$336,897 in 2017 and \$300,991 in 2016. On a tax equivalent basis, net interest income increased \$56,683 to \$402,426 in 2018 as compared to \$345,743 and \$308,002 in 2017 and 2016, respectively. Net interest margin was 4.16% for each of 2018 and 2017 as compared to 4.22% for 2016.

Net interest income and net interest margin are influenced by internal and external factors. Internal factors include balance sheet changes on both volume and mix and pricing decisions. External factors include changes in market interest rates, competition and the shape of the interest rate yield curve.

Interest income, on a tax equivalent basis, was \$467,755 for 2018 compared to \$383,596 for 2017, an increase of \$84,159. Interest income, on a tax equivalent basis, was \$336,149 for 2016. The following table presents the percentage of total average earning assets, by type and yield, for 2018, 2017 and 2016:

	Percentage of Total			Yield		
	2018	2017	2016	2018	2017	2016
Loans	84.67%	82.59%	80.81%	5.12%	4.97%	5.01%
Loans held for sale	2.80	2.10	3.25	4.77	4.28	3.58
Securities	10.99	12.96	14.71	3.10	3.09	2.97
Other	1.54	2.35	1.23	2.07	1.19	0.51
Total earning assets	100.00%	100.00%	100.00%	4.84%	4.62%	4.61%

In 2018, loan income, on a tax equivalent basis, increased \$78,275 to \$418,842 from \$340,567 in 2017. Loan income, on a tax equivalent basis, was \$295,333 in 2016. The following table presents reported taxable equivalent yield on loans for the periods presented:

	Twelve months ended December 31,		
	2018	2017	2016
Taxable equivalent interest income on loans, as reported	\$ 418,842	\$ 340,567	\$ 295,333
Average loans	\$ 8,181,587	\$ 6,855,802	\$ 5,895,972
Taxable equivalent loan yield, as reported	5.12%	4.97%	5.01%

The increase in loan income since 2016 is driven by an increase in the average balance of loans as a result of the Brand and Metropolitan acquisitions and organic loan growth in the Company's non purchased loan portfolio as well as an increase in the yield on loans due to replacing maturing loans with loans earning similar or higher rates of interest. The Company's yield on loans that earn a variable rate of interest has also benefited from the Federal Reserve Board's increase to the target federal funds rate on eight separate occasions since December 2016.

The impact from interest income collected on problem loans and purchase accounting adjustments on purchased loans to total interest income on loans, loan yield and net interest margin is shown in the table below for the periods presented:

	Twelve months ended December 31,		
	2018	2017	2016
Net interest income collected on problem loans	\$ 2,861	\$ 8,807	\$ 4,581
Accretable yield recognized on purchased loans ⁽¹⁾	24,333	23,151	29,436
Total impact to interest income on loans	\$ 27,194	\$ 31,958	\$ 34,017
Impact to loan yield	0.33%	0.47%	0.58%
Impact to net interest margin	0.28%	0.38%	0.46%

(1) Includes additional interest income recognized in connection with the acceleration of paydowns and payoffs from purchased loans of \$12,339, \$10,932 and \$14,555 for the twelve months ended December 31, 2018, 2017 and 2016, respectively, which increased loan yield by 15 basis points, 16 basis points and 25 basis points for the same periods, respectively.

In 2018, investment income, on a tax equivalent basis, decreased \$301 to \$32,945 from \$33,246 in 2017. Investment income, on a tax equivalent basis, was \$31,860 in 2016. The following table presents the taxable equivalent yield on securities for the periods presented:

	Twelve months ended December 31,		
	2018	2017	2016
Taxable equivalent interest income on securities	\$ 32,945	\$ 33,246	\$ 31,860
Average securities	\$ 1,061,882	\$ 1,075,987	\$ 1,073,611
Taxable equivalent yield on securities	3.10%	3.09%	2.97%

The average balance in the investment portfolio was down for the year ended December 31, 2018 as compared to the same period in 2017 resulting in the decline in interest income. The decrease in the average balance of the investment portfolio was due to the pace at which we repurchased investment securities following the deleveraging strategy implemented by the Company in the fourth quarter of 2017. However, our ability to repurchase investments with higher yields as we releveraged the balance sheet coupled with rising interest rates and changes in the investment portfolio allocation resulted in an increase to the taxable equivalent yield on securities in 2018 when compared to 2017 and 2016.

Interest expense was \$65,329 in 2018 compared to \$37,853 and \$28,147 in 2017 and 2016, respectively. The following table presents, by type, the Company's funding sources, which consist of total average deposits and borrowed funds, and the total cost of each funding source for each of the years presented:

	Percentage of Total			Cost of Funds		
	2018	2017	2016	2018	2017	2016
Noninterest-bearing demand	21.88%	21.46%	20.40%	—%	—%	—%
Interest-bearing demand	45.62	44.91	42.96	0.56	0.26	0.19
Savings	6.41	7.06	7.30	0.15	0.07	0.07
Time deposits	21.92	21.35	22.06	1.24	0.85	0.73
Short-term borrowings	1.67	2.71	4.96	2.10	1.22	0.45
Long-term Federal Home Loan Bank advances	0.08	0.10	0.50	3.29	3.40	4.02
Subordinated notes	1.35	1.32	0.49	5.54	5.59	5.45
Other long-term borrowed funds	1.07	1.09	1.33	5.11	5.01	5.56
Total deposits and borrowed funds	100.00%	100.00%	100.00%	0.70%	0.47%	0.39%

Interest expense on deposits was \$49,760, \$24,620 and \$17,856 for 2018, 2017 and 2016, respectively. The cost of total deposits was 0.56%, 0.32%, and 0.27% for the years ending December 31, 2018, 2017, and 2016, respectively. The cost of interest-bearing deposits was 0.72%, 0.42% and 0.34% for the same periods. The increase in both deposit expense and cost is attributable to both the increase in the average balance of all interest-bearing deposits resulting from the Metropolitan and Brand acquisitions and organic deposit growth as well as an increase in the interest rates on interest-bearing deposits. Although the Company continues to seek changes in the mix of its deposits from higher costing time deposits to lower costing interest-bearing deposits and noninterest-

bearing deposits, rates offered on the Company's interest-bearing deposit accounts, including time deposits, have increased to match competitive market interest rates in order to maintain stable sources of funding.

Interest expense on total borrowings was \$15,569, \$13,233 and \$10,291 for the years ending December 31, 2018, 2017 and 2016, respectively, while the cost of total borrowings was 4.01%, 3.16% and 1.96% for the years ended December 31, 2018, 2017 and 2016, respectively. The Company issued higher costing subordinated notes in 2016, assumed subordinated notes in its acquisitions of Metropolitan and Brand and assumed junior subordinated debentures in its acquisition of Brand, increasing the average balance of borrowings from 2016. Additional interest expense from these issued and assumed notes, coupled with higher interest rates charged on our short-term FHLB advances, resulted in the increase to interest expense and cost of total borrowings from 2016.

A more detailed discussion of the cost of our funding sources is set forth below under the heading "Liquidity and Capital Resources" in this item. Additionally, for more information about our outstanding subordinated notes and junior subordinated debentures, see Note 13, "Long-Term Debt," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Noninterest Income

Noninterest Income to Average Assets (Excludes securities gains/losses)		
2018	2017	2016
1.30%	1.39%	1.62%

Total noninterest income includes fees generated from deposit services and other fees and commissions, income from our insurance, wealth management and mortgage banking operations, realized gains on the sale of securities and all other noninterest income. Our focus is to develop and enhance our products that generate noninterest income in order to diversify our revenue sources. Noninterest income as a percentage of total net revenues was 26.35%, 27.65% and 30.85% for 2018, 2017 and 2016.

Noninterest income was \$143,961 for the year ended December 31, 2018, an increase of \$11,821, or 8.95%, as compared to \$132,140 for 2017. Noninterest income was \$137,415 for the year ended December 31, 2016. The increase in noninterest income was primarily driven by the additional income associated with the acquisition of Metropolitan's operations and, to a lesser extent, Brand's operations.

Service charges on deposit accounts include maintenance fees on accounts, per item charges, account enhancement charges for additional packaged benefits and overdraft fees. Service charges on deposit accounts were \$34,660, \$33,224 and \$31,875 for the twelve months ended December 31, 2018, 2017 and 2016, respectively. Overdraft fees, the largest component of service charges on deposits, were \$24,105 for the twelve months ended December 31, 2018 compared to \$23,463 and \$22,869 for the same period in 2017 and 2016, respectively.

Fees and commissions increased to \$23,868 in 2018 as compared to \$21,934 and \$18,814 for the same period in 2017 and 2016, respectively. Fees and commissions include fees related to deposit services, such as ATM fees and interchange fees on debit card transactions. Interchange fees on debit card transactions, the largest component of fees and commissions, were \$20,390 for the twelve months ended December 31, 2018 compared to \$18,149 and \$16,182 for the same period in 2017 and 2016, respectively. Because our total assets exceeded \$10,000,000 at December 31, 2018, beginning on July 1, 2019, we will become subject to the limitations on interchange fees imposed pursuant to §1075 of the Dodd-Frank Act (this provision, which is commonly referred to as the "Durbin Amendment," is discussed in more detail under the heading "Supervision and Regulation" in Item 1, Business.) Management continues to examine this issue and develop strategies to offset the impact of the Durbin Amendment.

Through Renasant Insurance, we offer a range of commercial and personal insurance products through major insurance carriers. Income earned on insurance products was \$8,590, \$8,361 and \$8,508 for the years ended December 31, 2018, 2017 and 2016, respectively. Contingency income is a bonus received from the insurance underwriters and is based both on commission income and claims experience on our clients' policies during the previous year. Increases and decreases in contingency income are reflective of corresponding increases and decreases in the amount of claims paid by insurance carriers. Contingency income, which is included in "Other noninterest income" in the Consolidated Statements of Income, was \$832, \$816 and \$1,177 for 2018, 2017 and 2016, respectively.

Our Wealth Management segment has two primary divisions: Trust and Financial Services. The Trust division operates on a custodial basis which includes administration of benefit plans, as well as accounting and money management for trust accounts. The division manages a number of trust accounts inclusive of personal and corporate benefit accounts, self-directed IRAs, and custodial accounts. Fees for managing these accounts are based on changes in market values of the assets under management in the account, with the amount of the fee depending on the type of account. The Financial Services division provides specialized

products and services to our customers, which include fixed and variable annuities, mutual funds, and stocks offered through a third party provider. Wealth Management revenue was \$13,540 for 2018 compared to \$11,884 for 2017 and \$11,652 for 2016. The market value of assets under management or administration was \$3,307,879, \$3,233,426 and \$3,170,174 at December 31, 2018, 2017 and 2016, respectively.

Mortgage banking income is derived from the origination and sale of mortgage loans and the servicing of mortgage loans that the Company has sold but retained the right to service. Although loan fees and some interest income are derived from mortgage loans held for sale, the main source of income is gains from the sale of these loans in the secondary market. Originations of mortgage loans to be sold totaled \$1,763,246 in 2018, \$1,683,454 in 2017 and \$1,951,144 in 2016. The overall decrease in mortgage loan originations from 2016 is due to a reduction in the refinancing of mortgage loans as mortgage interest rates have increased; however, the Company's recruiting efforts to add producers throughout our footprint has resulted in additional volume to offset the impact from rising rates.

The following table presents the components of mortgage banking income included in noninterest income at December 31:

	2018	2017	2016
Mortgage servicing income, net	\$ 3,846	\$ 1,796	\$ 268
Gain on sales of loans, net	40,318	19,675	31,654
Fees, net	5,978	21,944	17,521
Mortgage banking income, net	<u>\$ 50,142</u>	<u>\$ 43,415</u>	<u>\$ 49,443</u>

BMG contributed \$3,683 to mortgage banking income during 2018 prior to its divestiture.

Noninterest income for the twelve months ended December 31, 2018 includes the Company's net losses on sale of securities of \$16, as the Company sold securities with a carrying value \$2,403 at the time of sale for net proceeds of \$2,387. Gains on sales of securities for the twelve months ended 2017 were \$148, resulting from the sale of approximately \$495,192 in securities. Securities sold during the fourth quarter of 2017 specifically as part of our deleveraging strategy had an aggregate carrying value of \$446,880 on the dates of sale. The Company collected net proceeds of \$446,971 which resulted in a net gain of \$91 on these sales. Gains on sales of securities for 2016 were \$1,186, resulting from the sale of approximately \$2,842 in securities. For more information on securities sold during the three year period ended December 31, 2018, see Note 3, "Securities," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data, in this report.

Bank-owned life insurance ("BOLI") income is derived from changes in the cash surrender value of the bank-owned life insurance policies and can fluctuate upon the collection of death benefit proceeds. BOLI income increased to \$4,644 in 2018 as compared to \$4,353 for the same period in 2017; BOLI income was \$4,635 for 2016. In connection with the acquisitions of Brand and Metropolitan, the Company acquired BOLI with a cash surrender value of \$40,081 and \$19,283, respectively.

Other noninterest income includes contingency income from our insurance underwriters, income from our SBA banking division, and other miscellaneous income and can fluctuate based on the claims experience in our Insurance agency, production in our SBA banking division, and recognition of other unseasonal income items. Other noninterest income was \$8,533 for 2018 compared to \$8,821 and \$11,302 for 2017 and 2016, respectively.

Noninterest Expense

Noninterest Expense to Average Assets		
2018	2017	2016
3.11%	3.17%	3.51%

Noninterest expense was \$345,029, \$301,618 and \$295,099 for 2018, 2017 and 2016, respectively. As mentioned previously, the Company incurred expenses in connection with certain transactions with respect to which management is unable to accurately predict when these expenses will be incurred or, when incurred, the amount of such expenses. The following table presents these expenses for the periods presented:

	Twelve Months Ended December 31,		
	2018	2017	2016
Merger and Conversion expenses	\$ 14,246	\$ 10,378	\$ 4,023
Debt prepayment penalty	—	205	2,539
Loss share termination	—	—	2,053

Aside from the expenses presented above, the increase in noninterest expense since 2016 was primarily driven by the additional expenses associated with the acquisition of Metropolitan's operations and, to a lesser extent, Brand's operations, as discussed in more detail in the remainder of this section. Included in noninterest expense for the year ended December 31, 2018 is \$4,398 attributable to BMG.

Salaries and employee benefits is the largest component of noninterest expense and represented 62.11%, 61.18% and 58.44% of total noninterest expense at December 31, 2018, 2017 and 2016, respectively. During 2018, salaries and employee benefits increased \$29,754, or 16.12%, to \$214,294 as compared to \$184,540 for 2017. The increase in salaries and employee benefits is primarily attributable to the addition of the Brand operations and the full-year impact of the acquired Metropolitan operations as well as annual merit based pay increases. Mortgage commissions from the increase in production also contributed to the increase in expense from 2017. Salaries and employee benefits increased \$12,092 in 2017 from \$172,448 in 2016. The increase in salaries and employee benefits is primarily attributable to the addition of the Metropolitan operations and was slightly offset by a decrease in mortgage commission expense resulting from the decrease in mortgage production from 2016.

The compensation expense recorded in connection with grants of stock options and awards of restricted stock, which is included within salaries and employee benefits, was \$6,633, \$4,823 and \$2,790 for 2018, 2017 and 2016, respectively. A portion of restricted stock awards in all three years was subject to the satisfaction of performance-based conditions.

Data processing costs increased \$2,153 to \$18,627 in 2018 from \$16,474 in 2017. Data processing costs were \$17,723 in 2016. Increased costs resulting from the acquired operations of Metropolitan and Brand have been slightly offset by cost savings realized through contract renegotiations.

Net occupancy and equipment expense in 2018 was \$42,111, an increase of \$4,355, compared to \$37,756 for 2017. Net occupancy and equipment expense in 2016 was \$34,394. Aside from the increase attributable to the additional locations and assets from Brand and Metropolitan, the increase in net occupancy and equipment expense since 2016 is also attributable to investments in our IT infrastructure in response to banking and governmental regulation and increased global risk from cyber security breaches.

Expenses related to other real estate owned for 2018 were \$1,892, compared to \$2,470 in 2017 and \$5,696 in 2016. Expenses on other real estate owned for 2018 include write downs of \$1,545 of the carrying value to fair value on certain pieces of property held in other real estate owned compared to write downs of \$1,893 and \$3,018 in 2017 and 2016, respectively. Other real estate owned with a cost basis of \$7,127 was sold during 2018, resulting in a net gain of \$423 compared to other real estate owned with a cost basis of \$13,465 sold during 2017 for a net gain of \$405. Other real estate owned with a cost basis of \$17,529 was sold during 2016, resulting in a net loss of \$590.

Professional fees include fees for legal and accounting services. Professional fees were \$8,753 for 2018 as compared to \$7,150 for 2017 and \$7,970 for 2016. Professional fees remain elevated in large part due to additional legal, accounting and consulting fees associated with compliance costs of newly enacted as well as existing banking and governmental regulation.

Advertising and public relations expense was \$9,464 for 2018, an increase of \$1,216 compared to \$8,248 for 2017. Advertising and public relations expense increased \$1,168 for 2017 from \$7,080 for 2016. These year-over-year increases are attributable to advertising and marketing costs associated with the Company's expansion into new markets, an increased focus on digital marketing and branding throughout our footprint as well as an increase in the marketing of the Company's community involvement.

Amortization of intangible assets totaled \$7,179 for 2018 compared to \$6,530 for 2017 and \$6,747 for 2016. This amortization relates to finite-lived intangible assets which are being amortized over the useful lives as determined at acquisition. These finite-lived intangible assets have remaining estimated useful lives ranging from approximately 1.5 years to approximately 10 years.

Communication expenses are those expenses incurred for communication to clients and between employees. Communication expenses were \$8,318 for 2018 as compared to \$7,578 for 2017 and \$8,329 for 2016. The increased costs as a result of the acquisitions over the last three years was offset in 2017 as the Company transitioned from a traditional telephone system to a Voice over IP phone system, which is more cost efficient.

Efficiency Ratio

	Efficiency Ratio		
	2018	2017	2016
Efficiency ratio (GAAP)	63.15%	63.12%	66.25%
Impact on efficiency ratio from:			
Net gains on sales of securities	—	0.02	0.17
Intangible amortization	(1.32)	(1.37)	(1.52)
Merger and conversion related expenses	(2.61)	(2.18)	(0.90)
Extinguishment of debt	—	(0.04)	(0.57)
Loss share termination	—	—	(0.46)
Adjusted efficiency ratio (Non-GAAP)	59.22%	59.55%	62.97%

The efficiency ratio is one measure of productivity in the banking industry. This ratio is calculated to measure the cost of generating one dollar of revenue. That is, the ratio is designed to reflect the percentage of one dollar which must be expended to generate that dollar of revenue. The Company calculates this ratio by dividing noninterest expense by the sum of net interest income on a fully tax equivalent basis and noninterest income. The table above shows the impact on the efficiency ratio of expenses that (1) the Company does not consider to be part of our normal operations, such as amortization of intangibles, or (2) the Company incurred in connection with certain transactions where management is unable to accurately predict when these expenses will be incurred or, when incurred, the amount of such expenses, such as merger and conversion related expenses and debt prepayment penalties. We remain committed to aggressively managing our costs within the framework of our business model. We expect the efficiency ratio to continue to improve from levels currently reported as a result of revenue growth while at the same time controlling noninterest expenses.

Income Taxes

Income tax expense for 2018, 2017 and 2016 was \$41,727, \$67,681 and \$44,847, respectively. The effective tax rates for those years were 22.12%, 42.34% and 33.03%, respectively. Although taxable income has continued to increase from 2016, the decreased effective tax rate in 2018 as compared to 2017 and 2016 is a result of the lower corporate tax rate that resulted from the enactment of the Tax Cut and Jobs Act which became effective January 1, 2018. The legislation was enacted in December 2017, and as a result, the Company revalued its deferred tax assets based on the reduction in the overall future tax benefit expected to be realized at the lower tax rate implemented by the new legislation. Included in income tax expense for 2017 is \$14,486 attributable to the revaluation of deferred tax assets. Excluding this revaluation, the adjusted effective tax rate for 2017 was 33.27%.

Risk Management

The management of risk is an on-going process. Primary risks that are associated with the Company include credit, interest rate and liquidity risk. Credit and interest rate risk are discussed below, while liquidity risk is discussed in the next subsection under the heading “Liquidity and Capital Resources.”

Credit Risk and Allowance for Loan Losses

Inherent in any lending activity is credit risk, that is, the risk of loss should a borrower default. The Company’s credit quality remained strong in 2018, and the Company continues to see the lowest levels of charge-offs and nonperforming loans since the 2008-2009 recession. This improvement is due in part to the pace of the economic recovery, declining unemployment levels, improved labor participation rate, improved performance of the housing market, and the Company’s continued efforts to bring problem credits to resolution.

Management of Credit Risk. Credit risk is monitored and managed on an ongoing basis by a credit administration department, a loss management committee and the Board of Directors loan committee. Credit quality, adherence to policies and loss mitigation are major concerns of credit administration and these committees. The Company’s central appraisal review department reviews and approves third-party appraisals obtained by the Company on real estate collateral and monitors loan maturities to ensure updated appraisals are obtained. This department is managed by a State Certified General Real Estate Appraiser and employs two additional State Certified General Real Estate Appraisers, one Appraisal Intern and three real estate evaluators.

We have a number of documented loan policies and procedures that set forth the approval and monitoring process of the lending function. Adherence to these policies and procedures is monitored by management and the Board of Directors. A number of committees and an underwriting staff oversee the lending operations of the Company. These include in-house loss management committees and the Board of Directors loan committee. In addition, we maintain a loan review staff to independently monitor loan quality and lending practices, which reports directly to the audit committee of the Board of Directors. Loan review personnel monitor and, if necessary, adjust the grades assigned to loans through periodic examination, focusing their review on commercial and real estate loans rather than consumer and small balance consumer mortgage loans, such as 1-4 family mortgage loans.

In compliance with loan policy, the lending staff is given lending limits based on their knowledge and experience. In addition, each lending officer’s prior performance is evaluated for credit quality and compliance as a tool for establishing and enhancing lending limits. Before funds are advanced on consumer and commercial loans below certain dollar thresholds, loans are reviewed and scored using centralized underwriting methodologies. Loan quality, or “risk-rating,” grades are assigned based upon certain factors, which include the scoring of the loans. This information is used to assist management in monitoring credit quality. Loan requests of amounts greater than an officer’s lending limits are reviewed by senior credit officers or the loan committee of the Board of Directors.

For commercial and commercial real estate secured loans, risk-rating grades are assigned by lending, credit administration or loan review personnel, based on an analysis of the financial and collateral strength and other credit attributes underlying each loan. Loan grades range from 1 to 9, with 1 being loans with the least credit risk. Allowance factors established by management are applied to the total balance of loans in each grade to determine the amount needed in the allowance for loan losses. The allowance factors are established based on historical loss ratios experienced by the Company for these loan types, as well as the credit quality criteria underlying each grade, adjusted for trends and expectations about losses inherent in our existing portfolios. In making these adjustments to the allowance factors, management takes into consideration factors which it believes are causing, or are likely in the future to cause, losses within our loan portfolio but that may not be fully reflected in our historical loss ratios. For portfolio balances of consumer, small balance consumer mortgage loans, such as 1-4 family mortgage loans, and certain other similar loan types, allowance factors are determined based on historical loss ratios by portfolio for the preceding eight quarters and may be adjusted by other qualitative criteria.

The loss management committee and the Board of Directors’ loan committee monitor loans that are past due or those that have been downgraded and placed on the Company’s internal watch list due to a decline in the collateral value or cash flow of the debtor; the committees then adjust loan grades accordingly. This information is used to assist management in monitoring credit quality.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan agreement. Impairment is measured on a loan-by-loan basis for problem loans of \$500 or greater by, as applicable, the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s obtainable market price or the fair value of the collateral if the loan is collateral dependent. For real estate collateral, the fair market value of the collateral is based upon a recent appraisal by a qualified and licensed appraiser of the underlying collateral. When the ultimate collectability of a loan’s principal is in doubt, wholly or partially, the loan is placed on nonaccrual.

After all collection efforts have failed, collateral securing loans may be repossessed and sold or, for loans secured by real estate, foreclosure proceedings initiated. The collateral is sold at public auction for fair market value (based upon recent appraisals described in the above paragraph), with fees associated with the foreclosure being deducted from the sales price. The purchase price is applied to the outstanding loan balance. If the loan balance is greater than the sales proceeds, the deficient balance is sent to the Board of Directors' loan committee for charge-off approval. These charge-offs reduce the allowance for loan losses. Charge-offs reflect the realization of losses in the portfolio that were recognized previously through the provision for loan losses.

The Company's practice is to charge off estimated losses as soon as such loss is identified and reasonably quantified. Net charge-offs for 2018 were \$3,995, or 0.05% as a percentage of average loans, compared to net charge-offs of \$4,076, or 0.06%, for 2017 and \$7,230, or 0.12%, for 2016. The charge-offs in 2018 were fully reserved for in the Company's allowance for loan losses and resulted in no additional provision for loan loss expense.

Allowance for Loan Losses; Provision for Loan Losses. The allowance for loan losses is available to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on an ongoing analysis of the loan portfolio and represents the amount that management deems adequate to provide for inherent losses, including collective impairment as recognized under ASC 450, in our loan portfolio. Collective impairment is calculated based on loans grouped by grade. Another component of the allowance is losses on loans assessed as impaired under ASC 310. The balance of these loans and their related allowance is included in management's estimation and analysis of the allowance for loan losses.

The allowance for loan losses is established after input from management, loan review and the loss management committee. Factors considered by management in evaluating the adequacy of the allowance, which occurs on a quarterly basis, include the internal risk rating of individual credits, loan segmentation, historical and current trends in net charge-offs, trends in nonperforming loans, trends in past due loans, trends in the market values of underlying collateral securing loans and the unemployment rate and other current economic conditions in the markets in which we operate. In addition, on a regular basis, management and the Board of Directors review loan ratios. These ratios include the allowance for loan losses as a percentage of total loans, net charge-offs as a percentage of average loans, the provision for loan losses as a percentage of average loans, nonperforming loans as a percentage of total loans and the allowance coverage on nonperforming loans. Also, management reviews past due ratios by officer, community bank and the Company as a whole. The allowance for loan losses was \$49,026, \$46,211 and \$42,737 at December 31, 2018, 2017 and 2016, respectively.

The following table presents the allocation of the allowance for loan losses by loan category and the percentage by category relative to the total allowance at December 31 for each of the years presented.

	2018		2017		2016		2015		2014	
	Balance	% of Total	Balance	% of Total	Balance	% of Total	Balance	% of Total	Balance	% of Total
Commercial, financial, agricultural	\$ 8,269	16.87%	\$ 5,542	11.99%	\$ 5,486	12.84%	\$ 4,186	9.86%	\$ 3,305	7.82%
Real estate – construction	4,755	9.70%	3,428	7.42%	2,380	5.57%	1,852	4.36%	1,415	3.35%
Real estate – 1-4 family mortgage	10,139	20.68%	12,009	25.99%	14,294	33.45%	13,908	32.77%	13,549	32.04%
Real estate – commercial mortgage	24,492	49.96%	23,384	50.60%	19,059	44.60%	21,111	49.75%	22,759	53.82%
Installment loans to individuals ⁽¹⁾	1,371	2.79%	1,848	4.00%	1,518	3.54%	1,380	3.26%	1,261	2.97%
Total	\$ 49,026	100.00%	\$ 46,211	100.00%	\$ 42,737	100.00%	\$ 42,437	100.00%	\$ 42,289	100.00%

(1) Includes lease financing receivables.

For impaired loans, specific reserves are established to adjust the carrying value of the loan to its estimated net realizable value. The following table quantifies the amount of the specific reserve component of the allowance for loan losses, the amount of the allowance determined by applying allowance factors to graded loans, and the amount of the allowance allocated to credit-deteriorated purchased loans, as of the dates presented.

	2018	2017	2016	2015	2014
Specific reserves for impaired loans	\$ 1,514	\$ 2,674	\$ 4,141	\$ 7,600	\$ 10,256
Allocated reserves for remaining portfolio	44,960	41,760	35,776	33,131	30,308
Purchased with deteriorated credit quality	2,552	1,777	2,820	1,706	1,725
Total	\$ 49,026	\$ 46,211	\$ 42,737	\$ 42,437	\$ 42,289

The provision for loan losses is a charge to operating expense in the amount that management determines is necessary to maintain the allowance at the level considered adequate by management to meet the inherent risks of losses in our loan portfolio. Although the Company has experienced lower levels of classified loans and nonperforming loans over the last five years, as illustrated in the nonperforming loan tables later in this section, and while our other credit quality measures have also improved, the growth in non purchased loans over such period has dictated that we maintain an increased level of the provision for loan losses in order to maintain the allowance for loan losses at an acceptable level in light of the increased size of our non purchased loan portfolio. The provision for loan losses was \$6,810, \$7,550 and \$7,530 for 2018, 2017 and 2016, respectively.

Provision for Loan Losses to Average Loans		
2018	2017	2016
0.08%	0.11%	0.13%

For a purchased loan, as part of the acquisition we establish a “Day 1 Fair Value,” which equals the outstanding customer balance of a purchased loan on the acquisition date less any credit and/or yield discount applied against the purchased loan. A purchased loan will either meet or exceed the performance expectations established in determining the Day 1 Fair Values or deteriorate from such expected performance. If the purchased loan’s performance deteriorates from expectations established in determining the Day 1 Fair Values or since our most recent review of such portfolio’s performance, then the Company provides for such loan in the provision for loan losses and may ultimately partially or fully charge-off the carrying value of such purchased loan. If performance expectations are exceeded, then the Company reverses any previous provision for such loan. If the purchased loan continues to exceed expectations subsequent to the reversal of previously-established provision, then an adjustment to accretable yield is warranted, which has a positive impact on interest income.

Certain loans purchased are accounted for under ASC 310-30 and are carried at their Day 1 Fair Values, adjusted for any subsequent discount accretion. The fair value of loans accounted for in accordance with ASC 310-30 was \$222,254, \$227,260 and \$271,758 at December 31, 2018, 2017 and 2016, respectively. The Company continually monitors these loans as part of our normal credit review and monitoring procedures for changes in the estimated future cash flows. The period end amount of our allowance for loan losses allocated to loans accounted for under ASC 310-30 totaled \$2,552, \$1,777 and \$2,820 during 2018, 2017 and 2016, respectively.

The table below reflects the activity in the allowance for loan losses for the years ended December 31:

	2018	2017	2016	2015	2014
Balance at beginning of year	\$ 46,211	\$ 42,737	\$ 42,437	\$ 42,289	\$ 47,665
Provision for loan losses	6,810	7,550	7,530	4,750	6,167
Charge-offs					
Commercial, financial, agricultural	2,415	2,874	2,725	943	1,516
Lease financing	202	87	—	419	—
Real estate – construction	51	—	—	26	—
Real estate – 1-4 family mortgage	2,023	1,713	3,906	2,173	5,662
Real estate – commercial mortgage	1,197	1,791	2,123	2,613	6,186
Installment loans to individuals	540	543	717	602	495
Total charge-offs	6,428	7,008	9,471	6,776	13,859
Recoveries					
Commercial, financial, agricultural	618	422	331	361	455
Lease financing	—	—	—	—	—
Real estate – construction	13	105	47	26	33
Real estate – 1-4 family mortgage	573	733	997	1,064	1,325
Real estate – commercial mortgage	1,108	1,565	757	614	436
Installment loans to individuals	121	107	109	109	67
Total recoveries	2,433	2,932	2,241	2,174	2,316
Net charge-offs	3,995	4,076	7,230	4,602	11,543
Balance at end of year	\$ 49,026	\$ 46,211	\$ 42,737	\$ 42,437	\$ 42,289
Net charge-offs to average loans	0.05%	0.06%	0.12%	0.10%	0.29%
Net charge-offs to allowance for loan losses	8.15%	8.82%	16.92%	10.84%	27.30%
Allowance for loan losses to loans	0.54%	0.61%	0.69%	0.78%	1.06%
Allowance for loan losses to loans ⁽¹⁾	0.77%	0.83%	0.91%	1.11%	1.29%
Allowance for loan losses to nonperforming loans ⁽¹⁾	379.96%	348.37%	320.08%	283.46%	209.49%

(1) Excludes loans and nonperforming loans purchased in previous acquisitions (for additional information, see the information in footnote 3 to the table in Item 6, Selected Financial Data).

The following table provides further details of the Company's net charge-offs of loans secured by real estate for the years ended December 31:

	2018	2017	2016	2015	2014
Real estate – construction:					
Residential	\$ 38	\$ (105)	\$ (45)	\$ 5	\$ (33)
Commercial	—	—	—	—	—
Condominiums	—	—	(2)	(5)	—
Total real estate – construction	38	(105)	(47)	—	(33)
Real estate – 1-4 family mortgage:					
Primary	351	1,058	941	1,141	953
Home equity	823	221	210	68	878
Rental/investment	(54)	(131)	121	179	702
Land development	330	(168)	1,637	(279)	1,804
Total real estate – 1-4 family mortgage	1,450	980	2,909	1,109	4,337
Real estate – commercial mortgage:					
Owner-occupied	162	335	522	1,976	1,649
Non-owner occupied	134	184	439	177	2,981
Land development	(207)	(293)	405	(154)	1,120
Total real estate – commercial mortgage	89	226	1,366	1,999	5,750
Total net charge-offs of loans secured by real estate	\$ 1,577	\$ 1,101	\$ 4,228	\$ 3,108	\$ 10,054

Nonperforming Assets. Nonperforming assets consist of nonperforming loans, other real estate owned and nonaccruing securities available-for-sale. Nonperforming loans are loans on which the accrual of interest has stopped and loans that are contractually 90 days past due on which interest continues to accrue. Generally, the accrual of interest is discontinued when the full collection of principal or interest is in doubt or when the payment of principal or interest has been contractually 90 days past due, unless the obligation is both well secured and in the process of collection. Management, the loss management committee and our loan review staff closely monitor loans that are considered to be nonperforming.

Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. These properties are carried at the lower of cost or fair market value based on appraised value less estimated selling costs. Losses arising at the time of foreclosure of properties are charged against the allowance for loan losses. Reductions in the carrying value subsequent to acquisition are charged to earnings and are included in "Other real estate owned" in the Consolidated Statements of Income.

Investment securities may be transferred to nonaccrual status where the recognition of investment interest is discontinued. A number of qualitative factors, including but not limited to the financial condition of the underlying issuer and current and projected deferrals or defaults, are considered by management in the determination of whether an investment security should be transferred to nonaccrual status. The interest on these nonaccrual investment securities is accounted for on the cash-basis method until qualifying for return to accrual status. There were no nonaccruing investment securities available-for-sale held in our portfolio at December 31, 2018 and 2017, while at December 31, 2016 one of the Company's investments in pooled trust preferred securities was on nonaccrual status. This security was sold in 2017. For more information about the Company's trust preferred securities, see Note 3, "Securities," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

The following table provides details of the Company's nonperforming assets that are non purchased and nonperforming assets that have been purchased in one of the Company's previous acquisitions as of the dates presented.

	Non Purchased	Purchased	Total
December 31, 2018			
Nonaccruing loans	\$ 10,218	\$ 5,836	\$ 16,054
Accruing loans past due 90 days or more	2,685	7,232	9,917
Total nonperforming loans	12,903	13,068	25,971
Other real estate owned	4,853	6,187	11,040
Total nonperforming loans and OREO	17,756	19,255	37,011
Nonaccruing securities available-for-sale, at fair value	—	—	—
Total nonperforming assets	\$ 17,756	\$ 19,255	\$ 37,011
Nonperforming loans to total loans			0.29%
Nonperforming assets to total assets			0.29%

December 31, 2017			
Nonaccruing loans	\$ 10,250	\$ 4,424	\$ 14,674
Accruing loans past due 90 days or more	3,015	5,731	8,746
Total nonperforming loans	13,265	10,155	23,420
Other real estate owned	4,410	11,524	15,934
Total nonperforming loans and OREO	17,675	21,679	39,354
Nonaccruing securities available-for-sale, at fair value	—	—	—
Total nonperforming assets	\$ 17,675	\$ 21,679	\$ 39,354
Nonperforming loans to total loans			0.31%
Nonperforming assets to total assets			0.40%

December 31, 2016			
Nonaccruing loans	\$ 11,273	\$ 11,347	\$ 22,620
Accruing loans past due 90 days or more	2,079	10,815	12,894
Total nonperforming loans	13,352	22,162	35,514
Other real estate owned	5,929	17,370	23,299
Total nonperforming loans and OREO	19,281	39,532	58,813
Nonaccruing securities available-for-sale, at fair value	9,645	—	9,645
Total nonperforming assets	\$ 28,926	\$ 39,532	\$ 68,458
Nonperforming loans to total loans			0.57%
Nonperforming assets to total assets			0.79%

The recent acquisition of Brand added \$3,893 of purchased nonperforming loans at December 31, 2018. Excluding the purchased nonperforming loans from the Company's acquisitions, nonperforming loans decreased \$362, or 2.73%, from December 31, 2017 and decreased \$449, or 3.36%, from December 31, 2016.

The following table presents nonperforming loans by loan category at December 31 for each of the years presented.

	2018	2017	2016	2015	2014
Commercial, financial, agricultural	\$ 2,461	\$ 2,921	\$ 3,709	\$ 1,504	\$ 1,838
Lease financing	89	159	138	—	—
Real estate – construction:					
Residential	68	—	466	176	201
Commercial	—	—	—	—	—
Condominiums	—	—	—	—	—
Total real estate – construction	68	—	466	176	201
Real estate – 1-4 family mortgage:					
Primary	10,102	6,221	6,179	9,764	7,535
Home equity	2,047	2,701	2,777	1,900	2,460
Rental/investment	757	395	2,292	5,142	4,600
Land development	980	1,078	1,656	2,091	1,153
Total real estate – 1-4 family mortgage	13,886	10,395	12,904	18,897	15,748
Real estate – commercial mortgage:					
Owner-occupied	3,779	5,473	8,282	9,177	12,810
Non-owner occupied	3,933	3,087	6,821	8,372	12,025
Land development	958	1,090	2,757	7,139	12,397
Total real estate – commercial mortgage	8,670	9,650	17,860	24,688	37,232
Installment loans to individuals	797	295	437	162	91
Total nonperforming loans	\$ 25,971	\$ 23,420	\$ 35,514	\$ 45,427	\$ 55,110

The decrease in the level of nonperforming loans, relative to our total loans and our total assets, as shown in the above two tables is a reflection of the Company's continued strategy to aggressively manage problem loans and assets. The Company continues its efforts to bring problem credits to resolution. The Company's coverage ratio, or its allowance for loan losses as a percentage of nonperforming loans, was 188.77% as of December 31, 2018 as compared to 197.31% as of December 31, 2017 and 120.34% as of December 31, 2016. The coverage ratio for non purchased, nonperforming loans was 379.96% as of December 31, 2018 as compared to 348.37% as of December 31, 2017 and 320.08% as of December 31, 2016.

Management has evaluated the aforementioned loans and other loans classified as nonperforming and believes that all nonperforming loans have been adequately reserved for in the allowance for loan losses at December 31, 2018. Management also continually monitors past due loans for potential credit quality deterioration. Total loans 30-89 days past due were \$36,597 at December 31, 2018 as compared to \$27,738 at December 31, 2017. The recent acquisition of Brand added \$11,156 of purchased, loans 30-89 days past due at December 31, 2018.

Although not classified as nonperforming loans, another category of assets that contribute to our credit risk is restructured loans. Restructured loans are those for which concessions have been granted to the borrower due to a deterioration of the borrower's financial condition and are performing in accordance with the new terms. Such concessions may include reduction in interest rates or deferral of interest or principal payments. In evaluating whether to restructure a loan, management analyzes the long-term financial condition of the borrower, including guarantor and collateral support, to determine whether the proposed concessions will increase the likelihood of repayment of principal and interest. Restructured loans that are not performing in accordance with their restructured terms that are either contractually 90 days past due or placed on nonaccrual status are reported as nonperforming loans.

As shown below, restructured loans totaled \$12,820 at December 31, 2018 compared to \$14,553 at December 31, 2017. At December 31, 2018, loans restructured through interest rate concessions represented 27% of total restructured loans, while loans restructured by a concession in payment terms represented the remainder. The following table provides further details of the Company's restructured loans at December 31, 2018 and 2017:

	2018	2017
Commercial, financial, agricultural	\$ 337	\$ 331
Real estate – 1-4 family mortgage:		
Primary	6,261	6,213
Home equity	186	282
Rental/investment	2,005	2,247
Land development	1	4
Total real estate – 1-4 family mortgage	8,453	8,746
Real estate – commercial mortgage:		
Owner-occupied	3,189	3,503
Non-owner occupied	722	1,466
Land development	56	440
Total real estate – commercial mortgage	3,967	5,409
Installment loans to individuals	63	67
Total restructured loans	\$ 12,820	\$ 14,553

Changes in the Company's restructured loans are set forth in the table below for the periods presented.

	2018	2017
Balance as of January 1	\$ 14,553	\$ 11,475
Additional loans with concessions	2,573	7,156
Reclassified as performing	730	1,021
Reductions due to:		
Reclassified as nonperforming	(1,868)	(1,639)
Paid in full	(2,300)	(1,488)
Charge-offs	—	(267)
Paydowns	(868)	(681)
Lapse of concession period	—	(1,024)
Balance as of December 31	\$ 12,820	\$ 14,553

The following table shows the principal amounts of nonperforming and restructured loans as of December 31 of each year presented. All loans where information exists about possible credit problems that would cause us to have serious doubts about the borrower's ability to comply with the current repayment terms of the loan have been reflected in the table below.

	2018	2017	2016	2015	2014
Nonaccruing loans	\$ 16,054	\$ 14,674	\$ 22,620	\$ 29,034	\$ 44,396
Accruing loans past due 90 days or more	9,917	8,746	12,894	16,393	10,713
Total nonperforming loans	25,971	23,420	35,514	45,427	55,109
Restructured loans	12,820	14,553	11,475	13,453	14,337
Total nonperforming and restructured loans	\$ 38,791	\$ 37,973	\$ 46,989	\$ 58,880	\$ 69,446
Nonperforming loans to loans	0.29%	0.31%	0.57%	0.84%	1.38%

The following table provides details of the Company's other real estate owned as of December 31, 2018 and 2017:

	2018	2017
Residential real estate	\$ 2,333	\$ 2,441
Commercial real estate	4,297	5,938
Residential land development	1,099	1,881
Commercial land development	3,311	5,674
Total other real estate owned	<u>\$ 11,040</u>	<u>\$ 15,934</u>

Changes in the Company's other real estate owned were as follows for the periods presented:

	2018	2017
Balance as of January 1	\$ 15,934	\$ 23,299
Purchased OREO	—	1,203
Transfers of loans	3,826	6,699
Impairments	(1,545)	(1,893)
Dispositions	(7,127)	(13,465)
Other	(48)	91
Balance as of December 31	<u>\$ 11,040</u>	<u>\$ 15,934</u>

We realized net gains of \$423 and \$405 on dispositions of other real estate owned during 2018 and 2017, respectively.

Interest Rate Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The majority of assets and liabilities of a financial institution are monetary in nature and therefore differ greatly from most commercial and industrial companies that have significant investments in fixed assets and inventories. Our market risk arises primarily from interest rate risk inherent in lending and deposit-taking activities. Management believes a significant impact on the Company's financial results stems from our ability to react to changes in interest rates. A sudden and substantial change in interest rates may adversely impact our earnings because the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis.

Because of the impact of interest rate fluctuations on our profitability, the Board of Directors and management actively monitor and manage our interest rate risk exposure. We have an Asset/Liability Committee ("ALCO") which is authorized by the Board of Directors to monitor our interest rate sensitivity and to make decisions relating to that process. The ALCO reports to the Investment Committee of the Board of Directors. The ALCO's goal is to structure our asset/liability composition to maximize net interest income while managing interest rate risk so as to minimize the adverse impact of changes in interest rates on net interest income and capital. The ALCO uses an asset/liability model as the primary quantitative tool in measuring the amount of interest rate risk associated with changing market rates. The model is used to perform both net interest income forecast simulations for multiple year horizons, and economic value of equity ("EVE") analyses, under various interest rate scenarios.

Net interest income forecast simulations measure the short and medium-term earnings exposure from changes in market interest rates in a rigorous and explicit fashion. Our current financial position is combined with assumptions regarding future business to calculate net interest income under varying hypothetical rate scenarios. EVE measures our long-term earnings exposure from changes in market rates of interest. EVE is defined as the present value of assets minus the present value of liabilities at a point in time for a given set of market rate assumptions. An increase in EVE due to a specified rate change indicates an improvement in the long-term earnings capacity of the balance sheet assuming that the rate change remains in effect over the life of the current balance sheet.

The following table presents the projected impact of a change in interest rates on (1) static EVE and (2) earnings at risk (that is, net interest income) for the 1-12 and 13-24 month periods commencing January 1, 2019, in each case as compared to the result under rates present in the market on December 31, 2018. The changes in interest rates assume an instantaneous and parallel shift in the yield curve and does not take into account changes in the slope of the yield curve.

Immediate Change in Rates of:	Percentage Change In:		
	Economic Value Equity (EVE)	Earning at Risk (EAR) (Net Interest Income)	
		1-12 Months	13-24 Months
+400	10.85%	4.84%	7.79%
+300	9.48%	3.63%	5.85%
+200	7.21%	2.43%	3.90%
+100	4.00%	1.26%	2.00%
-100	(4.87)%	(1.79)%	(2.70)%

The rate shock results for the EVE and net interest income simulations for the next 24 months produce an asset sensitive position at December 31, 2018. These results are within the parameters set by the Board of Directors. The Company's interest rate risk strategy is to remain in an asset sensitive position with a focus on increasing variable rate loan production and generating deposits that are less sensitive to increases in interest rates.

The preceding measures assume no change in the size or asset/liability compositions of the balance sheet. Thus, the measures do not reflect actions the ALCO may undertake in response to such changes in interest rates. The scenarios assume instantaneous movements in interest rates in increments of plus 100, 200, 300 and 400 basis points and minus 100 basis points. As interest rates are adjusted over a period of time, it is our strategy to proactively change the volume and mix of our balance sheet in order to mitigate our interest rate risk. The computation of the prospective effects of hypothetical interest rate changes requires numerous assumptions regarding characteristics of new business and the behavior of existing positions. These business assumptions are based upon our experience, business plans and published industry experience. Key assumptions employed in the model include asset prepayment speeds, competitive factors, the relative price sensitivity of certain assets and liabilities and the expected life of non-maturity deposits. Because these assumptions are inherently uncertain, actual results will differ from simulated results.

The Company utilizes derivative financial instruments, including interest rate contracts such as swaps, caps and/or floors, forward commitments, and interest rate lock commitments, as part of its ongoing efforts to mitigate its interest rate risk exposure. For more information about the Company's derivative financial instruments, see the "Off-Balance Sheet Transactions" section below and Note 15, "Derivative Instruments," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Liquidity and Capital Resources

Liquidity management is the ability to meet the cash flow requirements of customers who may be either depositors wishing to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs.

Core deposits, which are deposits excluding time deposits and public fund deposits, are a major source of funds used by Renasant Bank to meet cash flow needs. Maintaining the ability to acquire these funds as needed in a variety of markets is the key to assuring Renasant Bank's liquidity. Management continually monitors the liquidity and non-core dependency ratios to ensure compliance with targets established by the Asset/Liability Management Committee.

Our investment portfolio is another alternative for meeting liquidity needs. These assets generally have readily available markets that offer conversions to cash as needed. Within the next twelve months the securities portfolio is forecasted to generate cash flow through principal payments and maturities equal to 17.41% of the carrying value of the total securities portfolio. Securities within our investment portfolio are also used to secure certain deposit types and short-term borrowings. At December 31, 2018, securities with a carrying value of \$637,607 were pledged to secure government, public, trust, and other deposits and as collateral for short-term borrowings and derivative instruments as compared to \$243,755 at December 31, 2017.

Other sources available for meeting liquidity needs include federal funds purchased and short-term and long-term advances from the FHLB. Interest is charged at the prevailing market rate on federal funds purchased and FHLB advances. Federal funds are short term borrowings, generally overnight borrowings, between financial institutions that are used to maintain reserve requirements at the Federal Reserve Bank. There were no federal funds purchased outstanding at December 31, 2018 or 2017. The balance of short-term borrowing from the FHLB (i.e. advances with original maturities less than one year) at December 31, 2018 was \$380,000, as compared to \$83,000 at December 31, 2017. Long-term funds obtained from the FHLB are used primarily to match-fund fixed

rate loans in order to minimize interest rate risk and may also be used to meet day to day liquidity needs, particularly when the cost of such borrowing compares favorably to the rates that we would be required to pay to attract deposits. At December 31, 2018, the balance of our outstanding long-term advances with the FHLB was \$6,690 as compared to \$7,493 at December 31, 2017. The total amount of the remaining credit available to us from the FHLB at December 31, 2018 was \$3,301,543. We also maintain lines of credit with other commercial banks totaling \$150,000. These are unsecured, uncommitted lines of credit maturing at various times within the next twelve months. There were no amounts outstanding under these lines of credit at December 31, 2018 or 2017.

In connection with the acquisition of Brand, the Company assumed \$30,000 aggregate principal amount of 8.50% fixed rate subordinated notes due June 27, 2024. In 2017, as part of the Metropolitan acquisition, the Company assumed \$15,000 aggregate principal amount of 6.50% fixed-to-floating rate subordinated notes due July 1, 2026. Additionally, in 2016, we accessed the equity and debt capital markets to generate liquidity. For more information, please refer to the discussion of the offering of our subordinated notes under the heading “Financial Condition, Borrowings” above and the discussion of our common stock offering under the heading “Shareholders’ Equity and Regulatory Matters” below.

The following table presents, by type, the Company’s funding sources, which consist of total average deposits and borrowed funds, and the total cost of each funding source for each of the years presented:

	Percentage of Total			Cost of Funds		
	2018	2017	2016	2018	2017	2016
Noninterest-bearing demand	21.88%	21.46%	20.40%	—%	—%	—%
Interest-bearing demand	45.62	44.91	42.96	0.56	0.26	0.19
Savings	6.41	7.06	7.30	0.15	0.07	0.07
Time deposits	21.92	21.35	22.06	1.24	0.85	0.73
Short-term borrowings	1.67	2.71	4.96	2.10	1.22	0.45
Long-term Federal Home Loan Bank advances	0.08	0.10	0.50	3.29	3.40	4.02
Subordinated notes	1.35	1.32	0.49	5.54	5.59	5.45
Other long-term borrowings	1.07	1.09	1.33	5.11	5.01	5.56
Total deposits and borrowed funds	100.00%	100.00%	100.00%	0.70%	0.47%	0.39%

Our strategy in choosing funds is focused on minimizing cost along with considering our balance sheet composition and interest rate risk position. Accordingly, management targets growth of non-interest bearing deposits. While we do not control the types of deposit instruments our clients choose, we do influence those choices with the rates and the deposit specials we offer. We constantly monitor our funds position and evaluate the effect that various funding sources have on our financial position.

Cash and cash equivalents were \$569,111 at December 31, 2018, compared to \$281,453 at December 31, 2017 and \$306,224 at December 31, 2016. Cash used in investing activities for the year ended December 31, 2018 was \$498,581 compared to cash provided by investing activities of \$75,142 in 2017 and cash used in investing activities of \$351,993 in 2016. Proceeds from the sale, maturity or call of securities within our investment portfolio were \$163,090 for 2018 compared to \$680,667 for 2017 and \$281,792 in 2016. The large increase in proceeds from the sale, maturity or call of securities in 2017 was related to our deleveraging strategy. As is discussed above under the heading “Financial Condition,” the majority of these proceeds were used to pay down certain wholesale funding sources. The remainder of these proceeds from the investment portfolio were primarily reinvested back into the securities portfolio or used to fund loan growth. Purchases of investment securities were \$686,887 for 2018 compared to \$210,190 for 2017 and \$155,400 for 2016. The large increase in the purchases of investment securities in 2018 is related to the releveraging of the balance sheet.

Cash provided by financing activities for the year ended December 31, 2018 was \$708,833 compared to cash used in financing activities of \$301,474 and provided by financing activities of \$282,849 for the years ended December 31, 2017 and 2016, respectively. Overall deposits, excluding deposits acquired during each year, increased \$496,404 for the year ended December 31, 2018 compared to a decrease of \$77,129 for the same period in 2017 and an increase of \$489,089 for the year end 2016.

Restrictions on Bank Dividends, Loans and Advances

The Company’s liquidity and capital resources, as well as its ability to pay dividends to our shareholders, are substantially dependent on the ability of the Bank to transfer funds to the Company in the form of dividends, loans and advances. Under Mississippi law, a Mississippi bank may not pay dividends unless its earned surplus is in excess of three times capital stock. A Mississippi bank

with earned surplus in excess of three times capital stock may pay a dividend, subject to the approval of the Mississippi Department of Banking and Consumer Finance. In addition, the FDIC has the authority to prohibit the Bank from engaging in business practices that the FDIC considers to be unsafe or unsound, which, depending on the financial condition of the Bank, could include the payment of dividends.

Federal Reserve regulations also limit the amount the Bank may loan to the Company unless such loans are collateralized by specific obligations. At December 31, 2018, the maximum amount available for transfer from the Bank to the Company in the form of loans was \$133,162. The Company maintains a line of credit collateralized by cash with the Bank totaling \$3,052. There were no amounts outstanding under this line of credit at December 31, 2018. These restrictions did not have any impact on the Company's ability to meet its cash obligations, nor does management expect such restrictions to materially impact the Company's ability to meet its currently-anticipated cash obligations.

Off-Balance Sheet Transactions

The Company enters into loan commitments and standby letters of credit in the normal course of its business. Loan commitments are made to accommodate the financial needs of the Company's customers. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Both arrangements have credit risk essentially the same as that involved in extending loans to customers and are subject to the Company's normal credit policies. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer.

Loan commitments and standby letters of credit do not necessarily represent future cash requirements of the Company in that while the borrower has the ability to draw upon these commitments at any time, these commitments often expire without being drawn upon. The Company's unfunded loan commitments and standby letters of credit outstanding at December 31, 2018, 2017 and 2016 were as follows:

	2018	2017	2016
Loan commitments	\$ 2,068,749	\$ 1,619,022	\$ 1,263,059
Standby letters of credit	104,664	68,946	44,086

The Company closely monitors the amount of remaining future commitments to borrowers in light of prevailing economic conditions and adjusts these commitments as necessary. The Company will continue this process as new commitments are entered into or existing commitments are renewed.

The Company utilizes derivative financial instruments, including interest rate contracts such as swaps, caps and/or floors, as part of its ongoing efforts to mitigate its interest rate risk exposure and to facilitate the needs of its customers. The Company enters into derivative instruments that are not designated as hedging instruments to help its commercial customers manage their exposure to interest rate fluctuations. To mitigate the interest rate risk associated with these customer contracts, the Company enters into an offsetting derivative contract position with other financial institutions. The Company manages its credit risk, or potential risk of default by its commercial customers, through credit limit approval and monitoring procedures. At December 31, 2018, the Company had notional amounts of \$196,049 on interest rate contracts with corporate customers and \$196,049 in offsetting interest rate contracts with other financial institutions to mitigate the Company's rate exposure on its corporate customers' contracts.

Additionally, the Company enters into interest rate lock commitments with its customers to mitigate the interest rate risk associated with the commitments to fund fixed-rate residential mortgage loans and also enters into forward commitments to sell residential mortgage loans to secondary market investors.

The Company has also entered into forward interest rate swap contracts on FHLB borrowings, as well as interest rate swap agreements on junior subordinated debentures that are all accounted for as cash flow hedges. Under each of these contracts, the Company pays a fixed rate of interest and receives a variable rate of interest based on the three-month LIBOR plus a predetermined spread.

For more information about the Company's off-balance sheet transactions, see Note 15, "Derivative Instruments" and Note 22, "Commitments, Contingent Liabilities and Financial Instruments with Off-Balance Sheet Risk," in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

Contractual Obligations

The following table presents, as of December 31, 2018, significant fixed and determinable contractual obligations to third parties by payment date. The Note Reference below refers to the applicable footnote in the Notes to Consolidated Financial Statements in Item 8, Financial Statements and Supplementary Data.

	Note Reference	Payments Due In:				Total
		Less Than One Year	One to Three Years	Three to Five Years	Over Five Years	
Operating leases	7	\$ 9,389	\$ 14,538	\$ 8,640	\$ 12,592	\$ 45,159
Deposits without a stated maturity ⁽¹⁾	11	7,765,773	—	—	—	7,765,773
Time deposits ⁽¹⁾	11	1,389,489	877,317	93,697	2,281	2,362,784
Short-term borrowings	12	387,706	—	—	—	387,706
Federal Home Loan Bank advances	13	1,759	452	1,340	3,139	6,690
Junior subordinated debentures	13	—	—	—	109,636	109,636
Subordinated notes	13	—	—	—	147,239	147,239
Other long-term debt	13	53	—	—	—	53
Total contractual obligations		\$ 9,554,169	\$ 892,307	\$ 103,677	\$ 274,887	\$ 10,825,040

(1) Excludes interest.

Shareholders' Equity and Regulatory Matters

Total shareholders' equity of the Company was \$2,043,913 and \$1,514,983 at December 31, 2018 and 2017, respectively. Book value per share was \$34.91 and \$30.72 at December 31, 2018 and 2017, respectively. The growth in shareholders' equity was attributable to the acquisition of Brand as well as earnings retention offset by dividends declared and changes in accumulated other comprehensive income.

The Company maintains a shelf registration statement with the SEC. The shelf registration statement, which was effective upon filing, allows the Company to raise capital from time to time through the sale of common stock, preferred stock, debt securities, warrants and units, or a combination thereof, subject to market conditions. Specific terms and prices will be determined at the time of any offering under a separate prospectus supplement that the Company will be required to file with the SEC at the time of the specific offering. The proceeds of the sale of securities, if and when offered, will be used for general corporate purposes as described in any prospectus supplement and could include the expansion of the Company's banking, insurance and wealth management operations as well as other business opportunities. As discussed above under the heading "Financial Condition, Borrowings," in August 2016 the Company completed its underwritten public offering of subordinated notes pursuant to this registration statement. In December 2016 the Company completed its underwritten public offering of 2,135,000 shares of the Company's common stock pursuant to this registration statement at a public offering price of \$41.50 per share.

The Company announced a \$50 million stock repurchase program in October 2018. During the fourth quarter of 2018, the Company repurchased \$7.1 million of common stock at a weighted average price of \$35.48. The plan will remain in effect until the earlier of October 2019 or the repurchase of the entire amount of common stock authorized to be repurchased by the Board of Directors.

The Company has junior subordinated debentures with a carrying value of \$109,636 at December 31, 2018, of which \$106,045 are included in the Company's Tier 1 capital. Federal Reserve guidelines limit the amount of securities that, similar to our junior subordinated debentures, are includable in Tier 1 capital, but these guidelines did not impact the amount of debentures we include in Tier 1 capital. Although our existing junior subordinated debentures are currently unaffected by these Federal Reserve guidelines, on account of changes enacted as part of the Dodd-Frank Act, any new trust preferred securities are not includable in Tier 1 capital. Further, if as a result of an acquisition we exceed \$15,000,000 in assets, or if we make any acquisition after we have exceeded \$15,000,000 in assets, we will lose Tier 1 treatment of our junior subordinated debentures.

The Company has subordinated notes with a carrying value of \$147,239 at December 31, 2018, of which \$143,452 are included in the Company's Tier 2 capital.

The Federal Reserve, the FDIC and the Office of the Comptroller of the Currency have issued guidelines governing the levels of capital that banks must maintain. Those guidelines specify capital tiers, which include the following classifications:

<u>Capital Tiers</u>	<u>Tier 1 Capital to Average Assets (Leverage)</u>	<u>Common Equity Tier 1 to Risk - Weighted Assets</u>	<u>Tier 1 Capital to Risk – Weighted Assets</u>	<u>Total Capital to Risk – Weighted Assets</u>
Well capitalized	5% or above	6.5% or above	8% or above	10% or above
Adequately capitalized	4% or above	4.5% or above	6% or above	8% or above
Undercapitalized	Less than 4%	Less than 4.5%	Less than 6%	Less than 8%
Significantly undercapitalized	Less than 3%	Less than 3%	Less than 4%	Less than 6%
Critically undercapitalized	Tangible Equity / Total Assets less than 2%			

The following table includes the capital ratios and capital amounts for the Company and the Bank for the years presented:

	<u>Actual</u>		<u>Minimum Capital Requirement to be Well Capitalized</u>		<u>Minimum Capital Requirement to be Adequately Capitalized (including the phase-in of the Capital Conservation Buffer)</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
December 31, 2018						
Renasant Corporation:						
Tier 1 leverage ratio	\$ 1,188,412	10.11%	\$ 587,939	5.00%	\$ 470,352	4.00%
Common equity tier 1 capital ratio	1,085,751	11.05%	638,468	6.50%	626,189	6.375%
Tier 1 risk-based capital ratio	1,188,412	12.10%	785,806	8.00%	773,528	7.875%
Total risk-based capital ratio	1,386,507	14.12%	982,258	10.00%	969,979	9.875%
Renasant Bank:						
Tier 1 leverage ratio	\$ 1,276,976	10.88%	\$ 587,090	5.00%	\$ 469,672	4.00%
Common equity tier 1 capital ratio	1,276,976	13.02%	637,552	6.50%	625,291	6.375%
Tier 1 risk-based capital ratio	1,276,976	13.02%	784,679	8.00%	772,418	7.875%
Total risk-based capital ratio	1,331,619	13.58%	980,849	10.00%	968,588	9.875%
December 31, 2017						
Renasant Corporation:						
Tier 1 leverage ratio	\$ 979,604	10.18%	\$ 481,086	5.00%	\$ 384,968	4.00%
Common equity tier 1 capital ratio	896,733	11.34%	513,827	6.50%	454,539	5.75%
Tier 1 risk-based capital ratio	979,604	12.39%	632,402	8.00%	573,114	7.25%
Total risk-based capital ratio	1,142,926	14.46%	790,503	10.00%	731,215	9.25%
Renasant Bank:						
Tier 1 leverage ratio	\$ 1,000,715	10.42%	\$ 480,353	5.00%	\$ 384,282	4.00%
Common equity tier 1 capital ratio	1,000,715	12.69%	512,570	6.50%	453,427	5.75%
Tier 1 risk-based capital ratio	1,000,715	12.69%	630,856	8.00%	571,713	7.25%
Total risk-based capital ratio	1,050,751	13.32%	788,569	10.00%	729,427	9.25%

For a detailed discussion of the capital adequacy guidelines applicable to the Company and the Bank, please refer to the information under the heading “Capital Adequacy Guidelines” in the “Supervision and Regulation-Supervision and Regulation of Renasant Corporation” sections and the “Supervision and Regulation-Supervision and Regulation of Renasant Bank” section in Item 1, Business.

Non-GAAP Financial Measures

In addition to results presented in accordance with generally accepted accounting principles in the United States of America (“GAAP”), this document contains certain non-GAAP financial measures, namely, return on average tangible shareholders’ equity, return on average tangible assets, the ratio of tangible equity to tangible assets and an adjusted efficiency ratio. These non-GAAP financial measures adjust GAAP financial measures to exclude intangible assets and certain charges (such as merger and conversion expenses, debt prepayment penalties and loss share termination expense) with respect to which the Company is unable to accurately predict when these charges will be incurred or, when incurred, the amount thereof. Management uses these measures to evaluate capital utilization and adequacy. In addition, the Company believes that these non-GAAP financial measures facilitate the making of period-to-period comparisons and are meaningful indicators of its operating performance, particularly because these measures are widely used by industry analysts for companies with merger and acquisition activities. Also, because intangible assets such as goodwill and the core deposit intangible and charges such as merger and conversion expenses can vary extensively from company to company and, as to intangible assets, are excluded from the calculation of a financial institution’s regulatory capital, the Company believes that the presentation of this non-GAAP financial information allows readers to more easily compare the Company’s results to information provided in other regulatory reports and the results of other companies. The reconciliations from GAAP to non-GAAP for these financial measures are below.

Return on average tangible shareholders' equity and Return on average tangible assets

	2018	2017	2016	2015	2014
Net income (GAAP)	\$ 146,920	\$ 92,188	\$ 90,930	\$ 68,014	\$ 59,582
Amortization of intangibles, net of tax	5,591	4,358	4,518	4,137	3,889
Tangible net income (non-GAAP)	152,511	96,546	95,448	72,151	63,471
Average shareholders' equity (GAAP)	1,701,334	1,380,950	1,116,038	876,915	691,802
Intangibles	747,008	565,507	491,530	379,469	301,104
Average tangible shareholders' equity (non-GAAP)	954,326	815,443	624,508	497,446	390,698
Average total assets (GAAP)	11,104,567	9,509,308	8,416,510	6,874,982	5,816,517
Intangibles	747,008	565,507	491,530	379,469	301,104
Average tangible assets (non-GAAP)	10,357,559	8,943,801	7,924,980	6,495,513	5,515,413
Return on (average) shareholders' equity (GAAP)	8.64%	6.68%	8.15%	7.76%	8.61%
Effect of adjustment for intangible assets	7.34%	5.16%	7.13%	6.74%	7.64%
Return on average tangible shareholders' equity (non-GAAP)	15.98%	11.84%	15.28%	14.50%	16.25%
Return on (average) assets (GAAP)	1.32%	0.97%	1.08%	0.99%	1.02%
Effect of adjustment for intangible assets	0.15%	0.11%	0.12%	0.12%	0.13%
Return on average tangible assets (non-GAAP)	1.47%	1.08%	1.20%	1.11%	1.15%

Tangible common equity ratio (Tangible shareholders' equity to tangible assets)

	2018	2017	2016	2015	2014
Actual shareholders' equity (GAAP)	\$ 2,043,913	\$ 1,514,983	\$ 1,232,883	\$ 1,036,818	\$ 711,651
Intangibles	977,793	635,556	494,608	474,682	297,330
Actual tangible shareholders' equity (non-GAAP)	1,066,120	879,427	738,275	562,136	414,321
Actual total assets (GAAP)	12,934,878	9,829,981	8,699,851	7,926,496	5,805,129
Intangibles	977,793	635,556	494,608	474,682	297,330
Actual tangible assets (non-GAAP)	11,957,085	9,194,425	8,205,243	7,451,814	5,507,799

Tangible Common Equity Ratio

Shareholders' equity to actual assets (GAAP)	15.80%	15.41%	14.17%	13.08%	12.26%
Effect of adjustment for intangible assets	6.88%	5.85%	5.17%	5.54%	4.74%
Tangible shareholders' equity to tangible assets (non-GAAP)	8.92%	9.56%	9.00%	7.54%	7.52%

Return on average tangible shareholders' equity and Return on average tangible assets with exclusions

	2018	2017	2016
Net income (GAAP)	\$ 146,920	\$ 92,188	\$ 90,930
Merger and conversion expense, net of tax	11,095	6,925	2,694
Debt prepayment penalties, net of tax	—	137	1,700
Loss share termination, net of tax	—	—	1,495
Revaluation of net deferred tax assets	—	14,486	—
Net income with exclusions (non-GAAP)	158,015	113,736	96,819
Amortization of intangibles, net of tax	5,591	4,358	4,518
Tangible net income with exclusions (non-GAAP)	163,606	118,094	101,337
Average shareholders' equity (GAAP)	1,701,334	1,380,950	1,116,038
Intangibles	747,008	565,507	491,530
Average tangible shareholders' equity (non-GAAP)	954,326	815,443	624,508
Average total assets (GAAP)	11,104,567	9,509,308	8,416,510
Intangibles	747,008	565,507	491,530
Average tangible assets (non-GAAP)	10,357,559	8,943,801	7,924,980
Return on average shareholders' equity with exclusions (non-GAAP)	9.29%	8.24%	8.68%
Effect of adjustment for intangible assets	7.85%	6.24%	7.55%
Return on average tangible shareholders' equity with exclusions (non-GAAP)	17.14%	14.48%	16.23%
Return on average assets with exclusions (non-GAAP)	1.42%	1.20%	1.15%
Effect of adjustment for intangible assets	0.16%	0.12%	0.13%
Return on average tangible assets with exclusions(non-GAAP)	1.58%	1.32%	1.28%

Adjusted Efficiency Ratio

	2018	2017	2016
Interest income (fully tax equivalent basis)	\$ 467,755	\$ 383,596	\$ 336,149
Interest expense	65,329	37,853	28,147
Net interest income (fully tax equivalent basis)	402,426	345,743	308,002
Total noninterest income	143,961	132,140	137,415
Net gains on sales of securities	(16)	148	1,186
Adjusted noninterest income	143,977	131,992	136,229
Total noninterest expense	345,029	301,618	295,099
Intangible amortization	7,179	6,530	6,747
Merger and conversion related expenses	14,246	10,378	4,023
Extinguishment of debt	—	205	2,539
Loss share termination	—	—	2,053
Adjusted noninterest expense	323,604	284,505	279,737
Efficiency Ratio (GAAP)	63.15%	63.12%	66.25%
Adjusted Efficiency Ratio (non-GAAP)	59.22%	59.55%	62.97%

None of the non-GAAP financial measures the Company has included in this document is intended to be considered in isolation or as a substitute for any measure prepared in accordance with GAAP. Readers of this Form 10-K should note that, because there are no standard definitions for how to calculate the non-GAAP financial measures that we use as well as the results, the Company's calculations may not be comparable to similarly titled measures presented by other companies. Also, there may be limits in the usefulness of these measures to readers of this document. As a result, the Company encourages readers to consider its consolidated financial statements and footnotes thereto in their entirety and not to rely on any single financial measure.

SEC Form 10-K

A COPY OF THIS ANNUAL REPORT ON FORM 10-K, AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION, MAY BE OBTAINED WITHOUT CHARGE BY DIRECTING A WRITTEN REQUEST TO: JOHN S. OXFORD, SENIOR VICE PRESIDENT AND DIRECTOR OF MARKETING AND PUBLIC RELATIONS, RENASANT BANK, 209 TROY STREET, TUPELO, MISSISSIPPI, 38804-4827.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Please refer to the discussion found under the headings “Risk Management – Interest Rate Risk” and “Liquidity and Capital Resources” in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations, for the disclosures required pursuant to this Item 7A.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The Consolidated Financial Statements of the Company meeting the requirements of Regulation S-X are included on the succeeding pages of this Item. All schedules have been omitted because they are not required or are not applicable.

RENASANT CORPORATION AND SUBSIDIARIES

CONSOLIDATED FINANCIAL STATEMENTS

Years Ended December 31, 2018, 2017 and 2016

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Report on Management's Assessment of Internal Control over Financial Reporting

Renasant Corporation (the "Company") is responsible for the preparation, integrity and fair presentation of the consolidated financial statements included in this annual report. The consolidated financial statements and notes included in this annual report have been prepared in conformity with accounting principles generally accepted in the United States and necessarily include some amounts that are based on management's best estimates and judgments.


Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States. The Company's internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of any unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The system of internal control over financial reporting as it relates to the financial statements is evaluated for effectiveness by management and tested for reliability through a program of internal audits. Actions are taken to correct potential deficiencies as they are identified. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden, and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation.

Management, with the participation of the Company's principal executive officer and principal financial officer, conducted an assessment of the effectiveness of the Company's system of internal control over financial reporting as of December 31, 2018, based on criteria for effective internal control over financial reporting described in the "Internal Control - Integrated Framework," (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management has concluded that, as of December 31, 2018, the Company's system of internal control over financial reporting is effective and meets the criteria of the "Internal Control - Integrated Framework." HORNE LLP, the Company's independent registered public accounting firm that has audited the Company's financial statements included in this annual report, has issued an attestation report on the Company's internal control over financial reporting which is included herein.



C. Mitchell Waycaster
President and
Chief Executive Officer



Kevin D. Chapman
Executive Vice President and
Chief Financial and Operating Officer

February 27, 2019

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Renasant Corporation

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Renasant Corporation and its subsidiaries (the “Company”) as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2018, and the related notes to the consolidated financial statements (collectively, referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the “PCAOB”), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013, and our report dated February 27, 2019, expressed an unqualified opinion on the effectiveness of the Company's internal control over financial reporting.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ HORNE LLP

We have served as the Company's auditor since 2005.

Memphis, Tennessee

February 27, 2019

Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of Renasant Corporation

Opinion on the Internal Control Over Financial Reporting

We have audited Renasant Corporation and subsidiaries' (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013. In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria for effective internal control over financial reporting described in the *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (the "PCAOB"), the consolidated financial statements of the Company as of December 31, 2018 and our report dated February 27, 2019 expressed an unqualified opinion.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting in the accompanying Report on Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ HORNE LLP

Memphis, Tennessee

February 27, 2019

Renasant Corporation and Subsidiaries
Consolidated Balance Sheets

(In Thousands, Except Share Data)

	December 31,	
	2018	2017
Assets		
Cash and due from banks	\$ 198,515	\$ 187,838
Interest-bearing balances with banks	370,596	93,615
Cash and cash equivalents	569,111	281,453
Securities available for sale, at fair value	1,250,777	671,488
Loans held for sale (\$219,848 and \$108,316 carried at fair value at December 31, 2018 and 2017, respectively)	411,427	108,316
Loans, net of unearned income:		
Non purchased loans and leases	6,389,712	5,588,556
Purchased loans	2,693,417	2,031,766
Total loans, net of unearned income	9,083,129	7,620,322
Allowance for loan losses	(49,026)	(46,211)
Loans, net	9,034,103	7,574,111
Premises and equipment, net	209,168	183,254
Other real estate owned:		
Non purchased	4,853	4,410
Purchased	6,187	11,524
Total other real estate owned, net	11,040	15,934
Goodwill	932,928	611,046
Other intangible assets, net	44,865	24,510
Bank-owned life insurance	220,608	175,863
Mortgage servicing rights	48,230	39,339
Other assets	202,621	144,667
Total assets	\$ 12,934,878	\$ 9,829,981
Liabilities and shareholders' equity		
Liabilities		
Deposits		
Noninterest-bearing	\$ 2,318,706	\$ 1,840,424
Interest-bearing	7,809,851	6,080,651
Total deposits	10,128,557	7,921,075
Short-term borrowings	387,706	89,814
Long-term debt	263,618	207,546
Other liabilities	111,084	96,563
Total liabilities	10,890,965	8,314,998
Shareholders' equity		
Preferred stock, \$.01 par value – 5,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock, \$5.00 par value – 150,000,000 shares authorized; 59,296,725 and 49,990,248 shares issued, respectively; 58,546,480 and 49,321,231 shares outstanding, respectively	296,483	249,951
Treasury stock, at cost, 750,245 and 669,017 shares, respectively	(24,245)	(19,906)
Additional paid-in capital	1,288,911	898,095
Retained earnings	500,660	397,354
Accumulated other comprehensive loss, net of taxes	(17,896)	(10,511)
Total shareholders' equity	2,043,913	1,514,983
Total liabilities and shareholders' equity	\$ 12,934,878	\$ 9,829,981

See Notes to Consolidated Financial Statements.

Renaissance Corporation and Subsidiaries
Consolidated Statements of Income

(In Thousands, Except Share Data)

	Year Ended December 31,		
	2018	2017	2016
Interest income			
Loans	\$ 428,374	\$ 344,472	\$ 302,314
Securities			
Taxable	23,948	18,531	16,551
Tax-exempt	6,456	9,433	9,814
Other	3,076	2,314	459
Total interest income	461,854	374,750	329,138
Interest expense			
Deposits	49,760	24,620	17,856
Borrowings	15,569	13,233	10,291
Total interest expense	65,329	37,853	28,147
Net interest income	396,525	336,897	300,991
Provision for loan losses	6,810	7,550	7,530
Net interest income after provision for loan losses	389,715	329,347	293,461
Noninterest income			
Service charges on deposit accounts	34,660	33,224	31,875
Fees and commissions	23,868	21,934	18,814
Insurance commissions	8,590	8,361	8,508
Wealth management revenue	13,540	11,884	11,652
Mortgage banking income	50,142	43,415	49,443
Net (losses) gains on sales of securities	(16)	148	1,186
BOLI income	4,644	4,353	4,635
Other	8,533	8,821	11,302
Total noninterest income	143,961	132,140	137,415
Noninterest expense			
Salaries and employee benefits	214,294	184,540	172,448
Data processing	18,627	16,474	17,723
Net occupancy and equipment	42,111	37,756	34,394
Other real estate owned	1,892	2,470	5,696
Professional fees	8,753	7,150	7,970
Advertising and public relations	9,464	8,248	7,080
Intangible amortization	7,179	6,530	6,747
Communications	8,318	7,578	8,329
Merger and conversion related expenses	14,246	10,378	4,023
Extinguishment of debt	—	205	2,539
Loss share termination	—	—	2,053
Other	20,145	20,289	26,097
Total noninterest expense	345,029	301,618	295,099
Income before income taxes	188,647	159,869	135,777
Income taxes	41,727	67,681	44,847
Net income	\$ 146,920	\$ 92,188	\$ 90,930
Basic earnings per share	\$ 2.80	\$ 1.97	\$ 2.18
Diluted earnings per share	\$ 2.79	\$ 1.96	\$ 2.17
Cash dividends per common share	\$ 0.80	\$ 0.73	\$ 0.71

See Notes to Consolidated Financial Statements.

Renasant Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income

(In Thousands)

	Year Ended December 31,		
	2018	2017	2016
Net income	\$ 146,920	\$ 92,188	\$ 90,930
Other comprehensive income, net of tax:			
Securities available for sale:			
Unrealized holding losses on securities	(8,315)	(2,218)	(6,206)
Reclassification adjustment for losses (gains) realized in net income	12	(91)	(727)
Unrealized holding gains on securities transferred from held to maturity to available for sale	—	8,108	—
Amortization of unrealized holding gains on securities transferred to the held to maturity category	—	(173)	(61)
Total securities available for sale	(8,303)	5,626	(6,994)
Derivative instruments:			
Unrealized holding gains on derivative instruments	365	536	527
Total derivative instruments	365	536	527
Defined benefit pension and post-retirement benefit plans:			
Net gain arising during the period	308	1,028	31
Amortization of net actuarial loss recognized in net periodic pension cost	245	249	302
Reclassification adjustment for net settlement gain realized in net income	—	—	(235)
Total defined benefit pension and post-retirement benefit plans	553	1,277	98
Other comprehensive (loss) income, net of tax	(7,385)	7,439	(6,369)
Comprehensive income	\$ 139,535	\$ 99,627	\$ 84,561

See Notes to Consolidated Financial Statements.

Renasant Corporation and Subsidiaries
Consolidated Statements of Changes in Shareholders' Equity

(In Thousands, Except Share Data)

	Common Stock		Treasury Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
	Shares	Amount					
Balance at January 1, 2016	40,293,291	\$ 206,460	\$ (22,385)	\$ 585,938	\$ 276,340	\$ (9,535)	\$ 1,036,818
Net income					90,930		90,930
Other comprehensive income (loss)						(6,369)	(6,369)
Comprehensive income							84,561
Cash dividends (\$0.71 per share)					(29,734)		(29,734)
Common stock issued in connection with an acquisition	1,680,021	8,400		46,890			55,290
Common stock issued in public offering	2,135,000	10,675		73,430			84,105
Issuance of common stock for stock-based compensation awards	223,961		693	(2,345)			(1,652)
Stock-based compensation expense				3,117			3,117
Other, net				378	—		378
Balance at December 31, 2016	<u>44,332,273</u>	<u>\$ 225,535</u>	<u>\$ (21,692)</u>	<u>\$ 707,408</u>	<u>\$ 337,536</u>	<u>\$ (15,904)</u>	<u>\$ 1,232,883</u>
Net income					92,188		92,188
Other comprehensive income						7,439	7,439
Comprehensive income							99,627
Reclassification of the income tax effects of the Tax Cuts and Jobs Act to Retained earnings					2,046	(2,046)	—
Cash dividends (\$0.73 per share)					(34,416)		(34,416)
Common stock issued in connection with an acquisition	4,883,182	24,416		189,174			213,590
Issuance of common stock for stock-based compensation awards	105,776		1,786	(3,976)			(2,190)
Stock-based compensation expense				5,293			5,293
Other, net				196			196
Balance at December 31, 2017	<u>49,321,231</u>	<u>\$ 249,951</u>	<u>\$ (19,906)</u>	<u>\$ 898,095</u>	<u>\$ 397,354</u>	<u>\$ (10,511)</u>	<u>\$ 1,514,983</u>
Net income					146,920		146,920
Other comprehensive income (loss)						(7,385)	(7,385)
Comprehensive income							139,535
Repurchase of shares in connection with stock repurchase program	(199,065)		(7,062)				(7,062)
Cash dividends (\$0.80 per share)					(43,614)		(43,614)
Common stock issued in connection with an acquisition	9,306,477	46,532		387,987			434,519
Repurchase of shares in connection with acquisition related to stock-based compensation awards	(2,000)		(93)				(93)
Issuance of common stock for stock-based compensation awards	119,837		2,816	(4,679)			(1,863)
Stock-based compensation expense				7,251			7,251
Other, net				257			257
Balance at December 31, 2018	<u>58,546,480</u>	<u>\$ 296,483</u>	<u>\$ (24,245)</u>	<u>\$ 1,288,911</u>	<u>\$ 500,660</u>	<u>\$ (17,896)</u>	<u>\$ 2,043,913</u>

See Notes to Consolidated Financial Statements.

Renasant Corporation and Subsidiaries
Consolidated Statements of Cash Flows
(In Thousands, Except Share Data)

	Year Ended December 31,		
	2018	2017	2016
Operating activities			
Net income	\$ 146,920	\$ 92,188	\$ 90,930
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	6,810	7,550	7,530
Depreciation, amortization and accretion	3,496	4,832	3,091
Deferred income tax expense	16,444	23,461	11,037
Revaluation of net deferred tax assets due to changes in tax law	—	14,486	—
Funding of mortgage loans held for sale	(1,763,246)	(1,683,454)	(1,951,144)
Proceeds from sales of mortgage loans held for sale	1,698,141	1,775,450	2,031,036
Gains on sales of mortgage loans held for sale	(40,318)	(19,675)	(31,654)
Losses (gains) on sales of securities	16	(148)	(1,186)
Loss on extinguishment of debt	—	205	2,539
(Gains) losses on sales of premises and equipment	(198)	565	115
Stock-based compensation	7,251	5,293	3,117
Decrease in FDIC loss share indemnification asset, net of accretion and amortization	—	—	2,891
Loss on termination of FDIC loss share agreements	—	—	2,053
Decrease (increase) in other assets	44,044	(6,620)	10,136
Decrease in other liabilities	(41,954)	(12,572)	(16,694)
Net cash provided by operating activities	77,406	201,561	163,797
Investing activities			
Purchases of securities available for sale	(686,887)	(210,190)	(140,133)
Proceeds from sales of securities available for sale	2,387	495,340	4,028
Proceeds from call/maturities of securities available for sale	160,703	169,445	158,359
Purchases of securities held to maturity	—	—	(15,267)
Proceeds from call/maturities of securities held to maturity	—	15,882	119,405
Net increase in loans	(115,208)	(440,205)	(504,640)
Purchases of premises and equipment	(22,360)	(13,047)	(13,560)
Proceeds from sales of premises and equipment	921	2,101	2,462
Proceeds from sales of other assets	8,361	14,131	16,939
Payment made to FDIC to terminate loss share agreements	—	—	(4,849)
Net cash received in acquisition	153,502	41,685	25,263
Net cash (used in) provided by investing activities	(498,581)	75,142	(351,993)
Financing activities			
Net increase in noninterest-bearing deposits	49,087	11,588	209,943
Net increase (decrease) in interest-bearing deposits	447,317	(88,717)	279,146
Net increase (decrease) in short-term borrowings	263,753	(19,862)	(314,952)
Proceeds from long-term debt	—	—	98,385
Repayment of long-term debt	(849)	(170,240)	(47,230)
Cash paid for dividends	(43,614)	(34,416)	(29,734)
Repurchase of shares in connection with stock repurchase program	(7,062)	—	—
Cash received on exercise of stock options	201	173	415
Excess tax benefits from exercise of stock options	—	—	2,771
Proceeds from equity offering	—	—	84,105
Net cash provided by (used in) financing activities	708,833	(301,474)	282,849
Net increase (decrease) in cash and cash equivalents	287,658	(24,771)	94,653
Cash and cash equivalents at beginning of year	281,453	306,224	211,571
Cash and cash equivalents at end of year	\$ 569,111	\$ 281,453	\$ 306,224

See Notes to Consolidated Financial Statements.

Renasant Corporation and Subsidiaries
Consolidated Statements of Cash Flows (continued)

	Year Ended December 31,		
	2018	2017	2016
Supplemental disclosures			
Cash paid for interest	\$ 66,706	\$ 36,888	\$ 25,871
Cash paid for income taxes	\$ 24,520	\$ 32,556	\$ 22,731
Noncash transactions:			
Transfers of loans to other real estate	\$ 3,826	\$ 6,699	\$ 8,870
Financed sales of other real estate owned	\$ 531	\$ 773	\$ 2,070
Transfers of loans held for sale to loan portfolio	\$ 1,732	\$ 563	\$ 17,838
Common stock issued in acquisition of businesses	\$ 434,519	\$ 213,590	\$ 55,290

See Notes to Consolidated Financial Statements.

Note 1 – Significant Accounting Policies

(Dollar amounts in thousands)

Nature of Operations: Renasant Corporation (referred to herein as the “Company”) owns and operates Renasant Bank (“Renasant Bank” or the “Bank”) and Renasant Insurance, Inc. Through its subsidiaries, the Company offers a diversified range of financial, wealth management, fiduciary and insurance services to its retail and commercial customers from full service offices located throughout north and central Mississippi, Tennessee, Alabama, Georgia and Florida.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Consolidation: The accompanying Consolidated Financial Statements and these Notes to Consolidated Financial Statements include the accounts of the Company and its consolidated subsidiaries, all of which are wholly-owned. All intercompany balances and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year presentation.

Cash and Cash Equivalents: The Company considers all highly liquid investments with a maturity of three months or less when purchased to be cash equivalents.

Securities: Debt securities are classified as held to maturity when purchased if management has the positive intent and ability to hold the securities to maturity. Held to maturity securities are stated at amortized cost. Presently, the Company has no intention of establishing a trading classification. Securities not classified as held to maturity or trading are classified as available for sale. Available for sale securities are stated at fair value, with the unrealized gains and losses, net of tax, reported in accumulated other comprehensive income within shareholders’ equity.

The amortized cost of securities, regardless of classification, is adjusted for amortization of premiums and accretion of discounts. Such amortization and accretion is included in interest income from securities, as is dividend income. Realized gains and losses on sales of securities are reflected under the line item “Net gains on sales of securities” on the Consolidated Statements of Income. The cost of securities sold is based on the specific identification method.

The Company evaluates its investment portfolio for other-than-temporary-impairment (“OTTI”) on a quarterly basis in accordance with ASC 320, “Investments - Debt and Equity Securities.” Impairment is assessed at the individual security level. The Company considers an investment security impaired if the fair value of the security is less than its cost or amortized cost basis. Impairment is considered to be other-than-temporary if the Company intends to sell the investment security or if the Company does not expect to recover the entire amortized cost basis of the security before the Company is required to sell the security or the security’s maturity. When impairment of an equity security is considered to be other-than-temporary, the security is written down to its fair value and an impairment loss is recorded as a loss within noninterest income in the Consolidated Statements of Income. When impairment of a debt security is considered to be other-than-temporary, the security is written down to its fair value. The amount of OTTI recorded as a loss within noninterest income depends on whether an entity intends to sell the debt security and whether it is more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis. If an entity intends to, or has decided to, sell the debt security or more likely than not will be required to sell the security before recovery of its amortized cost basis, OTTI must be recognized in earnings in an amount equal to the entire difference between the security’s amortized cost basis and its fair value. If an entity does not intend to sell the debt security and it is not more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, OTTI is separated into the amount representing credit loss and the amount related to all other market factors. The amount related to credit loss is recognized in earnings and is calculated as the difference between the estimate of discounted future cash flows and the amortized cost basis of the security. A number of qualitative and quantitative factors, including but not limited to the financial condition of the underlying issuer and current and projected deferrals or defaults, are considered by management in the estimate of the discounted future cash flows. The remaining difference between the fair value and the amortized cost basis of the security is considered the amount related to other market factors and is recognized in other comprehensive income, net of applicable taxes.

Debt securities may be transferred to nonaccrual status where the recognition of investment interest is discontinued. A number of qualitative factors, including but not limited to the financial condition of the underlying issuer and current and projected deferrals or defaults, are considered by management in the determination of whether the debt security should be transferred to nonaccrual status. The interest on nonaccrual investment securities is accounted for on the cash-basis method until the debt security qualifies for return to accrual status. See Note 3, “Securities,” for further details regarding the Company’s securities portfolio.

Note 1 – Significant Accounting Policies (continued)

Securities Sold Under Agreements to Repurchase: Securities sold under agreements to repurchase are accounted for as collateralized financing transactions and are recorded at the amounts at which the securities were sold. Securities, generally U.S. government and federal agency securities, pledged as collateral under these financing arrangements cannot be sold or replighted by the secured party.

Loans Held for Sale: Residential mortgage loans held for sale are included in the line item “Loans held for sale” on the Company’s Consolidated Balance Sheet. The Company has elected to carry these loans at fair value as permitted under the guidance in Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) 825, “Financial Instruments” (“ASC 825”). Gains and losses are realized at the time consideration is received and all other criteria for sales treatment have been met. These realized and unrealized gains and losses are classified under the line item “Mortgage banking income” on the Consolidated Statements of Income.

In connection with the acquisition of Brand, the Company acquired a portfolio of non-mortgage consumer loans, which are also included in the line item “Loans held for sale” on the Company’s Consolidated Balance Sheet as of December 31, 2018. The Company is currently evaluating its long-term plans with respect to this portfolio. In accordance with ASC Topic 850, “Business Combinations”, these loans were measured at fair value as of the acquisition date. Subsequent to the acquisition date, these loans are carried at the lower of amortized cost or fair value.

Loans and the Allowance for Loan Losses: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding unpaid principal balances, adjusted for charge-offs, the allowance for loan losses and any deferred fees or costs on originated loans. Renasant Bank defers certain nonrefundable loan origination fees as well as the direct costs of originating or acquiring loans. The deferred fees and costs are then amortized over the term of the note for all loans with payment schedules. Loans with no payment schedule are amortized using the interest method. The amortization of these deferred fees is presented as an adjustment to the yield on loans. Interest income is accrued on the unpaid principal balance.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Generally, the recognition of interest on mortgage and commercial loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Consumer and other retail loans are typically charged-off no later than the time the loan is 120 days past due. In all cases, loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. Loans may be placed on nonaccrual regardless of whether or not such loans are considered past due. All interest accrued for the current year, but not collected, for loans that are placed on nonaccrual or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impairment is measured on a loan-by-loan basis for commercial and construction loans above a minimum dollar amount threshold by, as applicable, the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s obtainable market price or the fair value of the collateral if the loan is collateral dependent. Large groups of smaller balance homogeneous loans are evaluated collectively for impairment. When the ultimate collectability of an impaired loan’s principal is in doubt, wholly or partially, all cash receipts are applied to principal. Once the recorded balance has been reduced to zero, future cash receipts are applied to interest income, to the extent any interest has been foregone, and then they are recorded as recoveries of any amounts previously charged-off. For impaired loans, a specific reserve is established to adjust the carrying value of the loan to its estimated net realizable value.

Restructured loans are those for which concessions have been granted to the borrower due to a deterioration of the borrower’s financial condition and are performing in accordance with the new terms. Such concessions may include reduction in interest rates or deferral of interest or principal payments. In evaluating whether to restructure a loan, management analyzes the long-term financial condition of the borrower, including guarantor and collateral support, to determine whether the proposed concessions will increase the likelihood of repayment of principal and interest. Restructured loans that are not performing in accordance with their restructured terms that are either contractually 90 days past due or have been placed on nonaccrual status are reported as nonperforming loans.

The allowance for loan losses is maintained at a level believed adequate by management to absorb probable credit losses inherent in the entire loan portfolio. The appropriate level of the allowance is based on an ongoing analysis of the loan portfolio and represents an amount that management deems adequate to provide for inherent losses, including collective impairment as recognized

under ASC 450, “Contingencies.” Collective impairment is calculated based on loans grouped by grade. Another component of the allowance is losses on loans assessed as impaired under ASC 310, “Receivables” (“ASC 310”). The balance of these loans and their related allowance is included in management’s estimation and analysis of the allowance for loan losses. Management and the internal loan review staff evaluate the adequacy of the allowance for loan losses quarterly. The allowance for loan losses is evaluated based on a continuing assessment of problem loans, the types of loans, historical loss experience, new lending products, emerging credit trends, changes in the size and character of loan categories and other factors, including its risk rating system, regulatory guidance and economic conditions. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The allowance for loan losses is established through a provision for loan losses charged to earnings resulting from measurements of inherent credit risk in the loan portfolio and estimates of probable losses or impairments of individual loans. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

See Note 4, “ Non Purchased Loans,” Note 5, “Purchased Loans,” and Note 6, “ Allowance for Loan Losses” for disclosures regarding the Company’s past due and nonaccrual loans, impaired loans and restructured loans and its allowance for loan losses.

Business Combinations, Accounting for Credit-Deteriorated Purchased Loans and Related Assets: Business combinations are accounted for by applying the acquisition method in accordance with ASC 805, “Business Combinations.” Under the acquisition method, identifiable assets acquired and liabilities assumed and any non-controlling interest in the acquiree at the acquisition date are measured at their fair values as of that date and are recognized separately from goodwill. Results of operations of the acquired entities are included in the Consolidated Statements of Income from the date of acquisition. Acquisition costs incurred by the Company are expensed as incurred.

Loans purchased in business combinations with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered to be credit-impaired. Purchased credit deteriorated loans are accounted for in accordance with ASC 310-30, “Loans and Debt Securities Acquired with Deteriorated Credit Quality” (“ASC 310-30”), and initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loans. Increases in expected cash flows to be collected on these loans are recognized as an adjustment of the loan’s yield over its remaining life, while decreases in expected cash flows are recognized as an impairment.

FDIC-Assisted Acquisitions:

During 2010 and 2011, the Bank acquired in FDIC-assisted acquisitions substantially all of the assets and assumed substantially all of the deposits and certain other liabilities of the following two failed financial institutions:

- Crescent Bank and Trust Company (Jasper, GA), July 2010
- American Trust Bank (Roswell, GA), February 2011

In connection with the July 2015 acquisition of Heritage Financial Group, Inc. (“Heritage”) and its wholly-owned subsidiary HeritageBank of the South (“HeritageBank”), the Bank assumed two additional loss share agreements that HeritageBank had entered into in connection with its acquisition in FDIC-assisted acquisitions of substantially all of the assets and assumption of substantially all of the deposits and certain other liabilities of the following two failed financial institutions:

- Citizens Bank of Effingham (Springfield, GA), February 2011
- First Southern National Bank (Statesboro, GA), August 2011

A significant portion of the loans and foreclosed assets acquired in each of these FDIC-assisted acquisitions were subject to loss share agreements with the Federal Deposit Insurance Corporation (the “FDIC”) whereby the Company was indemnified against a portion of the losses on such loans and foreclosed assets.

On December 8, 2016, the Bank entered into an agreement with the FDIC that terminated all of the Bank’s loss share agreements, resulting in a payment by the Company to the FDIC of \$4,849. All rights and obligations of the parties under these loss share agreements, including the claw-back provisions, terminated effective December 8, 2016. As a result, after such date all recoveries, gains, charge-offs, losses and expenses related to assets previously covered under loss share are recognized entirely by the Company. Notwithstanding the termination of loss share with the FDIC, the terms of the purchase and assumption agreements for each of these FDIC-assisted acquisitions continue to require the FDIC to indemnify the Company against certain claims, including claims with respect to assets, liabilities or any affiliate not acquired or otherwise assumed by the Bank and with respect to claims based on any action by directors, officers or employees of the relevant failed financial institutions.

Note 1 – Significant Accounting Policies (continued)

Premises and Equipment: Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed primarily by use of the straight-line method for furniture, fixtures, equipment, autos and premises. The annual provisions for depreciation have been computed primarily using estimated lives of forty years for premises, seven years for furniture and equipment and three to five years for computer equipment and autos. Leasehold improvements are expensed over the period of the leases or the estimated useful life of the improvements, whichever is shorter.

Other Real Estate Owned: Other real estate owned consists of properties acquired through foreclosure or acceptance of a deed in lieu of foreclosure. These properties are initially recorded into other real estate at fair market value less cost to sell and are subsequently carried at the lower of cost or fair market value based on appraised value less estimated selling costs. Losses arising at the time of foreclosure of properties are charged against the allowance for loan losses. Reductions in the carrying value subsequent to acquisition are charged to earnings and are included under the line item “Other real estate owned” in the Consolidated Statements of Income.

Mortgage Servicing Rights: The Company retains the right to service certain mortgage loans that it sells to secondary market investors. These mortgage servicing rights are recognized as a separate asset on the date the corresponding mortgage loan is sold. Mortgage servicing rights are amortized in proportion to and over the period of estimated net servicing income. These servicing rights are carried at the lower of amortized cost or fair value. Fair value is determined using an income approach with various assumptions including expected cash flows, prepayment speeds, market discount rates, servicing costs, mortgage interest rates and other factors. Mortgage servicing rights were carried at amortized cost at December 31, 2018 and 2017, respectively. Impairment losses on mortgage servicing rights are recognized to the extent by which the unamortized cost exceeds fair value. Changes to the fair value of the mortgage servicing rights are recorded as part of Mortgage banking income in the Consolidated Statements of Income.

Goodwill and Other Intangible Assets: Goodwill represents the excess of the cost of an acquisition over the fair value of the net assets acquired. Other intangible assets represent purchased assets that lack physical substance but can be distinguished from goodwill because of contractual or other legal rights. Intangibles with finite lives are amortized over their estimated useful lives. Goodwill and other intangible assets are subject to impairment testing annually or more frequently if events or circumstances indicate possible impairment. Goodwill is assigned to the Company’s reporting segments. In determining the fair value of the Company’s reporting units, management uses the market approach. Other intangible assets, consisting of core deposit intangibles and customer relationship intangibles, are reviewed for events or circumstances which could impact the recoverability of the intangible asset, such as a loss of core deposits, increased competition or adverse changes in the economy. No impairment was identified for the Company’s goodwill or its other intangible assets as a result of the testing performed during 2018, 2017 or 2016.

Bank-Owned Life Insurance: Bank-owned life insurance (“BOLI”) is an institutionally-priced insurance product that is specifically designed for purchase by insured depository institutions. The Company has purchased such insurance policies on certain employees, with Renasant Bank being listed as the primary beneficiary. The carrying value of BOLI is recorded at the cash surrender value of the policies, net of any applicable surrender charges. In connection with the acquisitions of Brand and Metropolitan (each as defined below in Note 2, “Mergers and Acquisitions”), the Company acquired BOLI with a cash surrender value of \$40,081 and \$19,283, respectively, at the acquisition date. Changes in the value of the cash surrender value of the policies are reflected under the line item “BOLI income” on the Consolidated Statements of Income.

Insurance Agency Revenues: Renasant Insurance, Inc. is a full-service insurance agency offering all lines of commercial and personal insurance through major third-party insurance carriers. Commissions and fees are recognized when earned based on contractual terms and conditions of insurance policies with the insurance carriers. These commissions and fees are classified under the line item “Insurance commissions” on the Consolidated Statements of Income. Contingency fee income paid by the insurance carriers is recognized upon receipt and classified under the line item “Other noninterest income” on the Consolidated Statements of Income.

Trust and Wealth Management Revenues: The Company offers trust services as well as various investment products, including annuities and mutual funds. Trust revenues are recognized on the accrual basis in accordance with the contractual terms of the trust. Commissions and fees from the sale of annuities, mutual funds and other investment products are recognized when earned based on contractual terms with the third party broker-dealer. These commissions and fees are classified under the line item “Wealth management revenue” on the Consolidated Statements of Income.

Income Taxes: Income taxes are accounted for under the liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. It is the Company’s policy to recognize interest and penalties, if incurred, related to unrecognized tax benefits in income tax expense. The Company and its subsidiaries

file a consolidated federal income tax return. Renasant Bank provides for income taxes on a separate-return basis and remits to the Company amounts determined to be currently payable.

Deferred income taxes, included in “Other assets” on the Consolidated Balance Sheets, reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes that the Company and its subsidiaries will realize a substantial majority of the deferred tax assets. A valuation allowance, if needed, reduces deferred tax assets to the expected amount most likely to be realized through a charge to income tax expense.

Fair Value Measurements: ASC 820, “Fair Value Measurements and Disclosures,” provides guidance for using fair value to measure assets and liabilities and also establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels. The fair value hierarchy gives the highest priority to a valuation based on quoted prices in active markets for identical assets and liabilities (Level 1), moderate priority to a valuation based on quoted prices in active markets for similar assets and liabilities and/or based on assumptions that are observable in the market (Level 2), and the lowest priority to a valuation based on assumptions that are not observable in the market (Level 3). See Note 18, “Fair Value Measurements,” for further details regarding the Company’s methods and assumptions used to estimate the fair values of the Company’s financial assets and liabilities.

Derivative Instruments and Hedging Activities: The Company utilizes derivative financial instruments as part of its ongoing efforts to manage its interest rate risk exposure. Derivative financial instruments are included in the Consolidated Balance Sheets line item “Other assets” or “Other liabilities” at fair value in accordance with ASC 815, “Derivatives and Hedging.”

Cash flow hedges are utilized to mitigate the exposure to variability in expected future cash flows or other types of forecasted transactions. For the Company’s derivatives designated as cash flow hedges, changes in the fair value of cash flow hedges are, to the extent that the hedging relationship is effective, recorded as other comprehensive income and are subsequently recognized in earnings at the same time that the hedged item is recognized in earnings. The ineffective portions of the changes in fair value of the hedging instruments are immediately recognized in earnings. The assessment of the effectiveness of the hedging relationship is evaluated under the hypothetical derivative method.

The Company also utilizes derivative instruments that are not designated as hedging instruments. The Company enters into interest rate cap and/or floor agreements with its customers and then enters into an offsetting derivative contract position with other financial institutions to mitigate the interest rate risk associated with these customer contracts. Because these derivative instruments are not designated as hedging instruments, changes in the fair value of the derivative instruments are recognized currently in earnings.

The Company enters into interest rate lock commitments on certain residential mortgage loans with its customers to mitigate the interest rate risk associated with the commitments to fund fixed-rate mortgage loans. Under such commitments, interest rates for a mortgage loan are typically locked in for up to 45 days with the customer. These interest rate lock commitments are recorded at fair value in the Company’s Consolidated Balance Sheets. Gains and losses arising from changes in the valuation of the commitments are recognized currently in earnings and are reflected under the line item “Mortgage banking income” on the Consolidated Statements of Income.

The Company utilizes two methods to deliver mortgage loans to be sold to an investor. Under a “best efforts” sales agreement, the Company enters into a sales agreement with an investor in the secondary market to sell the loan when an interest rate lock commitment is entered into with a customer, as described above. Under a “best efforts” sales agreement, the Company is obligated to sell the mortgage loan to the investor only if the loan is closed and funded. Thus, the Company will not incur any liability to an investor if the mortgage loan commitment in the pipeline fails to close. Under a “mandatory delivery” sales agreement, the Company commits to deliver a certain principal amount of mortgage loans to an investor at a specified price and delivery date. Penalties are paid to the investor should the Company fail to satisfy the contract. These types of mortgage loan commitments are recorded at fair value in the Company’s Consolidated Balance Sheets. Gains and losses arising from changes in the valuation of these commitments are recognized currently in earnings and are reflected under the line item “Mortgage banking income” on the Consolidated Statements of Income.

Treasury Stock: Treasury stock is recorded at cost. Shares held in treasury are not retired.

Retirement Plans: The Company sponsors a noncontributory pension plan and provides retiree medical benefits for certain employees. The Company’s independent actuary firm prepares actuarial valuations of pension cost and obligation under ASC 715, “Compensation – Retirement Benefits” (“ASC 715”), using assumptions and estimates derived in accordance with the guidance set forth in ASC 715. Expense related to the plans is included under the line item “Salaries and employee benefits” on the

Note 1 – Significant Accounting Policies (continued)

Consolidated Statements of Income. Actuarial gains and losses are recognized in accumulated other comprehensive income, net of tax, until they are amortized as a component of plan expense. See Note 14, “Employee Benefit and Deferred Compensation Plans,” for further details regarding the Company’s retirement plans.

Stock-Based Compensation: The Company recognizes compensation expense for all share-based payments to employees in accordance with ASC 718, “Compensation - Stock Compensation.” Compensation expense for option grants and restricted stock awards is determined based on the estimated fair value of the stock options and restricted stock on the applicable grant or award date and is recognized over the respective awards’ vesting period. The Company has elected to account for forfeitures in compensation cost when they occur as permitted under the guidance in ASC 718, “Compensation - Stock Compensation” (“ASC 718”). Expense associated with the Company’s stock-based compensation is included under the line item “Salaries and employee benefits” on the Consolidated Statements of Income. See Note 14, “Employee Benefit and Deferred Compensation Plans,” for further details regarding the Company’s stock-based compensation.

Earnings Per Common Share: Basic net income per common share is calculated by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted net income per common share reflects the pro forma dilution of shares outstanding, assuming outstanding stock options were exercised into common shares and nonvested restricted stock awards, whose vesting is subject to future service requirements, were outstanding common shares as of the awards’ respective grant dates, calculated in accordance with the treasury method. See Note 21, “Net Income Per Common Share,” for the reconciliation of the numerators and denominators of the basic and diluted earnings per share computations.

Subsequent Events: The Company has evaluated, for consideration of recognition or disclosure, subsequent events that have occurred through the date of issuance of its financial statements, and has determined that no significant events occurred after December 31, 2018 but prior to the issuance of these financial statements that would have a material impact on its Consolidated Financial Statements.

Impact of Recently-Issued Accounting Standards and Pronouncements:

In May 2014, the FASB issued Accounting Standards Update (“ASU”) 2014-09 (“ASU 2014-09”), which is an update to FASB Accounting Standards Codification (“ASC”) 606, “Revenue from Contracts with Customers” (“ASC 606”). ASU 2014-09 provides guidance that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. For a majority of the Company’s income streams, including interest income earned on loans and leases, the recognition of revenue is governed by other accounting standards and is specifically excluded from the coverage of ASC 606. In addition, the Company’s revenue that is covered by ASC 606, the most significant of which is service charges on deposit accounts, is generally based on day-to-day contracts with Company customers and, as a result, is not impacted by the new guidance. The Company adopted ASU 2014-09 in the first quarter of 2018, and there was no impact to the financial statements at the time of adoption. The Company has included newly applicable revenue disclosures in this filing in Note 27, “Revenue Recognition.”

In January 2016, FASB issued ASU 2016-01, “*Recognition and Measurement of Financial Assets and Financial Liabilities*” (“ASU 2016-01”). ASU 2016-01 revises the accounting for the classification and measurement of investments in equity securities and revises the presentation of certain fair value changes for financial liabilities measured at fair value. For equity securities, the guidance in ASU 2016-01 requires equity investments to be measured at fair value with changes in fair value recognized in net income. For financial liabilities that are measured at fair value in accordance with the fair value option, the guidance requires presenting, in other comprehensive income, the change in fair value that relates to a change in instrument-specific credit risk. ASU 2016-01 also eliminates the disclosure assumptions used to estimate fair value for financial instruments measured at amortized cost and requires disclosure of an exit price notion in determining the fair value of financial instruments measured at amortized cost. The Company used an entry price notion in determining the fair value of certain financial instruments prior to its changing to the exit price notion upon adoption of this standard in the first quarter of 2018. This ASU did not have any other impact on the Company at the time of adoption.

In February 2016, FASB issued ASU 2016-02, “*Leases (Topic 842)*” (“ASU 2016-02”). ASU 2016-02 amends the accounting model and disclosure requirements for leases. The prior accounting model for leases distinguished between capital leases, which were recognized on-balance sheet, and operating leases, which were not. Under the new standard, lease classifications are defined as finance leases, which are similar to capital leases under prior GAAP, and operating leases. Further, a lessee recognizes a lease liability and a right-of-use asset for all leases with a term greater than 12 months on its balance sheet regardless of the lease’s classification, which will increase reported assets and liabilities. The accounting model and disclosure requirements for lessors remains substantially unchanged from prior GAAP. This standard became effective on January 1, 2019. The Company will record a right-of-use asset and a lease liability of approximately \$55,000 as of the effective date of the standard. The guidance will not

have a material impact on the Company's statement of income. The Company will include newly required disclosures beginning in the quarterly reporting for the first quarter of 2019.

In June 2016, FASB issued ASU 2016-13, "*Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*" ("ASU 2016-13"). The update will significantly change the way entities recognize impairment on many financial assets by requiring immediate recognition of estimated credit losses expected to occur over the asset's remaining life. FASB describes this impairment recognition model as the current expected credit loss ("CECL") model and believes the CECL model will result in more timely recognition of credit losses since the CECL model incorporates expected credit losses versus incurred credit losses. The scope of FASB's CECL model would include loans, held-to-maturity debt instruments, lease receivables, loan commitments and financial guarantees that are not accounted for at fair value. For public companies, this update becomes effective for interim and annual periods beginning after December 15, 2019. The Company has formed an implementation committee comprised of both accounting and credit employees to guide Renasant Bank through the implementation of ASU 2016-13. The Company has also engaged a third party to act as a consultant and software provider to assist in the implementation of the CECL model. The implementation committee and the consultant have established the CECL blueprint for Renasant Bank, which includes the selected methodology, proper pool segmentation and loan data validation. Currently, the CECL committee is working with the consultant to build the CECL model and expects to run a preliminary CECL calculation in the second quarter of 2019.

In August 2016, FASB issued ASU 2016-15, "*Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments*" ("ASU 2016-15"). ASU 2016-15 is intended to reduce the diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows, including (1) debt prepayment or debt extinguishment costs, (2) settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing, (3) contingent consideration payments made after a business combination, (4) proceeds from the settlement of insurance claims, (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies, (6) distributions received from equity method investees, (7) beneficial interests in securitization transactions and (8) separately identifiable cash flows and application of the predominance principle. This update became effective January 1, 2018 and did not have a material impact on the Company's financial statements.

In March 2017, FASB issued ASU 2017-07, "*Compensation - Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost*" ("ASU 2017-07"). ASU 2017-07 requires employers to report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. These amendments also allow only the service cost component to be eligible for capitalization when applicable. This update became effective January 1, 2018 and did not have a material impact on the Company's financial statements.

In March 2017, FASB issued ASU 2017-08, "*Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*" ("ASU 2017-08"). ASU 2017-08 requires the amortization period for certain callable debt securities held at a premium to be the earliest call date. ASU 2017-08 will be effective for interim and annual periods beginning after December 15, 2018. This update became effective January 1, 2019 and did not have a material impact on the Company's financial statements.

In August 2017, FASB issued ASU 2017-12, "*Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*" ("ASU 2017-12"). ASU 2017-12 is intended to simplify hedge accounting by eliminating the requirement to separately measure and report hedge effectiveness. ASU 2017-12 also seeks to expand the application of hedge accounting by modifying current requirements to include hedge accounting on partial-term hedges, the hedging of prepayable financial instruments and other strategies. This update became effective January 1, 2019 and did not have a material impact on the Company's financial statements.

In August 2018, FASB issued ASU 2018-13, "*Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*" ("ASU 2018-13"). ASU 2018-13 is intended to improve the disclosures on fair value measurements by eliminating, amending and adding certain disclosure requirements. These changes are intended to reduce costs for preparers while providing more useful information for financial statement users. ASU 2018-13 will be effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted. The Company is currently evaluating the effect that ASU 2018-13 will have on its financial position and results of operations and its financial statement disclosures.

Note 2 – Mergers and Acquisitions

(Dollar amounts in thousands)

Acquisition of Brand Group Holdings, Inc.

Effective September 1, 2018, the Company completed its acquisition by merger of Brand Group Holdings, Inc. (“Brand”), the parent company of The Brand Banking Company (“Brand Bank”), in a transaction valued at approximately \$474,453. The Company issued 9,306,477 shares of common stock and paid approximately \$21,879 to Brand shareholders, excluding cash paid for fractional shares, and paid approximately \$17,157, net of tax benefit, to Brand stock option holders for 100% of the voting equity interest in Brand. At closing, Brand merged with and into the Company, with the Company the surviving corporation in the merger; immediately thereafter, Brand Bank merged with and into Renasant Bank, with Renasant Bank the surviving banking corporation in the merger. On September 1, 2018, Brand operated thirteen banking locations throughout the greater Atlanta market.

The Company recorded approximately \$349,416 in intangible assets which consist of goodwill of \$321,882 and a core deposit intangible of \$27,534. Goodwill resulted from a combination of revenue enhancements from expansion in existing markets and efficiencies resulting from operational synergies. The fair value of the core deposit intangible is being amortized over the estimated useful life, currently expected to be approximately 10 years. The goodwill is not deductible for income tax purposes. The following table summarizes the allocation of purchase price to assets and liabilities acquired in connection with the Company’s acquisition of Brand based on their fair values on September 1, 2018.

Purchase Price:		
Shares issued to common shareholders	9,306,477	
Purchase price per share	\$ 46.69	
Value of stock paid		\$ 434,519
Cash consideration paid		21,879
Cash paid for fractional shares		4
Cash settlement for stock options, net of tax benefit		17,157
Deal charges paid on behalf of Brand		894
Total Purchase Price		\$ 474,453
Net Assets Acquired:		
Stockholders’ equity at acquisition date	\$ 138,896	
Increase (decrease) to net assets as a result of fair value adjustments to assets acquired and liabilities assumed:		
Securities	(231)	
Loans, including loans held for sale	(20,926)	
Premises and equipment	910	
Intangible assets	27,534	
Other assets	(3,304)	
Deposits	(1,367)	
Borrowings	(3,236)	
Other liabilities	13,338	
Deferred income taxes	957	
Total Net Assets Acquired		152,571
Goodwill resulting from merger⁽¹⁾		\$ 321,882

(1) The goodwill resulting from the merger has been assigned to the Community Banks operating segment.

Note 2 - Mergers and Acquisitions (continued)

The following table summarizes the estimated fair value on September 1, 2018 of assets acquired and liabilities assumed on that date in connection with the merger with Brand. These estimates are subject to change pending the finalization of all valuations.

Cash and cash equivalents	\$ 193,436
Securities	71,246
Loans, including loans held for sale	1,589,254
Premises and equipment	20,070
Intangible assets	349,416
Other assets	112,050
Total assets	2,335,472
Deposits	1,714,177
Borrowings	90,912
Other liabilities	55,930
Total liabilities	1,861,019

As part of the merger agreement, Brand agreed to divest the operations of its subsidiary Brand Mortgage Group, LLC (“BMG”), which transaction was completed as of October 31, 2018. As a result, the balance sheet and results of operations of BMG, which the Company considers to be immaterial to the overall results of the Company, were included in the Company’s balance sheet and consolidated results of operations from September 1, 2018 to October 31, 2018. The following table summarizes the significant assets acquired and liabilities assumed from BMG:

<i>(in thousands)</i>	September 1, 2018
Loans held for sale	48,100
Borrowings	34,139

The following table summarizes the results of operations for BMG included in the Company’s Consolidated Statements of Income for the twelve months ended December 31, 2018:

<i>(in thousands)</i>	
Interest income	\$ 357
Interest expense	279
Net interest income	78
Noninterest income	4,043
Noninterest expense	4,398
Net income before taxes	\$ (277)

Acquisition of Metropolitan BancGroup, Inc.

Effective July 1, 2017, the Company completed its acquisition of Metropolitan BancGroup, Inc. (“Metropolitan”), the parent company of Metropolitan Bank, in a transaction valued at approximately \$219,461. The Company issued 4,883,182 shares of common stock and paid approximately \$4,764 to Metropolitan stock option holders for 100% of the voting equity interest in Metropolitan. At closing, Metropolitan merged with and into the Company, with the Company the surviving corporation in the merger; immediately thereafter, Metropolitan Bank merged with and into Renasant Bank, with Renasant Bank the surviving banking corporation in the merger. On July 1, 2017, Metropolitan operated eight banking locations in Nashville and Memphis, Tennessee and the Jackson, Mississippi Metropolitan Statistical Area.

The Company recorded approximately \$147,478 in intangible assets which consist of goodwill of \$140,512 and a core deposit intangible of \$6,966. Goodwill resulted from a combination of revenue enhancements from expansion in existing markets and efficiencies resulting from operational synergies. The fair value of the core deposit intangible is being amortized on an accelerated basis over the estimated useful life, currently expected to be approximately 10 years. The goodwill is not deductible for income tax purposes.

Note 2 - Mergers and Acquisitions (continued)

The following table summarizes the allocation of purchase price to assets and liabilities acquired in connection with the Company's acquisition of Metropolitan based on their fair values on July 1, 2017.

Purchase Price:		
Shares issued to common shareholders	4,883,182	
Purchase price per share	\$ 43.74	
Value of stock paid		\$ 213,590
Cash paid for fractional shares		5
Cash settlement for stock options		4,764
Deal charges paid on behalf of Metropolitan		1,102
Total Purchase Price		\$ 219,461
Net Assets Acquired:		
Stockholders' equity at acquisition date	\$ 89,253	
Increase (decrease) to net assets as a result of fair value adjustments to assets acquired and liabilities assumed:		
Securities	(731)	
Mortgage loans held for sale	30	
Loans	(13,071)	
Premises and equipment	(4,629)	
Intangible assets, net of Metropolitan's existing intangibles	2,340	
Other real estate owned	(1,251)	
Other assets	2,731	
Deposits	(3,603)	
Borrowings	(1,294)	
Other liabilities	3,930	
Deferred income taxes	5,244	
Total Net Assets Acquired		78,949
Goodwill resulting from merger⁽¹⁾		\$ 140,512

(1) The goodwill resulting from the merger has been assigned to the Community Banks operating segment.

The following table summarizes the fair value on July 1, 2017 of assets acquired and liabilities assumed at acquisition date in connection with the merger with Metropolitan.

Cash and cash equivalents	\$ 47,556
Securities	108,697
Loans, including mortgage loans held for sale	967,804
Premises and equipment	8,576
Other real estate owned	1,203
Intangible assets	147,478
Other assets	69,567
Total assets	1,350,881
Deposits	942,084
Borrowings	174,522
Other liabilities	20,685
Total liabilities	1,137,291

Note 2 - Mergers and Acquisitions (continued)

Supplemental Pro Forma Combined Condensed Results of Operations

The following unaudited pro forma combined condensed consolidated financial information presents the results of operations for the twelve months ended December 31, 2018 and 2017 of the Company as though the Brand and Metropolitan mergers had been completed as of January 1, 2017. The unaudited estimated pro forma information combines the historical results of Brand and Metropolitan with the Company's historical consolidated results and includes certain adjustments reflecting the estimated impact of certain fair value adjustments for the periods presented. The pro forma information is not necessarily indicative of what would have occurred had the acquisitions taken place on January 1, 2017. The pro forma information does not include the effect of any cost-saving or revenue-enhancing strategies. Merger expenses are reflected in the period in which they were incurred.

	Twelve Months Ended December 31,	
	2018	2017
Net interest income - pro forma (unaudited)	\$ 455,513	\$ 450,353
Noninterest income - pro forma (unaudited)	\$ 153,850	\$ 176,699
Noninterest expense - pro forma (unaudited)	\$ 452,699	\$ 422,700
Net income - pro forma (unaudited)	\$ 115,646	\$ 105,729
Earnings per share - pro forma (unaudited):		
Basic	\$ 1.97	\$ 1.80
Diluted	\$ 1.97	\$ 1.80

Due to the timing of the respective system conversions and the integration of operations into the Company's existing operations, historical reporting for acquired operations is impracticable, and, therefore, disclosure of the amounts of revenue and expenses of the acquired institutions since the acquisition dates is impracticable.

Note 3 – Securities

(In Thousands, Except Number of Securities)

The amortized cost and fair value of securities available for sale were as follows as of the dates presented:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2018				
Obligations of other U.S. Government agencies and corporations	\$ 2,536	\$ 13	\$ (38)	\$ 2,511
Obligations of states and political subdivisions	200,798	3,038	(567)	203,269
Residential mortgage backed securities:				
Government agency mortgage backed securities	621,690	719	(9,126)	613,283
Government agency collateralized mortgage obligations	332,697	274	(5,982)	326,989
Commercial mortgage backed securities:				
Government agency mortgage backed securities	21,957	257	(384)	21,830
Government agency collateralized mortgage obligations	28,446	24	(135)	28,335
Trust preferred securities	12,359	—	(1,726)	10,633
Other debt securities	44,046	192	(311)	43,927
	<u>\$ 1,264,529</u>	<u>\$ 4,517</u>	<u>\$ (18,269)</u>	<u>\$ 1,250,777</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
December 31, 2017				
Obligations of other U.S. Government agencies and corporations	\$ 3,554	\$ 40	\$ (30)	\$ 3,564
Obligations of states and political subdivisions	228,589	6,161	(269)	234,481
Residential mortgage backed securities:				
Government agency mortgage backed securities	196,121	888	(3,059)	193,950
Government agency collateralized mortgage obligations	180,258	133	(3,752)	176,639
Commercial mortgage backed securities:				
Government agency mortgage backed securities	31,015	389	(234)	31,170
Government agency collateralized mortgage obligations	5,019	1	(14)	5,006
Trust preferred securities	12,442	—	(3,054)	9,388
Other debt securities	17,106	260	(76)	17,290
	<u>\$ 674,104</u>	<u>\$ 7,872</u>	<u>\$ (10,488)</u>	<u>\$ 671,488</u>

Note 3 - Securities (continued)

Securities sold were as follows for the periods presented:

	Carrying Value	Net Proceeds	Gain/(Loss)
Twelve months ended December 31, 2018			
Obligations of states and political subdivisions	\$ 901	\$ 893	\$ (8)
Residential mortgage backed securities:			
Government agency mortgage backed securities	943	942	(1)
Government agency collateralized mortgage obligations	559	552	(7)
	<u>\$ 2,403</u>	<u>\$ 2,387</u>	<u>\$ (16)</u>

	Carrying Value	Net Proceeds	Gain/(Loss)
Twelve months ended December 31, 2017			
Obligations of other U.S. Government agencies and corporations	\$ 11,088	\$ 10,974	\$ (114)
Obligations of states and political subdivisions	110,019	112,199	2,180
Residential mortgage backed securities:			
Government agency mortgage backed securities	264,924	263,217	(1,707)
Government agency collateralized mortgage obligations	72,153	71,781	(372)
Commercial mortgage backed securities:			
Government agency mortgage backed securities	14,104	14,082	(22)
Government agency collateralized mortgage obligations	6,289	6,289	—
Trust preferred securities	9,346	9,403	57
Other debt securities	7,269	7,395	126
	<u>\$ 495,192</u>	<u>\$ 495,340</u>	<u>\$ 148</u>

	Carrying Value	Net Proceeds	Gain/(Loss)
Twelve months ended December 31, 2016			
Other equity securities	\$ 2,842	\$ 4,028	\$ 1,186
	<u>\$ 2,842</u>	<u>\$ 4,028</u>	<u>\$ 1,186</u>

Included in the table above for the twelve months ended December 31, 2017 are certain securities acquired from Metropolitan sold shortly after acquisition. These securities had an aggregate carrying value of \$36,021 at the time of sale, and the Company received net proceeds of \$36,021, resulting in no gain or loss on the sale.

Also included in the table above for the twelve months ended December 31, 2017 are certain securities sold by the Company during the fourth quarter of 2017 in an effort to manage its consolidated assets below \$10,000,000 at December 31, 2017, in order to delay the adverse impact of the Durbin Amendment to the Dodd-Frank Act, which applies to banking institutions with assets over \$10,000,000 at year-end. Securities sold to achieve this strategy had an aggregate carrying value of \$446,880 on the dates of sale, and the Company collected net proceeds of \$446,971, resulting in a \$91 net gain on the sales.

Gross realized gains and gross realized losses on sales of securities available for sale were as follows for the periods presented:

	Year Ended December 31,		
	2018	2017	2016
Gross gains on sales of securities available for sale	\$ 11	\$ 2,497	\$ 1,257
Gross losses on sales of securities available for sale	(27)	(2,349)	(71)
Gain on sales of securities available for sale, net	<u>\$ (16)</u>	<u>\$ 148</u>	<u>\$ 1,186</u>

Note 3 - Securities (continued)

At December 31, 2018 and 2017, securities with a carrying value of approximately \$619,308 and \$217,867, respectively, were pledged to secure government, public, trust, and other deposits. Securities with a carrying value of \$18,299 and \$25,888 were pledged as collateral for short-term borrowings and derivative instruments at December 31, 2018 and 2017, respectively.

The amortized cost and fair value of securities at December 31, 2018 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because issuers may call or prepay obligations with or without call or prepayment penalties.

	Available for Sale	
	Amortized Cost	Fair Value
Due within one year	\$ 39,310	\$ 39,649
Due after one year through five years	44,304	44,788
Due after five years through ten years	81,825	82,781
Due after ten years	59,051	58,001
Residential mortgage backed securities:		
Government agency mortgage backed securities	621,690	613,283
Government agency collateralized mortgage obligations	332,697	326,989
Commercial mortgage backed securities:		
Government agency mortgage backed securities	21,957	21,830
Government agency collateralized mortgage obligations	28,446	28,335
Other debt securities	35,249	35,121
	<u>\$ 1,264,529</u>	<u>\$ 1,250,777</u>

Note 3 - Securities (continued)

The following table presents the gross unrealized losses and fair value of investment securities, aggregated by investment category and the length of time the investments have been in a continuous unrealized loss position, as of the dates presented:

	Less than 12 Months			12 Months or More			Total		
	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses	#	Fair Value	Unrealized Losses
Available for Sale:									
December 31, 2018									
Obligations of other U.S. Government agencies and corporations	0	\$ —	\$ —	2	\$ 1,480	\$ (38)	2	\$ 1,480	\$ (38)
Obligations of states and political subdivisions	34	22,159	(193)	26	16,775	(374)	60	38,934	(567)
Residential mortgage backed securities:									
Government agency mortgage backed securities	91	354,731	(3,945)	73	125,757	(5,181)	164	480,488	(9,126)
Government agency collateralized mortgage obligations	24	97,451	(840)	60	140,076	(5,142)	84	237,527	(5,982)
Commercial mortgage backed securities:									
Government agency mortgage backed securities	5	6,506	(74)	4	7,468	(310)	9	13,974	(384)
Government agency collateralized mortgage obligations	2	9,950	(23)	1	4,888	(112)	3	14,838	(135)
Trust preferred securities	0	—	—	2	10,633	(1,726)	2	10,633	(1,726)
Other debt securities	12	19,011	(88)	3	5,621	(223)	15	24,632	(311)
Total	168	\$ 509,808	\$ (5,163)	171	\$ 312,698	\$ (13,106)	339	\$ 822,506	\$ (18,269)
December 31, 2017									
Obligations of other U.S. Government agencies and corporations	1	\$ 497	\$ (3)	2	\$ 1,999	\$ (27)	3	\$ 2,496	\$ (30)
Obligations of states and political subdivisions	23	11,860	(59)	12	7,728	(210)	35	19,588	(269)
Residential mortgage backed securities:									
Government agency mortgage backed securities	29	64,595	(659)	44	89,414	(2,400)	73	154,009	(3,059)
Government agency collateralized mortgage obligations	33	102,509	(1,470)	29	62,406	(2,282)	62	164,915	(3,752)
Commercial mortgage backed securities:									
Government agency mortgage backed securities	2	5,629	(17)	3	5,872	(217)	5	11,501	(234)
Government agency collateralized mortgage obligations	1	4,986	(14)	0	—	—	1	4,986	(14)
Trust preferred securities	0	—	—	2	9,388	(3,054)	2	9,388	(3,054)
Other debt securities	2	756	(12)	2	6,308	(64)	4	7,064	(76)
Total	91	\$ 190,832	\$ (2,234)	94	\$ 183,115	\$ (8,254)	185	\$ 373,947	\$ (10,488)

The Company does not intend to sell any of the securities in an unrealized loss position, and it is not more likely than not that the Company will be required to sell any such security prior to the recovery of its amortized cost basis, which may be maturity. Furthermore, even though a number of these securities have been in a continuous unrealized loss position for a period greater than twelve months, the Company is collecting principal and interest payments from the respective issuers as scheduled. As such, the Company did not record any other-than-temporary impairment for the years ended December 31, 2018 or 2017.

The Company holds investments in pooled trust preferred securities that had a cost basis of \$12,359 and \$12,442 and a fair value of \$10,633 and \$9,388 at December 31, 2018 and 2017, respectively. One investment in pooled trust preferred securities with a carrying value of \$9,346 was sold in 2017 for a gain of \$57. As of December 31, 2018, the investments in pooled trust preferred securities consisted of two securities representing interests in various tranches of trusts collateralized by debt issued by over 160 financial institutions. Management's determination of the fair value of each of its holdings in pooled trust preferred securities is based on the current credit ratings, the known deferrals and defaults by the underlying issuing financial institutions and the degree to which future deferrals and defaults would be required to occur before the cash flow for the Company's tranches is negatively

Note 3 - Securities (continued)

impacted. In addition, management continually monitors key credit quality and capital ratios of the issuing institutions. This determination is further supported by quarterly valuations, which are performed by third parties, of each security obtained by the Company. At December 31, 2018, management did not, and does not currently, believe such securities will be settled at a price less than the amortized cost of the investment, but the Company previously concluded that it was probable that there had been an adverse change in estimated cash flows for both trust preferred securities and recognized credit related impairment losses on these securities in 2010 and 2011. For the years ended December 31, 2018, 2017 and 2016, the Company determined the pooled trust preferred securities and their estimated cash flow were fairly valued, and no additional impairment was recognized during these periods.

The following table provides information regarding the Company's investments in pooled trust preferred securities at December 31, 2018:

Name	Single/ Pooled	Class/ Tranche	Amortized Cost	Fair Value	Unrealized Loss	Lowest Credit Rating	Issuers Currently in Deferral or Default
XXIII	Pooled	B-2	\$ 8,292	\$ 6,956	\$ (1,336)	BB	16%
XXVI	Pooled	B-2	4,067	3,677	(390)	B	19%
			<u>\$ 12,359</u>	<u>\$ 10,633</u>	<u>\$ (1,726)</u>		

The following table provides a summary of the cumulative credit related losses recognized in earnings for which a portion of OTTI has been recognized in other comprehensive income:

	2018	2017
Balance at January 1	\$ (261)	\$ (3,337)
Additions related to credit losses for which OTTI was not previously recognized	—	—
Increases in credit loss for which OTTI was previously recognized	—	—
Reductions for securities sold during the period	—	3,076
Balance at December 31	<u>\$ (261)</u>	<u>\$ (261)</u>

Note 4 – Non Purchased Loans

(In Thousands, Except Number of Loans)

“Purchased” loans are those loans acquired in any of the Company’s previous acquisitions, including FDIC-assisted acquisitions. “Non purchased” loans include all of the Company’s other loans, other than loans held for sale.

For purposes of this Note 4, all references to “loans” mean non purchased loans.

The following is a summary of non purchased loans and leases at December 31:

	2018	2017
Commercial, financial, agricultural	\$ 875,649	\$ 763,823
Lease financing	64,992	57,354
Real estate – construction	635,519	547,658
Real estate – 1-4 family mortgage	2,087,890	1,729,534
Real estate – commercial mortgage	2,628,365	2,390,076
Installment loans to individuals	100,424	103,452
Gross loans	6,392,839	5,591,897
Unearned income	(3,127)	(3,341)
Loans, net of unearned income	<u>\$ 6,389,712</u>	<u>\$ 5,588,556</u>

Note 4 - Non Purchased Loans (continued)

Past Due and Nonaccrual Loans

The following table provides an aging of past due and nonaccrual loans, segregated by class, as of the dates presented:

	Accruing Loans				Nonaccruing Loans				
	30-89 Days Past Due	90 Days or More Past Due	Current Loans	Total Loans	30-89 Days Past Due	90 Days or More Past Due	Current Loans	Total Loans	Total Loans
December 31, 2018									
Commercial, financial, agricultural	\$ 3,397	\$ 267	\$ 870,457	\$ 874,121	\$ —	\$ 1,356	\$ 172	\$ 1,528	\$ 875,649
Lease financing	607	89	64,296	64,992	—	—	—	—	64,992
Real estate – construction	887	—	634,632	635,519	—	—	—	—	635,519
Real estate – 1- 4 family mortgage	10,378	2,151	2,071,401	2,083,930	238	2,676	1,046	3,960	2,087,890
Real estate – commercial mortgage	1,880	13	2,621,902	2,623,795	—	2,974	1,596	4,570	2,628,365
Installment loans to individuals	368	165	99,731	100,264	3	157	—	160	100,424
Unearned income	—	—	(3,127)	(3,127)	—	—	—	—	(3,127)
Total	\$ 17,517	\$ 2,685	\$ 6,359,292	\$ 6,379,494	\$ 241	\$ 7,163	\$ 2,814	\$ 10,218	\$ 6,389,712
December 31, 2017									
Commercial, financial, agricultural	\$ 2,722	\$ 22	\$ 759,143	\$ 761,887	\$ 205	\$ 1,033	\$ 698	\$ 1,936	\$ 763,823
Lease financing	47	—	57,148	57,195	—	159	—	159	57,354
Real estate – construction	50	—	547,608	547,658	—	—	—	—	547,658
Real estate – 1- 4 family mortgage	11,810	2,194	1,712,982	1,726,986	—	1,818	730	2,548	1,729,534
Real estate – commercial mortgage	1,921	727	2,381,871	2,384,519	—	2,877	2,680	5,557	2,390,076
Installment loans to individuals	429	72	102,901	103,402	1	28	21	50	103,452
Unearned income	—	—	(3,341)	(3,341)	—	—	—	—	(3,341)
Total	\$ 16,979	\$ 3,015	\$ 5,558,312	\$ 5,578,306	\$ 206	\$ 5,915	\$ 4,129	\$ 10,250	\$ 5,588,556

Restructured loans that are not performing in accordance with their restructured terms that are either contractually 90 days or more past due or placed on nonaccrual status are reported as nonperforming loans. There was one restructured loan totaling \$41 that was contractually 90 days past due or more and still accruing at December 31, 2018. There were four restructured loans totaling \$649 that were contractually 90 days past due or more and still accruing at December 31, 2017. The outstanding balance of restructured loans on nonaccrual status was \$3,128 and \$2,673 at December 31, 2018 and 2017, respectively.

Note 4 - Non Purchased Loans (continued)

Impaired Loans

Impaired loans recognized in conformity with ASC 310, segregated by class, were as follows as of the dates and for the periods presented:

	As of December 31, 2018			Year Ended December 31, 2018	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 1,834	\$ 2,280	\$ 163	\$ 2,079	\$ 35
Lease financing	—	—	—	—	—
Real estate – construction	7,302	7,302	63	7,180	162
Real estate – 1-4 family mortgage	9,077	9,767	61	9,212	191
Real estate – commercial mortgage	4,609	5,765	689	4,889	72
Installment loans to individuals	223	232	1	239	2
Total	\$ 23,045	\$ 25,346	\$ 977	\$ 23,599	\$ 462
With no related allowance recorded:					
Commercial, financial, agricultural	\$ —	\$ —	\$ —	\$ —	\$ —
Lease financing	—	—	—	—	—
Real estate – construction	2,165	2,165	—	2,165	55
Real estate – 1-4 family mortgage	—	—	—	—	—
Real estate – commercial mortgage	1,238	2,860	—	1,316	32
Installment loans to individuals	—	—	—	—	—
Total	\$ 3,403	\$ 5,025	\$ —	\$ 3,481	\$ 87
Totals	<u>\$ 26,448</u>	<u>\$ 30,371</u>	<u>\$ 977</u>	<u>\$ 27,080</u>	<u>\$ 549</u>

Note 4 - Non Purchased Loans (continued)

	As of December 31, 2017			Year Ended December 31, 2017	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 2,365	\$ 3,043	\$ 138	\$ 2,861	\$ 47
Lease financing	159	159	2	159	—
Real estate – construction	578	578	4	526	29
Real estate – 1-4 family mortgage	8,169	9,315	561	8,295	259
Real estate – commercial mortgage	9,652	12,463	1,861	9,316	206
Installment loans to individuals	117	121	1	130	3
Total	\$ 21,040	\$ 25,679	\$ 2,567	\$ 21,287	\$ 544
With no related allowance recorded:					
Commercial, financial, agricultural	\$ —	\$ —	\$ —	\$ —	\$ —
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	703	703	—	711	29
Real estate – commercial mortgage	—	—	—	—	—
Installment loans to individuals	—	—	—	—	—
Total	\$ 703	\$ 703	\$ —	\$ 711	\$ 29
Totals	\$ 21,743	\$ 26,382	\$ 2,567	\$ 21,998	\$ 573

The average recorded investment in impaired loans for the year ended December 31, 2016 was \$23,209. Interest income recognized on impaired loans for the year ended December 31, 2016 was \$624.

Note 4 - Non Purchased Loans (continued)

Restructured Loans

At December 31, 2018, 2017 and 2016, there were \$5,325, \$5,588 and \$7,447, respectively, of restructured loans. The following table illustrates the impact of modifications classified as restructured loans held on the Consolidated Balance Sheets and still performing in accordance with their restructured terms at period end, segregated by class, as of the periods presented.

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
December 31, 2018			
Commercial, financial, agricultural	—	\$ —	\$ —
Lease financing	—	—	—
Real estate – construction	—	—	—
Real estate – 1-4 family mortgage	9	1,764	1,763
Real estate – commercial mortgage	2	94	89
Installment loans to individuals	—	—	—
Total	11	\$ 1,858	\$ 1,852
December 31, 2017			
Commercial, financial, agricultural	2	\$ 331	\$ 330
Lease financing	—	—	—
Real estate – construction	—	—	—
Real estate – 1-4 family mortgage	8	598	586
Real estate – commercial mortgage	3	683	313
Installment loans to individuals	1	4	3
Total	14	\$ 1,616	\$ 1,232
December 31, 2016			
Commercial, financial, agricultural	—	\$ —	\$ —
Lease financing	—	—	—
Real estate – construction	1	510	518
Real estate – 1-4 family mortgage	11	1,188	1,167
Real estate – commercial mortgage	—	—	—
Installment loans to individuals	—	—	—
Total	12	\$ 1,698	\$ 1,685

At December 31, 2017 the Company had \$184 in troubled debt restructurings that subsequently defaulted within twelve months of the restructuring. There were no such occurrences for the years ended December 31, 2018 and December 31, 2016.

Note 4 - Non Purchased Loans (continued)

Changes in the Company's restructured loans are set forth in the table below.

	Number of Loans	Recorded Investment
Totals at January 1, 2017	53	\$ 7,447
Additional loans with concessions	16	1,453
Reclassified as performing	2	183
Reductions due to:		
Reclassified as nonperforming	(7)	(853)
Paid in full	(8)	(1,165)
Charge-offs	(1)	(250)
Principal paydowns	—	(304)
Lapse of concession period	(1)	(923)
Totals at December 31, 2017	54	\$ 5,588
Additional loans with concessions	11	1,861
Reclassified as performing	3	295
Reductions due to:		
Reclassified as nonperforming	(8)	(639)
Paid in full	(9)	(1,556)
Principal paydowns	—	(224)
Totals at December 31, 2018	51	\$ 5,325

The allocated allowance for loan losses attributable to restructured loans was \$34 and \$85 at December 31, 2018 and 2017, respectively. The Company had \$42 remaining availability under commitments to lend additional funds on these restructured loans at December 31, 2018 and \$18 in remaining availability under commitments to lend additional funds on these restructured loans at December 31, 2017.

Note 4 - Non Purchased Loans (continued)

Credit Quality

For commercial and commercial real estate secured loans, internal risk-rating grades are assigned by lending, credit administration or loan review personnel, based on an analysis of the financial and collateral strength and other credit attributes underlying each loan. Management analyzes the resulting ratings, as well as other external statistics and factors such as delinquency, to track the migration performance of the portfolio balances of commercial and commercial real estate secured loans. Loan grades range between 1 and 9, with 1 being loans with the least credit risk. Loans within the “Pass” grade (historically, those with a risk rating between 1 and 4) generally have a lower risk of loss and therefore a lower risk factor applied to the loan balances. In 2018, management has established more granular rating categories to better identify heightened credit risk as loans migrate downward in the risk rating system. The “Pass” grade is now reserved for loans with a risk rating between 1 and 4A, and the “Watch” grade (those with a risk rating of 4B and 4E) is utilized on a temporary basis for “Pass” grade loans where a significant adverse risk-modifying action is anticipated in the near term. Loans that migrate toward the “Substandard” grade (those with a risk rating between 5 and 9) generally have a higher risk of loss and therefore a higher risk factor applied to those related loan balances. The following table presents the Company’s loan portfolio by risk-rating grades as of the dates presented:

	Pass	Watch	Substandard	Total
December 31, 2018				
Commercial, financial, agricultural	\$ 615,803	\$ 18,326	\$ 6,973	\$ 641,102
Real estate – construction	558,494	2,317	8,157	568,968
Real estate – 1-4 family mortgage	321,564	4,660	4,260	330,484
Real estate – commercial mortgage	2,210,100	54,579	24,144	2,288,823
Installment loans to individuals	—	—	—	—
Total	\$ 3,705,961	\$ 79,882	\$ 43,534	\$ 3,829,377
December 31, 2017				
Commercial, financial, agricultural	\$ 554,943	\$ 11,496	\$ 4,402	\$ 570,841
Real estate – construction	483,498	662	81	484,241
Real estate – 1-4 family mortgage	254,643	505	8,697	263,845
Real estate – commercial mortgage	1,983,750	50,428	24,241	2,058,419
Installment loans to individuals	921	—	—	921
Total	\$ 3,277,755	\$ 63,091	\$ 37,421	\$ 3,378,267

Note 4 - Non Purchased Loans (continued)

For portfolio balances of consumer, consumer mortgage and certain other similar loan types, allowance factors are determined based on historical loss ratios by portfolio for the preceding eight quarters and may be adjusted by other qualitative criteria. The following table presents the performing status of the Company's loan portfolio not subject to risk rating as of the dates presented:

	Performing	Non-Performing	Total
December 31, 2018			
Commercial, financial, agricultural	\$ 233,046	\$ 1,501	\$ 234,547
Lease financing	61,776	89	61,865
Real estate – construction	66,551	—	66,551
Real estate – 1-4 family mortgage	1,751,994	5,412	1,757,406
Real estate – commercial mortgage	338,367	1,175	339,542
Installment loans to individuals	100,099	325	100,424
Total	<u>\$ 2,551,833</u>	<u>\$ 8,502</u>	<u>\$ 2,560,335</u>
December 31, 2017			
Commercial, financial, agricultural	\$ 191,473	\$ 1,509	\$ 192,982
Lease financing	53,854	159	54,013
Real estate – construction	63,417	—	63,417
Real estate – 1-4 family mortgage	1,462,347	3,342	1,465,689
Real estate – commercial mortgage	330,441	1,216	331,657
Installment loans to individuals	102,409	122	102,531
Total	<u>\$ 2,203,941</u>	<u>\$ 6,348</u>	<u>\$ 2,210,289</u>

Related Party Loans

Certain executive officers and directors of Renasant Bank and their associates are customers of and have other transactions with Renasant Bank. Related party loans and commitments are made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the Company or the Bank and do not involve more than a normal risk of collectability or present other unfavorable features. A summary of the changes in related party loans follows:

Loans at December 31, 2017	\$ 24,363
New loans and advances	2,249
Loans to directors assumed in acquisition ⁽¹⁾	100
Payments received	(3,860)
Changes in related parties	(627)
Loans at December 31, 2018	<u>\$ 22,225</u>

(1) Loans to directors assumed in acquisition are included in the tables in Note 5, "Purchased Loans."

No related party loans were classified as past due, nonaccrual, impaired or restructured at December 31, 2018 or 2017. Unfunded commitments to certain executive officers and directors and their associates totaled \$6,982 and \$9,333 at December 31, 2018 and 2017, respectively.

Note 5 – Purchased Loans

(In Thousands, Except Number of Loans)

For purposes of this Note 5, all references to “loans” mean purchased loans.

The following is a summary of purchased loans at December 31:

	2018	2017
Commercial, financial, agricultural	\$ 420,263	\$ 275,570
Lease financing	—	—
Real estate – construction	105,149	85,731
Real estate – 1-4 family mortgage	707,453	614,187
Real estate – commercial mortgage	1,423,144	1,037,454
Installment loans to individuals	37,408	18,824
Gross loans	2,693,417	2,031,766
Unearned income	—	—
Loans, net of unearned income	<u>\$ 2,693,417</u>	<u>\$ 2,031,766</u>

Note 5 – Purchased Loans (continued)

Past Due and Nonaccrual Loans

The following table provides an aging of past due and nonaccrual loans, segregated by class, as of the dates presented:

	Accruing Loans				Nonaccruing Loans				
	30-89 Days Past Due	90 Days or More Past Due	Current Loans	Total Loans	30-89 Days Past Due	90 Days or More Past Due	Current Loans	Total Loans	Total Loans
December 31, 2018									
Commercial, financial, agricultural	\$ 1,811	\$ 97	\$ 417,786	\$ 419,694	\$ —	\$ 477	\$ 92	\$ 569	\$ 420,263
Lease financing	—	—	—	—	—	—	—	—	—
Real estate – construction	1,235	68	103,846	105,149	—	—	—	—	105,149
Real estate – 1- 4 family mortgage	8,981	4,455	690,697	704,133	202	1,881	1,237	3,320	707,453
Real estate – commercial mortgage	5,711	2,410	1,413,346	1,421,467	—	1,401	276	1,677	1,423,144
Installment loans to individuals	1,342	202	35,594	37,138	2	24	244	270	37,408
Unearned income	—	—	—	—	—	—	—	—	—
Total	\$ 19,080	\$ 7,232	\$ 2,661,269	\$ 2,687,581	\$ 204	\$ 3,783	\$ 1,849	\$ 5,836	\$ 2,693,417
December 31, 2017									
Commercial, financial, agricultural	\$ 1,119	\$ 532	\$ 273,488	\$ 275,139	\$ —	\$ 199	\$ 232	\$ 431	\$ 275,570
Lease financing	—	—	—	—	—	—	—	—	—
Real estate – construction	415	—	85,316	85,731	—	—	—	—	85,731
Real estate – 1- 4 family mortgage	6,070	2,280	602,464	610,814	385	879	2,109	3,373	614,187
Real estate – commercial mortgage	2,947	2,910	1,031,141	1,036,998	191	99	166	456	1,037,454
Installment loans to individuals	208	9	18,443	18,660	59	—	105	164	18,824
Unearned income	—	—	—	—	—	—	—	—	—
Total	\$ 10,759	\$ 5,731	\$ 2,010,852	\$ 2,027,342	\$ 635	\$ 1,177	\$ 2,612	\$ 4,424	\$ 2,031,766

Restructured loans that are not performing in accordance with their restructured terms that are either contractually 90 days or more past due or placed on nonaccrual status are reported as nonperforming loans. There were eight restructured loans totaling \$413 that were contractually 90 days past due or more and still accruing at December 31, 2018. There were three restructured loans totaling \$128 that were contractually 90 days past due or more and still accruing at December 31, 2017. The outstanding balance of restructured loans on nonaccrual status was \$1,868 and \$523 at December 31, 2018 and 2017, respectively.

Note 5 – Purchased Loans (continued)

Impaired Loans

Non credit deteriorated loans that were subsequently impaired and recognized in conformity with ASC 310, segregated by class, were as follows as of the dates and for the periods presented:

	As of December 31, 2018			Year Ended December 31, 2018	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 600	\$ 658	\$ 173	\$ 614	\$ 10
Lease financing	—	—	—	—	—
Real estate – construction	576	576	5	576	6
Real estate – 1-4 family mortgage	1,381	1,404	18	1,362	18
Real estate – commercial mortgage	2,066	2,116	338	2,011	40
Installment loans to individuals	246	247	3	247	1
Total	\$ 4,869	\$ 5,001	\$ 537	\$ 4,810	\$ 75
With no related allowance recorded:					
Commercial, financial, agricultural	\$ 11	\$ 13	\$ —	\$ 13	\$ 1
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	3,780	4,383	—	4,407	111
Real estate – commercial mortgage	146	150	—	159	7
Installment loans to individuals	24	33	—	7	—
Total	\$ 3,961	\$ 4,579	\$ —	\$ 4,586	\$ 119
Totals	\$ 8,830	\$ 9,580	\$ 537	\$ 9,396	\$ 194

Note 5 – Purchased Loans (continued)

	As of December 31, 2017			Year Ended December 31, 2017	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 625	\$ 678	\$ 52	\$ 618	\$ 21
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	1,385	1,433	45	1,419	18
Real estate – commercial mortgage	728	733	6	751	26
Installment loans to individuals	154	155	4	155	—
Total	\$ 2,892	\$ 2,999	\$ 107	\$ 2,943	\$ 65
With no related allowance recorded:					
Commercial, financial, agricultural	\$ 74	\$ 79	\$ —	\$ 75	\$ 3
Lease financing	—	—	—	—	—
Real estate – construction	1,199	1,207	—	318	47
Real estate – 1-4 family mortgage	4,225	4,740	—	4,161	176
Real estate – commercial mortgage	165	168	—	177	8
Installment loans to individuals	9	10	—	13	—
Total	\$ 5,672	\$ 6,204	\$ —	\$ 4,744	\$ 234
Totals	\$ 8,564	\$ 9,203	\$ 107	\$ 7,687	\$ 299

The average recorded investment in non credit deteriorated loans that were subsequently impaired for the year ended December 31, 2016 was \$6,594. Interest income recognized on non credit deteriorated loans that were subsequently impaired for the year ended December 31, 2016 was \$168.

Note 5 – Purchased Loans (continued)

Credit deteriorated loans recognized in conformity with ASC 310-30, segregated by class, were as follows as of the dates and for the periods presented:

	As of December 31, 2018			Year Ended December 31, 2018	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 3,779	\$ 4,071	\$ 161	\$ 4,276	\$ 204
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	12,169	12,601	488	12,894	647
Real estate – commercial mortgage	62,003	65,273	1,901	65,756	3,201
Installment loans to individuals	660	660	2	675	29
Total	\$ 78,611	\$ 82,605	\$ 2,552	\$ 83,601	\$ 4,081
With no related allowance recorded:					
Commercial, financial, agricultural	\$ 25,364	\$ 40,332	\$ —	\$ 12,102	\$ 669
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	36,074	41,222	—	36,801	1,647
Real estate – commercial mortgage	78,435	100,427	—	78,368	3,578
Installment loans to individuals	3,770	7,630	—	2,095	109
Total	\$ 143,643	\$ 189,611	\$ —	\$ 129,366	\$ 6,003
Totals	\$ 222,254	\$ 272,216	\$ 2,552	\$ 212,967	\$ 10,084

	As of December 31, 2017			Year Ended December 31, 2017	
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With a related allowance recorded:					
Commercial, financial, agricultural	\$ 5,768	\$ 6,004	\$ 312	\$ 5,672	\$ 259
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	15,910	16,752	572	16,837	793
Real estate – commercial mortgage	65,108	69,029	892	68,168	3,333
Installment loans to individuals	698	698	1	710	25
Total	\$ 87,484	\$ 92,483	\$ 1,777	\$ 91,387	\$ 4,410
With no related allowance recorded:					
Commercial, financial, agricultural	\$ 9,547	\$ 18,175	\$ —	\$ 9,208	\$ 989
Lease financing	—	—	—	—	—
Real estate – construction	—	—	—	—	—
Real estate – 1-4 family mortgage	38,059	48,297	—	46,983	1,993
Real estate – commercial mortgage	91,230	117,691	—	104,485	5,431
Installment loans to individuals	940	1,063	—	1,109	46
Total	\$ 139,776	\$ 185,226	\$ —	\$ 161,785	\$ 8,459
Totals	\$ 227,260	\$ 277,709	\$ 1,777	\$ 253,172	\$ 12,869

Note 5 – Purchased Loans (continued)

The average recorded investment in credit-deteriorated loans for the year ended December 31, 2016 was \$318,032. Interest income recognized on credit-deteriorated loans for the year ended December 31, 2016 was \$14,532.

Restructured Loans

At December 31, 2018, 2017 and 2016, there were \$7,495, \$8,965 and \$4,028, respectively, of restructured loans. The following table illustrates the impact of modifications classified as restructured loans held on the Consolidated Balance Sheets and still performing in accordance with their restructured terms at period end, segregated by class, as of the periods presented.

	Number of Loans	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
December 31, 2018			
Commercial, financial, agricultural	1	\$ 48	\$ 44
Lease financing	—	—	—
Real estate – construction	—	—	—
Real estate – 1-4 family mortgage	2	142	127
Real estate – commercial mortgage	2	522	381
Installment loans to individuals	—	—	—
Total	5	\$ 712	\$ 552
December 31, 2017			
Commercial, financial, agricultural	—	\$ —	\$ —
Lease financing	—	—	—
Real estate – construction	—	—	—
Real estate – 1-4 family mortgage	23	3,744	3,127
Real estate – commercial mortgage	5	3,115	2,231
Installment loans to individuals	—	—	—
Total	28	\$ 6,859	\$ 5,358
December 31, 2016			
Commercial, financial, agricultural	1	\$ 41	\$ 17
Lease financing	—	—	—
Real estate – construction	—	—	—
Real estate – 1-4 family mortgage	17	1,608	1,269
Real estate – commercial mortgage	5	1,623	1,079
Installment loans to individuals	—	—	—
Total	23	\$ 3,272	\$ 2,365

During the years ended December 31, 2017 and 2016, the Company had \$212 and \$54, respectively, in troubled debt restructurings that subsequently defaulted within twelve months of the restructuring. There was no such occurrence for the year ended December 31, 2018.

Note 5 – Purchased Loans (continued)

Changes in the Company's restructured loans are set forth in the table below.

	Number of Loans	Recorded Investment
Totals at January 1, 2017	42	\$ 4,028
Additional loans with concessions	36	5,703
Reclassified from nonperforming	9	838
Reductions due to:		
Reclassified as nonperforming	(10)	(786)
Paid in full	(3)	(323)
Charge-offs	(1)	(17)
Principal paydowns	—	(377)
Lapse of concession period	(1)	(101)
Totals at December 31, 2017	72	\$ 8,965
Additional loans with concessions	5	712
Reclassified from nonperforming	4	435
Reductions due to:		
Reclassified as nonperforming	(13)	(1,229)
Paid in full	(14)	(744)
Principal paydowns	—	(644)
Totals at December 31, 2018	54	\$ 7,495

The allocated allowance for loan losses attributable to restructured loans was \$58 and \$103 at December 31, 2018 and 2017, respectively. The Company had \$3 remaining availability under commitments to lend additional funds on these restructured loans at December 31, 2018 and \$9 in remaining availability under commitments to lend additional funds on these restructured loans at December 31, 2017.

Credit Quality

The following table presents the Company's loan portfolio by risk-rating grades as of the dates presented:

	Pass	Watch	Substandard	Total
December 31, 2018				
Commercial, financial, agricultural	\$ 333,147	\$ 33,857	\$ 2,744	\$ 369,748
Real estate – construction	101,122	—	842	101,964
Real estate – 1-4 family mortgage	113,874	7,347	7,585	128,806
Real estate – commercial mortgage	1,198,540	43,046	9,984	1,251,570
Installment loans to individuals	—	—	2	2
Total	\$ 1,746,683	\$ 84,250	\$ 21,157	\$ 1,852,090
December 31, 2017				
Commercial, financial, agricultural	\$ 241,195	\$ 4,974	\$ 2,824	\$ 248,993
Real estate – construction	81,220	—	—	81,220
Real estate – 1-4 family mortgage	91,369	2,498	6,172	100,039
Real estate – commercial mortgage	827,372	17,123	9,003	853,498
Installment loans to individuals	678	—	3	681
Total	\$ 1,241,834	\$ 24,595	\$ 18,002	\$ 1,284,431

Note 5 – Purchased Loans (continued)

The following table presents the performing status of the Company's loan portfolio not subject to risk rating as of the dates presented:

	Performing	Non-Performing	Total
December 31, 2018			
Commercial, financial, agricultural	\$ 21,303	\$ 69	\$ 21,372
Lease financing	—	—	—
Real estate – construction	3,185	—	3,185
Real estate – 1-4 family mortgage	526,699	3,705	530,404
Real estate – commercial mortgage	30,951	185	31,136
Installment loans to individuals	32,676	300	32,976
Total	<u>\$ 614,814</u>	<u>\$ 4,259</u>	<u>\$ 619,073</u>
December 31, 2017			
Commercial, financial, agricultural	\$ 11,216	\$ 46	\$ 11,262
Lease financing	—	—	—
Real estate – construction	4,511	—	4,511
Real estate – 1-4 family mortgage	459,038	1,141	460,179
Real estate – commercial mortgage	27,495	123	27,618
Installment loans to individuals	16,344	161	16,505
Total	<u>\$ 518,604</u>	<u>\$ 1,471</u>	<u>\$ 520,075</u>

Loans Purchased with Deteriorated Credit Quality

Loans purchased in business combinations that exhibited, at the date of acquisition, evidence of deterioration of the credit quality since origination, such that it was probable that all contractually required payments would not be collected, were as follows as of the dates presented:

	Total Purchased Credit Deteriorated Loans
December 31, 2018	
Commercial, financial, agricultural	\$ 29,143
Lease financing	—
Real estate – construction	—
Real estate – 1-4 family mortgage	48,243
Real estate – commercial mortgage	140,438
Installment loans to individuals	4,430
Total	<u>\$ 222,254</u>
December 31, 2017	
Commercial, financial, agricultural	\$ 15,315
Lease financing	—
Real estate – construction	—
Real estate – 1-4 family mortgage	53,969
Real estate – commercial mortgage	156,338
Installment loans to individuals	1,638
Total	<u>\$ 227,260</u>

Note 5 – Purchased Loans (continued)

The following table presents the fair value of loans determined to be impaired at the time of acquisition:

	Total Purchased Credit Deteriorated Loans
December 31, 2018	
Contractually-required principal and interest	\$ 319,214
Nonaccretable difference ⁽¹⁾	(62,695)
Cash flows expected to be collected	256,519
Accretable yield ⁽²⁾	(34,265)
Fair value	\$ 222,254
December 31, 2017	
Contractually-required principal and interest	\$ 316,854
Nonaccretable difference ⁽¹⁾	(57,387)
Cash flows expected to be collected	259,467
Accretable yield ⁽²⁾	(32,207)
Fair value	\$ 227,260

(1) Represents contractual principal cash flows of \$52,061 and \$48,345, respectively, and interest cash flows of \$10,634 and \$9,042, respectively, not expected to be collected.

(2) Represents contractual principal cash flows of \$1,667 and \$1,640, respectively, and interest cash flows of \$32,598 and \$30,567, respectively, expected to be collected.

Changes in the accretable yield of loans purchased with deteriorated credit quality were as follows:

	Total Purchased Credit Deteriorated Loans
Balance at January 1, 2017	\$ (37,473)
Additions through acquisition	(1,777)
Reclasses from nonaccretable difference	(9,750)
Accretion	15,560
Charge-off	1,233
Balance at December 31, 2017	\$ (32,207)
Additions through acquisition	(10,143)
Reclasses from nonaccretable difference	(7,883)
Accretion	15,340
Charge-off	628
Balance at December 31, 2018	\$ (34,265)

The following table presents the fair value of loans purchased from Brand as of the September 1, 2018 acquisition date.

At acquisition date:	September 1, 2018
Contractually-required principal and interest	\$ 1,625,137
Nonaccretable difference	(123,399)
Cash flows expected to be collected	1,501,738
Accretable yield	(170,651)
Fair value	\$ 1,331,087

Note 5 – Purchased Loans (continued)

The following table presents the fair value of loans purchased from Metropolitan as of the July 1, 2017 acquisition date.

At acquisition date:	July 1, 2017
Contractually-required principal and interest	\$ 1,198,741
Nonaccretable difference	(79,165)
Cash flows expected to be collected	1,119,576
Accretable yield	(154,543)
Fair value	\$ 965,033

Note 6 – Allowance for Loan Losses

(In Thousands, Except Number of Loans)

The following is a summary of non purchased and purchased loans and leases at December 31:

	2018	2017
Commercial, financial, agricultural	\$ 1,295,912	\$ 1,039,393
Lease financing	64,992	57,354
Real estate – construction	740,668	633,389
Real estate – 1-4 family mortgage	2,795,343	2,343,721
Real estate – commercial mortgage	4,051,509	3,427,530
Installment loans to individuals	137,832	122,276
Gross loans	9,086,256	7,623,663
Unearned income	(3,127)	(3,341)
Loans, net of unearned income	9,083,129	7,620,322
Allowance for loan losses	(49,026)	(46,211)
Net loans	<u>\$ 9,034,103</u>	<u>\$ 7,574,111</u>

Allowance for Loan Losses

The following table provides a roll-forward of the allowance for loan losses and a breakdown of the ending balance of the allowance based on the Company's impairment methodology for the periods presented:

	Commercial	Real Estate - Construction	Real Estate - 1-4 Family Mortgage	Real Estate - Commercial Mortgage	Installment and Other(1)	Total
Year Ended December 31, 2018						
Allowance for loan losses:						
Beginning balance	\$ 5,542	\$ 3,428	\$ 12,009	\$ 23,384	\$ 1,848	\$ 46,211
Charge-offs	(2,415)	(51)	(2,023)	(1,197)	(742)	(6,428)
Recoveries	618	13	573	1,108	121	2,433
Net charge-offs	(1,797)	(38)	(1,450)	(89)	(621)	(3,995)
Provision for loan losses charged to operations	4,524	1,365	(420)	1,197	144	6,810
Ending balance	<u>\$ 8,269</u>	<u>\$ 4,755</u>	<u>\$ 10,139</u>	<u>\$ 24,492</u>	<u>\$ 1,371</u>	<u>\$ 49,026</u>
Period-End Amount Allocated to:						
Individually evaluated for impairment	\$ 336	\$ 68	\$ 79	\$ 1,027	\$ 4	\$ 1,514
Collectively evaluated for impairment	7,772	4,687	9,572	21,564	1,365	44,960
Purchased with deteriorated credit quality	161	—	488	1,901	2	2,552
Ending balance	<u>\$ 8,269</u>	<u>\$ 4,755</u>	<u>\$ 10,139</u>	<u>\$ 24,492</u>	<u>\$ 1,371</u>	<u>\$ 49,026</u>

Note 6 – Allowance for Loan Losses (continued)

	Commercial	Real Estate - Construction	Real Estate - 1-4 Family Mortgage	Real Estate - Commercial Mortgage	Installment and Other(1)	Total
Year Ended December 31, 2017						
Allowance for loan losses:						
Beginning balance	\$ 5,486	\$ 2,380	\$ 14,294	\$ 19,059	\$ 1,518	\$ 42,737
Charge-offs	(2,874)	—	(1,713)	(1,791)	(630)	(7,008)
Recoveries	422	105	733	1,565	107	2,932
Net charge-offs	(2,452)	105	(980)	(226)	(523)	(4,076)
Provision for loan losses charged to operations	2,508	943	(1,305)	4,551	853	7,550
Ending balance	<u>\$ 5,542</u>	<u>\$ 3,428</u>	<u>\$ 12,009</u>	<u>\$ 23,384</u>	<u>\$ 1,848</u>	<u>\$ 46,211</u>
Period-End Amount Allocated to:						
Individually evaluated for impairment	\$ 190	\$ 4	\$ 606	\$ 1,867	\$ 7	\$ 2,674
Collectively evaluated for impairment	5,040	3,424	10,831	20,625	1,840	41,760
Purchased with deteriorated credit quality	312	—	572	892	1	1,777
Ending balance	<u>\$ 5,542</u>	<u>\$ 3,428</u>	<u>\$ 12,009</u>	<u>\$ 23,384</u>	<u>\$ 1,848</u>	<u>\$ 46,211</u>
Year Ended December 31, 2016						
Allowance for loan losses:						
Beginning balance	\$ 4,186	\$ 1,852	\$ 13,908	\$ 21,111	\$ 1,380	\$ 42,437
Charge-offs	(2,725)	—	(3,906)	(2,123)	(717)	(9,471)
Recoveries	331	47	997	757	109	2,241
Net charge-offs	(2,394)	47	(2,909)	(1,366)	(608)	(7,230)
Provision for loan losses	3,716	364	2,616	(879)	787	6,604
Benefit attributable to FDIC loss share agreements	(61)	—	(115)	(48)	(41)	(265)
Recoveries payable to FDIC	39	117	794	241	—	1,191
Provision for loan losses charged to operations	3,694	481	3,295	(686)	746	7,530
Ending balance	<u>\$ 5,486</u>	<u>\$ 2,380</u>	<u>\$ 14,294</u>	<u>\$ 19,059</u>	<u>\$ 1,518</u>	<u>\$ 42,737</u>
Period-End Amount Allocated to:						
Individually evaluated for impairment	\$ 446	\$ 1	\$ 1,134	\$ 2,445	\$ 115	\$ 4,141
Collectively evaluated for impairment	4,668	2,379	12,319	15,008	1,402	35,776
Purchased with deteriorated credit quality	372	—	841	1,606	1	2,820
Ending balance	<u>\$ 5,486</u>	<u>\$ 2,380</u>	<u>\$ 14,294</u>	<u>\$ 19,059</u>	<u>\$ 1,518</u>	<u>\$ 42,737</u>

(1) Includes lease financing receivables.

Note 6 – Allowance for Loan Losses (continued)

The following table provides the recorded investment in loans, net of unearned income, based on the Company's impairment methodology as of the dates presented:

	Commercial	Real Estate - Construction	Real Estate - 1-4 Family Mortgage	Real Estate - Commercial Mortgage	Installment and Other(1)	Total
December 31, 2018						
Individually evaluated for impairment	\$ 2,445	\$ 10,043	\$ 14,238	\$ 8,059	\$ 493	\$ 35,278
Collectively evaluated for impairment	1,264,324	730,625	2,732,862	3,903,012	194,774	8,825,597
Acquired with deteriorated credit quality	29,143	—	48,243	140,438	4,430	222,254
Ending balance	<u>\$ 1,295,912</u>	<u>\$ 740,668</u>	<u>\$ 2,795,343</u>	<u>\$ 4,051,509</u>	<u>\$ 199,697</u>	<u>\$ 9,083,129</u>
December 31, 2017						
Individually evaluated for impairment	\$ 3,064	\$ 1,777	\$ 14,482	\$ 10,545	\$ 439	\$ 30,307
Collectively evaluated for impairment	1,021,014	631,612	2,275,270	3,260,648	174,211	7,362,755
Acquired with deteriorated credit quality	15,315	—	53,969	156,337	1,639	227,260
Ending balance	<u>\$ 1,039,393</u>	<u>\$ 633,389</u>	<u>\$ 2,343,721</u>	<u>\$ 3,427,530</u>	<u>\$ 176,289</u>	<u>\$ 7,620,322</u>

(1) Includes lease financing receivables.

Note 7 – Premises and Equipment

(In Thousands)

Bank premises and equipment at December 31 are summarized as follows:

	2018	2017
Premises	\$ 218,730	\$ 193,173
Leasehold improvements	10,241	7,736
Furniture and equipment	52,043	45,625
Computer equipment	20,972	15,686
Autos	166	182
Total	302,152	262,402
Accumulated depreciation	(92,984)	(79,148)
Net	<u>\$ 209,168</u>	<u>\$ 183,254</u>

Depreciation expense was \$14,358, \$13,136 and \$12,066 for the years ended December 31, 2018, 2017 and 2016, respectively.

The Company has operating leases which extend to 2034 for certain land and office locations. Leases that expire are generally expected to be renewed or replaced by other leases. Rental expense was \$6,157, \$4,827 and \$4,460 for 2018, 2017 and 2016, respectively. The following is a summary of future minimum lease payments for years following December 31, 2018:

2019	\$ 9,389
2020	8,199
2021	6,339
2022	4,929
2023	3,711
Thereafter	12,592
Total	<u>\$ 45,159</u>

Note 7 - Premises and Equipment (continued)

In the Brand acquisition, the Company assumed several leases with related parties. The future minimum lease payments for these leases are \$10,078 and they have varying expiration dates through 2025. Rental expense on the assumed related party leases, which is included in the total rental expense above, was \$638 for 2018.

Note 8 – Other Real Estate Owned

(In Thousands)

The following table provides details of the Company’s other real estate owned (“OREO”) purchased and non purchased, net of valuation allowances and direct write-downs, as of the dates presented:

	Purchased OREO	Non Purchased OREO	Total OREO
December 31, 2018			
Residential real estate	\$ 423	\$ 1,910	\$ 2,333
Commercial real estate	2,686	1,611	4,297
Residential land development	678	421	1,099
Commercial land development	2,400	911	3,311
Total	<u>\$ 6,187</u>	<u>\$ 4,853</u>	<u>\$ 11,040</u>
December 31, 2017			
Residential real estate	\$ 1,683	\$ 758	\$ 2,441
Commercial real estate	4,314	1,624	5,938
Residential land development	1,100	781	1,881
Commercial land development	4,427	1,247	5,674
Total	<u>\$ 11,524</u>	<u>\$ 4,410</u>	<u>\$ 15,934</u>

Note 8 – Other Real Estate Owned (continued)

Changes in the Company’s purchased and non purchased OREO were as follows for the periods presented:

	<u>Purchased OREO</u>	<u>Non Purchased OREO</u>	<u>Total OREO</u>
Balance at December 31, 2016	\$ 17,370	\$ 5,929	\$ 23,299
Purchased OREO	1,203	—	1,203
Transfers of loans	4,970	1,729	6,699
Impairments	(1,199)	(694)	(1,893)
Dispositions	(10,438)	(3,027)	(13,465)
Other	(382)	473	91
Balance at December 31, 2017	\$ 11,524	\$ 4,410	\$ 15,934
Transfers of loans	906	2,920	3,826
Impairments	(1,021)	(524)	(1,545)
Dispositions	(5,220)	(1,907)	(7,127)
Other	(2)	(46)	(48)
Balance at December 31, 2018	<u>\$ 6,187</u>	<u>\$ 4,853</u>	<u>\$ 11,040</u>

Components of the line item “Other real estate owned” in the Consolidated Statements of Income were as follows, as of the dates presented:

	<u>December 31,</u>		
	<u>2018</u>	<u>2017</u>	<u>2016</u>
Repairs and maintenance	\$ 425	\$ 728	\$ 962
Property taxes and insurance	385	423	1,374
Impairments	1,545	1,893	3,018
Net (gains) losses on OREO sales	(423)	(405)	590
Rental income	(40)	(169)	(248)
Total	<u>\$ 1,892</u>	<u>\$ 2,470</u>	<u>\$ 5,696</u>

Note 9 – Goodwill and Other Intangible Assets

(In Thousands)

Changes in the carrying amount of goodwill during the years ended December 31, 2018 and 2017 were as follows:

	Community Banks	Insurance	Total
Balance at December 31, 2016	\$ 467,767	\$ 2,767	\$ 470,534
Addition to goodwill from Metropolitan acquisition	140,512	—	140,512
Balance at December 31, 2017	\$ 608,279	\$ 2,767	\$ 611,046
Addition to goodwill from Brand acquisition	321,882	—	321,882
Balance at December 31, 2018	\$ 930,161	\$ 2,767	\$ 932,928

The additions to goodwill in 2018 from the Brand acquisition and in 2017 from the Metropolitan acquisition represent the excess of the purchase price over the fair value of assets acquired and liabilities assumed in the relevant transaction. The Company is in the process of completing Brand's final tax return and finalizing the fair values of loans and property and equipment related to the Brand acquisition; as a result, the recorded balance of goodwill attributable to the Brand acquisition is subject to change in future periods.

The following table provides a summary of finite-lived intangible assets as of the dates presented:

	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
December 31, 2018			
Core deposit intangible	\$ 82,492	\$ (38,634)	\$ 43,858
Customer relationship intangible	1,970	(963)	1,007
Total finite-lived intangible assets	\$ 84,462	\$ (39,597)	\$ 44,865
December 31, 2017			
Core deposit intangible	\$ 54,958	\$ (31,586)	\$ 23,372
Customer relationship intangible	1,970	(832)	1,138
Total finite-lived intangible assets	\$ 56,928	\$ (32,418)	\$ 24,510

Core deposit intangible amortization expense for the years ended December 31, 2018, 2017 and 2016 was \$7,048, \$6,399 and \$6,616, respectively. Customer relationship intangible amortization expense for the years ended December 31, 2018, 2017 and 2016 was \$131 each year. The estimated amortization expense of finite-lived intangible assets for the five succeeding fiscal years is summarized as follows:

	Core Deposit Intangibles	Customer Relationship Intangible	Total
2019	\$ 7,965	\$ 131	\$ 8,096
2020	6,939	131	7,070
2021	5,860	131	5,991
2022	4,940	131	5,071
2023	4,044	131	4,175

Note 10 – Mortgage Servicing Rights

(In Thousands)

Changes in the Company’s mortgage servicing rights (“MSRs”) were as follows, for the periods presented:

Carrying Value at January 1, 2017	\$	26,302
Capitalization		16,973
Amortization		(3,936)
Carrying Value at December 31, 2017	\$	39,339
Capitalization		13,905
Amortization		(5,014)
Carrying Value at December 31, 2018	\$	48,230

During 2016, the Company recognized an impairment loss on MSRs in earnings in the amount of \$40, which was included in “Mortgage banking income” in the Consolidated Statements of Income. There were no impairment losses recognized during 2018 or 2017.

Data and key economic assumptions related to the Company’s mortgage servicing rights as of December 31 are as follows:

	2018	2017	2016
Unpaid principal balance	\$ 4,635,712	\$ 4,012,519	\$ 2,763,344
Weighted-average prepayment speed (CPR)	7.95%	8.04%	7.34%
Estimated impact of a 10% increase	\$ (1,264)	\$ (1,592)	\$ (1,034)
Estimated impact of a 20% increase	(2,569)	(3,095)	(2,010)
Discount rate	9.45%	9.69%	9.64%
Estimated impact of a 100bp increase	\$ (2,657)	\$ (2,027)	\$ (1,368)
Estimated impact of a 200bp increase	(5,103)	(3,896)	(2,629)
Weighted-average coupon interest rate	4.04%	3.89%	3.83%
Weighted-average servicing fee (basis points)	27.47	26.36	25.87
Weighted-average remaining maturity (in years)	8.03	7.98	11.11

The Company recorded servicing fees of \$8,876, \$5,735 and \$3,212, respectively, for the twelve months ended December 31, 2018, 2017 and 2016, respectively. These fees are included under the line item “Mortgage banking income” in the Consolidated Statements of Income.

Note 11 – Deposits

(In Thousands)

The following is a summary of deposits as of December 31:

	2018	2017
Noninterest-bearing deposits	\$ 2,318,706	\$ 1,840,424
Interest-bearing demand deposits	4,822,382	3,702,019
Savings deposits	624,685	571,948
Time deposits	2,362,784	1,806,684
Total deposits	\$ 10,128,557	\$ 7,921,075

Note 11 – Deposits (continued)

The approximate scheduled maturities of time deposits at December 31, 2018 are as follows:

2019	\$ 1,389,489
2020	562,971
2021	314,346
2022	72,034
2023	21,663
Thereafter	2,281
Total	\$ 2,362,784

The aggregate amount of time deposits in denominations of \$250 or more at December 31, 2018 and 2017 was \$549,351 and \$382,630, respectively. Certain executive officers and directors and their respective affiliates had amounts on deposit with Renasant Bank of approximately \$44,327 and \$43,777 at December 31, 2018 and 2017, respectively.

Note 12 – Short-Term Borrowings

(In Thousands)

Short-term borrowings as of December 31 are summarized as follows:

	2018	2017
Securities sold under agreements to repurchase	\$ 7,706	\$ 6,814
Federal Home Loan Bank short-term advances	380,000	83,000
Total short-term borrowings	\$ 387,706	\$ 89,814

Securities sold under agreements to repurchase (“repurchase agreements”) represent funds received from customers, generally on an overnight or continuous basis, which are collateralized by investment securities owned or, at times, borrowed and re-hypothecated by the Company. The securities used as collateral consist primarily of U.S. Government agency mortgage-backed securities, U.S. Government agency collateralized mortgage obligations, obligations of U.S. Government agencies, and obligations of states and political subdivisions. All securities are maintained by the Company’s safekeeping agents. These securities are reviewed by the Company on a daily basis, and the Company may be required to provide additional collateral due to changes in the fair market value of these securities. The terms of the Company’s repurchase agreements are continuous but may be canceled at any time by the Company or the customer.

Federal Home Loan Bank short-term advances are borrowings with original maturities of less than one year.

The average balances and cost of funds of short-term borrowings for the years ending December 31 are summarized as follows:

	Average Balances			Cost of Funds		
	2018	2017	2016	2018	2017	2016
Federal Home Loan Bank short-term advances	\$ 147,749	\$ 208,332	\$ 344,724	2.21%	1.27%	0.46%
Securities sold under agreements to repurchase	7,986	9,215	12,205	0.17	0.17	0.20
Total short-term borrowings	\$ 155,735	\$ 217,547	\$ 356,929	2.10%	1.22%	0.45%

The Company maintains lines of credit with correspondent banks totaling \$150,000 at December 31, 2018. Interest is charged at the market federal funds rate on all advances. There were no amounts outstanding under these lines of credit at December 31, 2018 or 2017.

Note 13 – Long-Term Debt

(In Thousands)

Long-term debt as of December 31, 2018 and 2017 is summarized as follows:

	2018	2017
Federal Home Loan Bank advances	\$ 6,690	\$ 7,493
Other long-term debt	53	98
Junior subordinated debentures	109,636	85,881
Subordinated notes	147,239	114,074
Total long-term debt	<u>\$ 263,618</u>	<u>\$ 207,546</u>

Federal Home Loan Bank advances

Long-term advances from the FHLB outstanding at December 31, 2018 had maturities ranging from 2019 to 2030 with a combination of fixed and floating rates ranging from 1.09% to 5.28%. Weighted-average interest rates on outstanding advances at December 31, 2018 and 2017 were 3.28% and 3.33%, respectively. These advances are collateralized by a blanket lien on the Company's loans. The Company had availability on unused lines of credit with the FHLB of \$3,301,543 at December 31, 2018.

In connection with the prepayment of \$42,369 in long-term advances from the FHLB during 2016, the Company incurred penalty charges of \$2,539, which is included under the line item "Extinguishment of debt" in the Consolidated Statements of Income. The Company did not prepay any outstanding long-term advances from the FHLB during 2018 or 2017.

Junior subordinated debentures

The Company owns the outstanding common securities of business trusts that issued corporation-obligated mandatorily redeemable preferred capital securities to third-party investors. The trusts used the proceeds from the issuance of their preferred capital securities and common securities (collectively referred to as "capital securities") to buy floating rate junior subordinated debentures issued by the Company (or by companies that the Company subsequently acquired). The debentures are the trusts' only assets and interest payments from the debentures finance the distributions paid on the capital securities. Distributions on the capital securities are payable quarterly at a rate per annum equal to the interest rate being earned by the trusts on the debentures held by the trusts. The capital securities are subject to mandatory redemption, in whole or in part, upon repayment of the debentures. The Company has entered into an agreement which fully and unconditionally guarantees the capital securities of each trust subject to the terms of the guarantee.

The following table provides details on the debentures as of December 31, 2018:

	Principal Amount	Interest Rate	Year of Maturity	Amount Included in Tier 1 Capital
PHC Statutory Trust I	\$ 20,619	5.64%	2033	\$ 20,000
PHC Statutory Trust II	31,959	4.66	2035	31,000
Capital Bancorp Capital Trust I	12,372	4.30	2035	12,000
First M&F Statutory Trust I	30,928	4.12	2036	20,550
Brand Group Holdings Statutory Trust I	10,310	4.85	2035	9,056
Brand Group Holdings Statutory Trust II	5,155	5.79	2037	5,061
Brand Group Holdings Statutory Trust III	5,155	5.79	2038	5,061
Brand Group Holdings Statutory Trust IV	3,093	6.54	2038	3,317

During 2003, the Company formed PHC Statutory Trust I to provide funds for the cash portion of the Renasant Bancshares, Inc. acquisition. The interest rate for PHC Statutory Trust I reprices quarterly equal to the three-month LIBOR at the determination date plus 285 basis points. In April 2012, the Company entered into an interest rate swap agreement effective March 17, 2014,

Note 13 – Long-Term Debt (continued)

pursuant to which the Company receives a variable rate of interest based on the three-month LIBOR plus a spread of 2.85% and pays a fixed rate of interest of 5.49%. The debentures owned by PHC Statutory Trust I are currently redeemable at par.

During 2005, the Company formed PHC Statutory Trust II to provide funds for the cash portion of the Heritage Financial Holding Corporation (“HFHC”) acquisition. The interest rate for PHC Statutory Trust II reprices quarterly equal to the three-month LIBOR at the determination date plus 187 basis points. The debentures owned by PHC Statutory Trust II are currently redeemable at par.

In connection with the acquisition of HFHC, the Company assumed the debentures issued by Heritage Financial Statutory Trust I. On February 22, 2017, the Company redeemed these debentures. The debentures were redeemed for an aggregate amount of \$10,515, which included the principal amount of \$10,310 and a prepayment penalty of \$205.

In connection with the acquisition of Capital Bancorp, Inc. (“Capital”) in 2007, the Company assumed the debentures issued to Capital Bancorp Capital Trust I. The discount associated with the Company’s assumption of the debentures issued to Capital Bancorp Capital Trust I was fully amortized during 2010. The interest rate for Capital Bancorp Capital Trust I reprices quarterly equal to the three-month LIBOR plus 150 basis points. In March 2012, the Company entered into an interest rate swap agreement effective March 31, 2014, whereby the Company receives a variable rate of interest based on the three-month LIBOR plus a spread of 1.50% and pays a fixed rate of interest of 4.42%. The debentures owned by Capital Bancorp Capital Trust I are currently redeemable at par.

In connection with the acquisition of First M&F Corporation (“First M&F”) in 2013, the Company assumed the debentures issued to First M&F Statutory Trust I. The discount associated with the Company’s assumption of the debentures issued to First M&F Statutory Trust I had a carrying value of \$9,450 at December 31, 2018 and \$9,997 at December 31, 2017. The discount is being amortized through March 2036. The interest rate for First M&F Statutory Trust I reprices quarterly equal to the three-month LIBOR plus a spread of 133 basis points. The swap agreement related to these debentures assumed from First M&F matured in March 2018. In April 2018, the Company entered into an interest rate swap agreement effective June 15, 2018, which calls for the Company to pay a fixed rate of 4.180% and receive a variable rate of three-month LIBOR plus a spread of 133 basis points on a quarterly basis and will mature in June 2028. The debentures owned by First M&F Statutory Trust I are currently redeemable at par.

In connection with the acquisition of Brand in 2018, the Company assumed the debentures issued to Brand Group Holdings Statutory Trust I, Brand Group Holdings Statutory Trust II, Brand Group Holdings Statutory Trust III and Brand Group Holdings Statutory Trust IV. The interest rate for the each trust acquired from Brand reprices quarterly equal to the three-month LIBOR at the determination date plus 205 basis points for Brand Group Holdings Statutory Trust I, plus 300 basis points for Brand Group Holdings Statutory Trust II and III, and plus 375 basis points for Brand Group Holdings Statutory Trust IV. The debentures owned by the respective trusts listed above are all currently redeemable at par. The net discount associated with the Company’s assumption of the debentures issued to the respective Brand trusts had a carrying value of \$505 at December 31, 2018 and is being amortized through September 2038.

The Company has classified \$106,045 of the debentures described in the above paragraphs as Tier 1 capital. The Federal Reserve Board issued guidance in March 2005 providing more strict quantitative limits on the amount of securities, similar to the junior subordinated debentures issued or assumed by the Company, that are includable in Tier 1 capital. The new guidance, which became effective in March 2009, did not impact the amount of debentures the Company includes in Tier 1 capital. Furthermore, the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act have no effect on the treatment of these debentures as Tier 1 capital while the Company remains below \$15,000,000 in assets.

For more information about the Company’s derivative financial instruments, see Note 15, “Derivative Instruments.”

Subordinated notes

On August 22, 2016, the Company issued and sold in an underwritten public offering \$60,000 aggregate principal amount of its 5.00% Fixed-to-Floating Rate Subordinated Notes due 2026 (the “2026 Notes”) and \$40,000 aggregate principal amount of its 5.50% Fixed-to-Floating Rate Subordinated Notes due 2031 (the “2031 Notes”), at a public offering price equal to 100% of the aggregate principal amounts of the Notes. As part of the Metropolitan acquisition in 2017, the Company assumed \$15,000 of 6.50% Fixed-to-Floating Rate Subordinated Notes due 2026 (the “Metropolitan Notes”). As part of the Brand acquisition in 2018, the Company assumed \$30,000 of 8.50% Fixed Rate Subordinated Notes due 2024 (the “Brand Notes”; the 2026 Notes, the 2031 Notes and the Metropolitan Notes are referred to collectively as the “Notes”).

Note 13 – Long-Term Debt (continued)

The Brand Notes, Metropolitan Notes, 2026 Notes and 2031 Notes mature on June 27, 2024, July 1, 2026, September 1, 2026 and on September 1, 2031, respectively. The Company pays interest on the Brand Notes quarterly in arrears on each March 31, June 30, September 30 and December 31 at a fixed annual interest rate equal to 8.50%. Until but excluding July 1, 2021, the Company pays interest on the Metropolitan Notes semi-annually in arrears on each January 1 and July 1 at a fixed annual interest rate equal to 6.50%. From and including July 1, 2021 to but excluding the maturity date or the date of earlier redemption, the interest rate on the Metropolitan Notes will reset quarterly to an annual interest rate equal to the then-current three-month LIBOR rate plus a spread of 554.5 basis points, payable quarterly in arrears on each January 1, April 1, July 1 and October 1. Until but excluding September 1, 2021 and 2026, respectively, the Company pays interest on the 2026 Notes and 2031 Notes semi-annually in arrears on each March 1 and September 1 at a fixed annual interest rate equal to 5.00% and 5.50%, respectively. From and including September 1, 2021 and 2026, respectively, to but excluding the maturity date or the date of earlier redemption, the interest rate on the 2026 Notes and 2031 Notes will reset quarterly to an annual interest rate equal to the then-current three-month LIBOR rate plus a spread of 384 basis points and 407.1 basis points, respectively, payable quarterly in arrears on each March 1, June 1, September 1 and December 1. Notwithstanding the foregoing, for all of the Notes, in the event that three-month LIBOR is less than zero, three-month LIBOR shall be deemed to be zero. Beginning with the interest payment date of June 30, 2019, as to the Brand Notes, July 1, 2021, as to the Metropolitan Notes, September 1, 2021 as to the 2026 Notes, and September 1, 2026, as to the 2031 Notes, and on any interest payment date thereafter, the Company may redeem the applicable Notes in whole or in part at a redemption price equal to 100% of the principal amount of the respective Notes to be redeemed plus accrued and unpaid interest to but excluding the date of redemption.

The Company may also redeem any series of the Notes at any time, at the Company's option, in whole or in part, if: (i) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the Notes for U.S. federal income tax purposes; (ii) a subsequent event occurs that could preclude the Notes from being recognized as Tier 2 capital for regulatory capital purposes; or (iii) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended. In each case, the redemption price is 100% of the principal amount of the Notes being redeemed plus any accrued and unpaid interest to but excluding the redemption date. There is no sinking fund for the benefit of the Notes, and none of the Notes are convertible or exchangeable.

The aggregate stated maturities of long-term debt outstanding at December 31, 2018, are summarized as follows:

2019	\$	1,811
2020		272
2021		180
2022		516
2023		824
Thereafter		260,015
Total	\$	<u>263,618</u>

Note 14 – Employee Benefit and Deferred Compensation Plans

(In Thousands, Except Share Data)

Pension and Post-retirement Medical Plans

The Company sponsors a noncontributory defined benefit pension plan, under which participation and benefit accruals ceased as of December 31, 1996. The Company's funding policy is to contribute annually to the plan an amount not less than the minimum required contribution, as determined annually by consulting actuaries in accordance with funding standards imposed under the Internal Revenue Code of 1986, as amended. No contributions were made or required in 2018 or 2017. The Company does not anticipate that a contribution will be required in 2019. The plan's accumulated benefit obligation and projected benefit obligation are substantially the same since benefit accruals have ceased. The accumulated benefit obligation was \$24,945 and \$27,859 at December 31, 2018 and 2017, respectively. There is no additional minimum pension liability required to be recognized.

In connection with the acquisition of Heritage Financial Group, Inc., and its affiliates, in 2015, the Company assumed the HeritageBank of the South Defined Benefit Plan. The plan was terminated by HeritageBank of the South immediately prior to the acquisition, and final distribution of all benefits was completed in August 2016.

The Company provides retiree medical benefits, consisting of the opportunity to purchase coverage at subsidized rates under the Company's group medical plan. Employees eligible to participate must: (i) have been employed by the Company and enrolled in the Company's group medical plan as of December 31, 2004; and (ii) retire from the Company between ages 55 and 65 with at least 15 years of service or 70 points (points determined as the sum of age and service.) The Company periodically determines the portion of the premiums to be paid by each retiree and the portion to be paid by the Company. Coverage ceases when a retiree attains age 65 and is eligible for Medicare. The Company also provides life insurance for each retiree who receives retiree medical benefits. The face amount of the coverage is \$5; coverage is provided until each retiree attains age 70. Retirees may purchase additional insurance or continue coverage beyond age 70 at their sole expense. The Company contributed \$89 and \$119 to the plan in 2018 and 2017, respectively; the Company expects to contribute approximately \$156 in 2019.

The Company accounts for its obligations related to retiree benefits in accordance with ASC 715, "Compensation – Retirement Benefits." The assumed rate of increase in the per capita cost of covered benefits (i.e., the health care cost trend rate) for the next year is 5.6%. Increasing or decreasing the assumed health care cost trend rates by one percentage point in each year would not materially increase or decrease the accumulated post-retirement benefit obligation or the service and interest cost components of net periodic post-retirement benefit costs as of December 31, 2018 and for the year then ended.

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

Information relating to the defined benefit pension plan maintained by the Renasant Bank (“Pension Benefits - Renasant”) and to the post-retirement health and life plan (“Other Benefits”) as of December 31, 2018 and 2017 is as follows:

	Pension Benefits Renasant		Other Benefits	
	2018	2017	2018	2017
Change in benefit obligation				
Benefit obligation at beginning of year	\$ 27,859	\$ 28,012	\$ 1,170	\$ 1,566
Service cost	—	—	8	9
Interest cost	1,043	1,168	31	42
Plan participants’ contributions	—	—	75	77
Actuarial (gain) loss	(2,016)	582	(239)	(328)
Benefits paid	(1,941)	(1,903)	(164)	(196)
Benefit obligation at end of year	<u>\$ 24,945</u>	<u>\$ 27,859</u>	<u>\$ 881</u>	<u>\$ 1,170</u>
Change in fair value of plan assets				
Fair value of plan assets at beginning of year	\$ 26,913	\$ 25,241		
Actual return on plan assets	234	3,575		
Contribution by employer	—	—		
Benefits paid	(1,941)	(1,903)		
Fair value of plan assets at end of year	<u>\$ 25,206</u>	<u>\$ 26,913</u>		
Funded status at end of year	<u>\$ 261</u>	<u>\$ (946)</u>	<u>\$ (881)</u>	<u>\$ (1,170)</u>
Weighted-average assumptions as of December 31				
Discount rate used to determine the benefit obligation	4.56%	3.96%	4.07%	3.37%

The discount rate assumptions at December 31, 2018 were determined using a yield curve approach. A yield curve was developed for a selection of high quality fixed-income investments whose cash flows approximate the timing and amount of expected cash flows from the plans. The selected discount rate is the rate that produces the same present value of the plans’ projected benefit payments.

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

The components of net periodic benefit cost and other amounts recognized in other comprehensive income for the defined benefit pension and post-retirement health and life plans for the years ended December 31, 2018, 2017 and 2016 are as follows:

	Pension Benefits Renasant			Pension Benefits HeritageBank ⁽¹⁾	Other Benefits		
	2018	2017	2016	2016	2018	2017	2016
Service cost	\$ —	\$ —	\$ —	\$ —	\$ 8	\$ 9	\$ 12
Interest cost	1,043	1,168	1,216	172	31	42	58
Expected return on plan assets	(2,077)	(1,941)	(1,872)	(113)	—	—	—
Prior service cost recognized	—	—	—	—	—	—	—
Recognized actuarial loss	328	401	404	—	—	6	76
Settlement/curtailment/termination losses	—	—	—	(780)	—	—	—
Net periodic benefit cost	(706)	(372)	(252)	(721)	39	57	146
Net actuarial (gain) loss arising during the period	(173)	(1,051)	5	(397)	(240)	(328)	(56)
Net Settlement/curtailment/termination losses	—	—	—	780	—	—	—
Amortization of net actuarial loss recognized in net periodic pension cost	(328)	(401)	(404)	—	—	(6)	(76)
Total recognized in other comprehensive income	(501)	(1,452)	(399)	(383)	(240)	(334)	(132)
Total recognized in net periodic benefit cost and other comprehensive income	<u>\$ (1,207)</u>	<u>\$ (1,824)</u>	<u>\$ (651)</u>	<u>\$ (338)</u>	<u>\$ (201)</u>	<u>\$ (277)</u>	<u>\$ 14</u>
Weighted-average assumptions as of December 31							
Discount rate used to determine net periodic pension cost	3.96%	4.35%	4.56%	4.27%	3.37%	3.57%	3.63%
Expected return on plan assets	6.00%	8.00%	8.00%	3.00%	N/A	N/A	N/A

⁽¹⁾ Because the final distribution of benefits under the HeritageBank of the South Defined Benefit Plan was completed in 2016, there was no impact on the Company's consolidated financial statements as of and for the years ended December 31, 2018 and 2017.

Future estimated benefit payments under the Renasant defined benefit pension plan and post-retirement health and life plan are as follows:

	Pension Benefits Renasant	Other Benefits
2019	\$ 1,968	\$ 156
2020	1,973	141
2021	1,988	126
2022	1,980	103
2023	1,958	101
2024 - 2028	9,277	279

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

Amounts recognized in accumulated other comprehensive income, before tax, for the year ended December 31, 2018 are as follows:

	Pension Benefits Renasant	Other Benefits
Prior service cost	\$ —	\$ —
Actuarial loss (gain)	9,562	(155)
Total	\$ 9,562	\$ (155)

The estimated costs that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year are as follows:

	Pension Benefits Renasant	Other Benefits
Prior service cost	\$ —	\$ —
Actuarial loss (gain)	345	(56)
Total	\$ 345	\$ (56)

The investment objective of the Company's defined benefit plan has been to achieve above average income and moderate long-term growth, by combining an equity income strategy (allocation of 65% to 75% of assets) and an intermediate fixed income strategy (allocation of 25% to 35% of assets) and investing directly in debt and equity securities. In 2018, the Company's investment committee modified the plan's investment strategy in a manner intended to preserve its funded status by focusing on the achievement of portfolio growth and including an interest rate hedging strategy. As a consequence, substantially all of the plan's assets were liquidated and the proceeds reinvested in a collective or pooled trust, which invests in other collective or pooled trusts with distinct investment mandates. The trust's asset allocation is approximately 55% in growth assets, consisting of interests in trusts invested in equity securities, high yield fixed income securities, and direct real estate investments (approximately 5% of assets), and approximately 45% to assets intended to hedge against volatility arising from interest rate risk, consisting of interests in trusts invested in long duration fixed income securities. The trust is actively managed allowing changes in asset allocations to enhance returns and mitigate risk. The Company's Trust Investment Committee, as designated by the senior management pension committee, periodically reviews the trust's performance and asset allocations to ensure the plan's investment objectives are satisfied and that the investment strategy of the trust has not materially changed.

The expected long-term rate of return was estimated using market benchmarks for investment classes applied to the plan's target asset allocation and was computed using a valuation methodology which projects future returns based on current valuations rather than historical returns. The decrease in the expected return for 2018 (as compared to 2017) is attributable to the change in investment strategy, which resulted in a more conservative asset allocation.

The fair values of the Company's defined benefit pension plan assets by category at December 31, 2018 and 2017 are below. For 2018, investments in collective trusts, which are measured at net asset value per share (or "NAV"), consist of trusts that invest primarily in liquid equity and fixed income securities and have a small direct investment in real estate. There is generally no restriction on redemptions or withdrawals for benefit payments or in the event of plan termination; 60 day notice is required to redeem or withdraw assets for any other purpose. For 2017, direct investments in corporate stocks consisted primarily of common stocks of both U.S. companies and international companies that are traded in active markets and are valued based on quoted market prices of identical assets (Level 1). The investments in registered investment companies consist primarily of investments in funds that invest in investment grade fixed income securities. These investments are traded in active markets and are valued based on quoted market prices of identical assets (Level 1). Fixed income securities consist of U.S. Government securities, investment grade corporate debt, and foreign and municipal obligations. The fair values of these instruments are based on quoted market prices of similar instruments or a discounted cash flow model (Level 2).

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Measured at NAV	Totals
December 31, 2018					
Cash and cash equivalents	\$ 40	\$ —	\$ —	\$ —	\$ 40
Investments in collective trusts	—	—	—	25,166	25,166
	<u>\$ 40</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 25,166</u>	<u>\$ 25,206</u>
	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Measured at NAV	Totals
December 31, 2017					
Cash and cash equivalents	\$ 387	\$ —	\$ —	\$ —	\$ 387
U.S. government securities	—	2,496	—	—	2,496
Corporate debt	—	1,908	—	—	1,908
Corporate stocks	20,557	—	—	—	20,557
Investments in registered investment companies	921	—	—	—	921
Foreign obligations	—	644	—	—	644
	<u>\$ 21,865</u>	<u>\$ 5,048</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,913</u>

Other Retirement Plans

The Company maintains a 401(k) plan, which is a contributory plan maintained in the form of a “safe harbor” arrangement. Employees are immediately enrolled in the plan and make pre-tax deferrals, subject to limits imposed under the plan and the deferral limit established annually by the IRS. Each pay period, the Company matches employee deferrals on a dollar for dollar basis, up to 4% of compensation. The Company also makes a nondiscretionary contribution for each eligible participant in an amount equal to 5% of plan compensation and 5% of plan compensation in excess of the Social Security wage base. In order to participate in the nondiscretionary contribution, an employee must: (i) be employed on the last day of the year and be credited with 1000 hours of service during the year; (ii) die or become disabled during the year; or (iii) have attained the plan’s early or normal retirement age (as defined in the plan). The Company’s costs related to the 401(k) plan, excluding employee deferrals, in 2018, 2017 and 2016 were \$13,477, \$11,471 and \$10,762, respectively.

In connection with the acquisition of Metropolitan BancGroup, Inc. and its affiliates, the Company assumed the Metropolitan BancGroup, Inc. 401(k) Plan. The plan was terminated by Metropolitan BancGroup, Inc. prior to the acquisition, and the distribution of all account balances was completed during 2018. There was no impact on the Company’s consolidated financial statements as of and for the years ended December 31, 2018 or 2017 associated with these plans.

In connection with the acquisition of Brand Group Holdings, Inc. and its affiliates, the Company assumed the Brand Group Holdings, Inc. 401(k) and Employee Stock Ownership Plan. The plan was terminated by Brand Group Holdings, Inc. immediately prior to the acquisition. The final distribution of account balances is expected to occur once a favorable determination as to the plan’s tax-qualified status is issued by the Internal Revenue Service. There was no impact on the Company’s consolidated financial statements as of and for the years ended December 31, 2018 or 2017 associated with the plan.

Deferred Compensation Plans and Arrangements

The Company maintains a Deferred Stock Unit Plan and two deferred compensation plans. Nonemployee directors may defer all or a portion of their fees and retainer to the Deferred Stock Unit Plan or the deferred compensation plan maintained for their benefit. Officers may defer base salary and bonus to the Deferred Stock Unit Plan or base salary to the deferred compensation plan maintained for their benefit, subject to limits determined annually by the Company. Amounts deferred to the Deferred Stock Unit Plan are invested in units representing shares of the Company’s common stock; benefits are paid in the form of common stock, with cash distributed in lieu of fractional shares. Amounts credited to the deferred compensation plans are notionally invested in the discretion of each participant from among investment alternatives substantially similar to those available under the Company’s

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

401(k) plan. Directors and officers who participated in these deferred compensation plans on or before December 31, 2006, may also invest in a preferential interest rate alternative that is derived from the Moody's Average Corporate Bond Rate. Benefits payable from the deferred compensation plans generally equal the account balances of each participant. Beneficiaries of eligible directors and officers may receive a preretirement death benefit in excess of the amounts credited to plan accounts (eligible directors and officers must have continuously deferred at rates prescribed by the Company since January 1, 2005 and die while employed by the Company).

In connection with the acquisition of Metropolitan BancGroup, Inc. and its affiliates, the Company assumed and now maintains the Metropolitan BancGroup, Inc. Nonqualified Deferred Compensation Plan. Deferral elections in effect as of the time of acquisition were continued through and until December 31, 2017; no further deferrals will be made to the plan. Account balances maintained under the plan will be distributed as provided under the terms of the plan and individual participant elections. Pending distribution, balances will be notionally invested by each participant in designated investment alternatives.

In connection with its acquisition of Brand Group Holdings, Inc. and its affiliates, the Company assumed the Brand Group Holdings, Inc. Deferred Compensation Plan. Deferral elections in effect as of the time of acquisition will be given effect for compensation earned during 2018; no further deferrals will be made to the plan. Account balances maintained under the plan will be distributed as provided under the terms of the plan and individual participant elections. Pending distribution, balances will be notionally invested by each participant in designated investment alternatives.

All of the Company's deferred compensation plans described above are unfunded. It is anticipated that the plans will result in no additional cost to the Company because life insurance policies on the lives of participants have been purchased in amounts estimated to be sufficient to pay plan benefits. The Company is both the owner and beneficiary of the policies. The expense recorded in 2018, 2017 and 2016 for the Company's Deferred Stock Unit and deferred compensation plans, inclusive of deferrals, was \$1,290, \$1,935 and \$1,537, respectively.

In 2007, the Company assumed supplemental executive retirement plans (SERPs) in connection with the acquisition of Capital Bancorp, Inc. and its affiliates. The plans are designed to provide four officers specified annual benefits for a 15-year period upon the attainment of a designated retirement age. Liabilities associated with the SERPs totaled \$3,865 and \$3,846 at December 31, 2018 and 2017, respectively. The plans are not qualified under Section 401 of the Internal Revenue Code.

Incentive Compensation Plans

Under the Company's Performance Based Rewards Plan, annual cash bonuses are paid to eligible officers and employees, subject to the attainment of designated performance criteria that may relate to the Company's performance, the performance of an affiliate, region, division or profit center, and/or to individual or team performance. The Company annually sets minimum, target, and superior levels of performance. Minimum performance must be attained for the payment of any bonus; superior performance must be attained for maximum payouts. The expense associated with the plan for 2018, 2017 and 2016 was \$5,117, \$4,490 and \$2,307, respectively.

The Company maintains a long-term equity compensation plan that provides for the grant of stock options and the award of restricted stock. The plan replaced the long-term incentive plan adopted in 2001, which expired in October 2011. Options granted under the plan permit the acquisition of shares of the Company's common stock at an exercise price equal to the fair market value of the shares on the date of grant. Options are subject to time-based vesting and expire ten years after the date of grant. Options that do not vest or expire unexercised are forfeited and canceled. There were no stock options granted during the years ended December 31, 2018, 2017 or 2016. There was no compensation expense associated with options recorded for the years ended December 31, 2018, 2017 or 2016.

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

The following table summarizes information about options outstanding, exercised and forfeited as of and for the three years ended December 31, 2018, 2017 and 2016:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at January 1, 2016	621,446	\$ 17.88		
Granted	—	—		
Exercised	(435,177)	18.67		
Forfeited	(644)	29.67		
Outstanding at December 31, 2016	185,625	\$ 15.97	3.91	\$ 4,872
Exercisable at December 31, 2016	185,625	\$ 15.97	3.91	\$ 4,872
Granted	—	—		
Exercised	(95,875)	16.25		
Forfeited	—	—		
Outstanding at December 31, 2017	89,750	\$ 15.67	3.14	\$ 2,263
Exercisable at December 31, 2017	89,750	\$ 15.67	3.14	\$ 2,263
Granted	—	—		
Exercised	(41,000)	15.54		
Forfeited	(5,000)	15.32		
Outstanding at December 31, 2018	43,750	\$ 15.84	2.63	\$ 627
Exercisable at December 31, 2018	43,750	\$ 15.84	2.63	\$ 627

The total intrinsic value of options exercised during the three years ended December 31, 2018, 2017 and 2016 was \$1,180, \$2,487 and \$8,323, respectively. The total grant date fair value of options vested during December 31, 2016 was \$78. All options outstanding during 2018 and 2017 were fully vested and exercisable as of December 31, 2016.

The Company also awards performance-based restricted stock to executives and other officers and employees and time-based restricted stock to non-employee directors, executives, and other officers and employees. Performance-based awards are subject to the attainment of designated performance criteria during a fixed performance cycle. Performance criteria may relate to the Company's performance or to the performance of an affiliate, region, division or profit center in each case measured on an absolute basis or relative to a defined peer group. The Company annually sets minimum, target, and superior levels of performance. Minimum performance must be attained for the vesting of any shares; superior performance must be attained for maximum payouts. Time-based restricted stock awards relate to a fixed number of shares that vest at the end of a designated service period.

The fair value of each restricted stock award is the closing price of the Company's common stock on the business day immediately preceding the date of the award. For restricted stock awarded under the plan, the Company recorded compensation expense of \$7,251, \$5,293 and \$3,117 for the years ended December 31, 2018, 2017 and 2016, respectively. The following table summarizes the changes in restricted stock as of and for the year ended December 31, 2018:

	Performance- Based Restricted Stock ⁽¹⁾	Weighted Average Grant-Date Fair Value	Time- Based Restricted Stock	Weighted Average Grant-Date Fair Value
Not vested at beginning of year	—	\$ —	218,075	\$ 39.08
Granted	110,652	40.89	188,272	42.93
Vested	(66,338)	40.89	(75,829)	36.98
Cancelled	(3,014)	40.89	(25,563)	40.97
Not vested at end of year	41,300	\$ 40.89	304,955	\$ 41.82

⁽¹⁾ In January 2018, the Company awarded an aggregate of 53,883 shares of performance-based restricted stock (at the target level), subject to a one-year performance cycle. An aggregate of 3,014 shares was forfeited and canceled prior to the end of the performance cycle. The Company's financial performance exceeded target levels, increasing the award by an aggregate of 15,469 shares.

Note 14 – Employee Benefit and Deferred Compensation Plans (continued)

Unrecognized stock-based compensation expense related to restricted stock totaled \$7,909 at December 31, 2018. As of such date, the weighted average period over which the unrecognized expense is expected to be recognized was approximately 1.45 years. There was no unrecognized stock-based compensation expense related to stock options at December 31, 2018.

At December 31, 2018, an aggregate of 2,043,402 shares of Company common stock were reserved for issuance under the Company's employee benefit plans.

Note 15 – Derivative Instruments

(In Thousands)

The Company utilizes derivative financial instruments, including interest rate contracts such as swaps, caps and/or floors, as part of its ongoing efforts to mitigate its interest rate risk exposure and to facilitate the needs of its customers. The Company enters into derivative instruments that are not designated as hedging instruments to help its commercial customers manage their exposure to interest rate fluctuations. To mitigate the interest rate risk associated with these customer contracts, the Company enters into an offsetting derivative contract position. The Company manages its credit risk, or potential risk of default by its commercial customers, through credit limit approval and monitoring procedures. At December 31, 2018, the Company had notional amounts of \$196,049 on interest rate contracts with corporate customers and \$196,049 in offsetting interest rate contracts with other financial institutions to mitigate the Company's rate exposure on its corporate customers' contracts.

In June 2014, the Company entered into two forward interest rate swap contracts on floating rate liabilities at the Bank level with notional amounts of \$15,000 each. The interest rate swap contracts are accounted for as cash flow hedges with the objective of protecting against any interest rate volatility on future FHLB borrowings for a four-year and five-year period beginning June 1, 2018 and December 3, 2018 and ending June 2022 and June 2023, respectively. Under these contracts, Renasant Bank will pay a fixed interest rate of interest, and will receive a variable interest rate based on the three-month LIBOR plus a pre-determined spread, with quarterly net settlements.

In March and April 2012, the Company entered into two interest rate swap agreements effective March 30, 2014 and March 17, 2014, respectively. Under these swap agreements, the Company receives a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pays a fixed rate of interest. The agreements, which both terminate in March 2022, are accounted for as cash flow hedges to reduce the variability in cash flows resulting from changes in interest rates on \$32,000 of the Company's junior subordinated debentures.

In April 2018, the Company entered into an interest rate swap agreement effective June 15, 2018. Under this swap agreement, the Company receives a variable rate of interest based on the three-month LIBOR plus a pre-determined spread and pays a fixed rate of interest. The agreement, which terminates in June 2028, is accounted for as a cash flow hedge to reduce the variability in cash flows resulting from changes in interest rates on \$30,000 of the Company's junior subordinated debentures.

The Company enters into interest rate lock commitments with its customers to mitigate the interest rate risk associated with the commitments to fund fixed-rate residential mortgage loans. The notional amount of commitments to fund fixed-rate mortgage loans was \$159,464 and \$131,000 at December 31, 2018 and 2017, respectively. The Company also enters into forward commitments to sell residential mortgage loans to secondary market investors. The notional amount of commitments to sell residential mortgage loans to secondary market investors was \$281,343 and \$199,000 at December 31, 2018 and 2017, respectively.

Note 15 – Derivative Instruments (continued)

The following table provides details on the Company’s derivative financial instruments as of the dates presented:

	Balance Sheet Location	Fair Value	
		December 31,	
		2018	2017
Derivative assets:			
Not designated as hedging instruments:			
Interest rate contracts	Other Assets	\$ 2,779	\$ 3,171
Interest rate lock commitments	Other Assets	3,740	2,756
Forward commitments	Other Assets	—	50
Totals		\$ 6,519	\$ 5,977
Derivative liabilities:			
Designated as hedging instruments:			
Interest rate swap	Other Liabilities	\$ 2,046	\$ 2,536
Totals		\$ 2,046	\$ 2,536
Not designated as hedging instruments:			
Interest rate contracts	Other Liabilities	\$ 2,779	\$ 3,171
Interest rate lock commitments	Other Liabilities	—	4
Forward commitments	Other Liabilities	3,563	328
Totals		\$ 6,342	\$ 3,503

Gains (losses) included in the Consolidated Statements of Income related to the Company’s derivative financial instruments were as follows, as of the dates presented:

	Year Ended December 31,		
	2018	2017	2016
Derivatives not designated as hedging instruments:			
Interest rate contracts:			
Included in interest income on loans	\$ 4,137	\$ 3,981	\$ 2,402
Interest rate lock commitments:			
Included in mortgage banking income	779	356	(2,111)
Forward commitments			
Included in mortgage banking income	(3,069)	(4,489)	4,275
Total	<u>\$ 1,847</u>	<u>\$ (152)</u>	<u>\$ 4,566</u>

For the Company’s derivatives designated as cash flow hedges, changes in fair value of the cash flow hedges are, to the extent that the hedging relationship is effective, recorded as other comprehensive income and are subsequently recognized in earnings at the same time that the hedged item is recognized in earnings. The ineffective portions of the changes in fair value of the hedging instruments are immediately recognized in earnings. The assessment of the effectiveness of the hedging relationship is evaluated under the hypothetical derivative method. There were no ineffective portions for the years ended December 31, 2018, 2017 and 2016. The impact on other comprehensive income for the years ended December 31, 2018, 2017, and 2016, can be seen at Note 19, “Other Comprehensive Income.”

Offsetting

Certain financial instruments, including derivatives, may be eligible for offset in the consolidated balance sheet when the “right of setoff” exists or when the instruments are subject to an enforceable master netting agreement, which includes the right of the non-defaulting party or non-affected party to offset recognized amounts, including collateral posted with the counterparty, to determine a net receivable or net payable upon early termination of the agreement. Certain of the Company’s derivative instruments are subject to master netting agreements; however, the Company has not elected to offset such financial instruments in the

Note 15 – Derivative Instruments (continued)

Consolidated Balance Sheets. The following table presents the Company’s gross derivative positions as recognized in the Consolidated Balance Sheets as well as the net derivative positions, including collateral pledged to the extent the application of such collateral did not reduce the net derivative liability position below zero, had the Company elected to offset those instruments subject to an enforceable master netting agreement as of the dates presented:

	Offsetting Derivative Assets		Offsetting Derivative Liabilities	
	December 31, 2018	December 31, 2017	December 31, 2018	December 31, 2017
Gross amounts recognized	\$ 1,620	\$ 717	\$ 6,768	\$ 5,303
Gross amounts offset in the consolidated balance sheets	—	—	—	—
Net amounts presented in the consolidated balance sheets	1,620	717	6,768	5,303
Gross amounts not offset in the consolidated balance sheets				
Financial instruments	1,620	717	1,620	717
Financial collateral pledged	—	—	2,745	4,357
Net amounts	\$ —	\$ —	\$ 2,403	\$ 229

Note 16 – Income Taxes

(In Thousands)

Significant components of the provision for income taxes are as follows for the periods presented:

	Year Ended December 31,		
	2018	2017	2016
<u>Current</u>			
Federal	\$ 22,658	\$ 28,380	\$ 31,679
State	2,625	1,354	2,131
	25,283	29,734	33,810
<u>Deferred</u>			
Federal	13,369	22,314	10,480
State	3,075	1,147	557
Revaluation of net deferred tax assets as a result of the Tax Cuts and Jobs Act	—	14,486	—
	16,444	37,947	11,037
	<u>\$ 41,727</u>	<u>\$ 67,681</u>	<u>\$ 44,847</u>

The reconciliation of income taxes computed at the United States federal statutory tax rates to the provision for income taxes is as follows, for the periods presented:

	Year Ended December 31,		
	2018	2017	2016
Tax at U.S. statutory rate	\$ 39,616	\$ 55,955	\$ 47,522
Increase (decrease) in taxes resulting from:			
Tax-exempt interest income	(1,433)	(3,595)	(3,467)
BOLI income	(975)	(1,524)	(1,622)
Investment tax credits	(1,863)	(1,591)	(1,390)
Amortization of investment in low-income housing tax credits	1,592	1,873	1,742
State income tax expense, net of federal benefit	4,502	1,626	1,747
Revaluation of net deferred tax assets as a result of the Tax Cuts and Jobs Act	—	14,486	—
Other items, net	288	451	315
	<u>\$ 41,727</u>	<u>\$ 67,681</u>	<u>\$ 44,847</u>

Note 16 – Income Taxes (continued)

Significant components of the Company’s deferred tax assets and liabilities are as follows for the periods presented:

	December 31,	
	2018	2017
Deferred tax assets		
Allowance for loan losses	\$ 14,097	\$ 13,966
Loans	18,655	15,062
Deferred compensation	10,001	7,093
Net unrealized losses on securities	6,180	3,659
Impairment of assets	1,280	1,748
Net operating loss carryforwards	19,065	2,419
Other	3,610	4,722
Gross deferred tax assets	72,888	48,669
Valuation allowance on state net operating loss carryforwards	—	—
Total deferred tax assets	72,888	48,669
Deferred tax liabilities		
Investment in partnerships	1,572	757
Depreciation	3,865	3,163
Mortgage servicing rights	12,350	10,139
Subordinated debt	1,607	2,394
Other	1,792	1,859
Total deferred tax liabilities	21,186	18,312
Net deferred tax assets	\$ 51,702	\$ 30,357

The Tax Cuts and Jobs Act (the “Tax Act”), enacted on December 22, 2017, among other things, permanently lowered the statutory federal corporate tax rate from 35% to 21%, effective for tax years including or beginning January 1, 2018. Under the guidance of ASC 740, “Income Taxes” (“ASC 740”), the Company revalued its net deferred tax assets on the date of enactment based on the reduction in the overall future tax benefit expected to be realized at the lower tax rate implemented by the new legislation. After reviewing the Company’s inventory of deferred tax assets and liabilities on the date of enactment and giving consideration to the future impact of the lower corporate tax rates and other provisions of the new legislation, the Company’s revaluation of its net deferred tax assets was \$14,486, which was included in “Income taxes” in the Consolidated Statements of Income for the year ended December 31, 2017. No further adjustments related to the Tax Act were required in 2018.

The Company and its subsidiaries file a consolidated U.S. federal income tax return. The Company is currently open to audit under the statute of limitations by the Internal Revenue Service for the years ending December 31, 2015 through 2017. The Company and its subsidiaries’ state income tax returns are open to audit under the statute of limitations for the years ended December 31, 2015 through 2017.

The Company acquired federal and state net operating losses as part of its previous acquisitions, with varying expiration periods. The federal and state net operating losses acquired in the Brand acquisition were \$83,960 and approximately \$67,168, respectively, all created in 2018. As part of the Tax Act and corresponding state tax laws, the federal net operating losses and the majority of the state net operating losses created by Brand during 2018 have an indefinite carryforward period. As of December 31, 2018, there are federal and state net operating losses, related to the Brand acquisition, without expiration periods of \$71,963 of and \$63,218, respectively. The federal and state net operating losses acquired in the Heritage acquisition were \$18,321 and \$16,877, respectively, of which \$4,956 and \$2,365 remain to be utilized as of December 31, 2018. These losses begin to expire in 2029 and are expected to be fully utilized. Because the benefits are expected to be fully realized, the Company recorded no valuation allowance against the net operating losses for the year end December 31, 2018.

Note 16 – Income Taxes (continued)

The table below presents the breakout of net operating losses for the periods presented.

	December 31,	
	2018	2017
Net Operating Losses		
Federal	\$ 76,919	\$ 5,920
State	65,583	7,319

A reconciliation of the beginning and ending amount of unrecognized tax benefits, excluding interest, related to federal and state income tax matters as of December 31 follows below. These amounts have been adjusted for the change in the tax rate from 35% to 21%.

	2018	2017	2016
Balance at January 1	\$ 1,606	\$ 1,510	\$ 1,485
Additions based on positions related to current period	313	467	25
Reductions due to lapse of statute of limitations	—	(371)	—
Balance at December 31	<u>\$ 1,919</u>	<u>\$ 1,606</u>	<u>\$ 1,510</u>

If ultimately recognized, the Company does not anticipate any material increase in the effective tax rate for 2018 relative to any tax positions taken prior to January 1, 2018. The Company had accrued \$244, \$169 and \$169 for interest and penalties related to unrecognized tax benefits as of December 31, 2018, 2017 and 2016, respectively.

Note 17 – Investments in Qualified Affordable Housing Projects

(In Thousands)

The Company has investments in qualified affordable housing projects (“QAHPs”) that provide low income housing tax credits and operating loss benefits over an extended period. At December 31, 2018 and December 31, 2017, the Company’s carrying value of QAHPs was \$6,037 and \$7,637, respectively. During the first quarter of 2017, the Company sold its interest in a limited liability partnership which reduced the carrying value of the investment in QAHPs by approximately \$2,450. On July 1, 2017, the Company acquired \$5,481 in QAHPs in its acquisition of Metropolitan. The Company has no remaining funding obligations related to the QAHPs. The investments in QAHPs are accounted for using the effective yield method. The investments in QAHPs are included in “Other assets” on the Consolidated Balance Sheets.

Components of the Company’s investments in qualified affordable housing projects were included in the line item “Income taxes” in the Consolidated Statements of Income for the periods presented as follows:

	Year Ended December 31,	
	2018	2017
Investment amortization	\$ 1,592	\$ 1,714
Tax credits and other benefits	(2,290)	(2,190)
Total	<u>\$ (698)</u>	<u>\$ (476)</u>

Note 18 – Fair Value Measurements

(In Thousands)

Recurring Fair Value Measurements

The Company carries certain assets and liabilities at fair value on a recurring basis in accordance with applicable standards. The Company’s recurring fair value measurements are based on the requirement to carry such assets and liabilities at fair value or the Company’s election to carry certain eligible assets and liabilities at fair value. Assets and liabilities that are required to be carried

Note 18 – Fair Value Measurements (continued)

at fair value include securities available for sale and derivative instruments. The Company has elected to carry mortgage loans held for sale at fair value on a recurring basis as permitted under the guidance in ASC 825.

The following methods and assumptions are used by the Company to estimate the fair values of the Company's financial assets and liabilities that are measured on a recurring basis:

Securities available for sale: Securities available for sale consist primarily of debt securities, such as obligations of U.S. Government agencies and corporations, mortgage-backed securities, trust preferred securities, and other debt securities. Where quoted market prices in active markets are available, securities are classified within Level 1 of the fair value hierarchy. If quoted prices from active markets are not available, fair values are based on quoted market prices for similar instruments traded in active markets, quoted market prices for identical or similar instruments traded in markets that are not active, or model-based valuation techniques where all significant assumptions are observable in the market. Such instruments are classified within Level 2 of the fair value hierarchy. When assumptions used in model-based valuation techniques are not observable in the market, the assumptions used by management reflect estimates of assumptions used by other market participants in determining fair value. When there is limited transparency around the inputs to the valuation, the instruments are classified within Level 3 of the fair value hierarchy.

Derivative instruments: The Company uses derivatives to manage various financial risks. Most of the Company's derivative contracts are actively traded in over-the-counter markets and are valued using discounted cash flow models which incorporate observable market based inputs including current market interest rates, credit spreads, and other factors. Such instruments are categorized within Level 2 of the fair value hierarchy and include interest rate swaps and other interest rate contracts including interest rate caps and/or floors. The Company's interest rate lock commitments are valued using current market prices for mortgage-backed securities with similar characteristics, adjusted for certain factors including servicing and risk. The value of the Company's forward commitments is based on current prices for securities backed by similar types of loans. Because these assumptions are observable in active markets, the Company's interest rate lock commitments and forward commitments are categorized within Level 2 of the fair value hierarchy.

Mortgage loans held for sale in loans held for sale: Mortgage loans held for sale are primarily agency loans which trade in active secondary markets. The fair value of these instruments is derived from current market pricing for similar loans, adjusted for differences in loan characteristics, including servicing and risk. Because the valuation is based on external pricing of similar instruments, mortgage loans held for sale are classified within Level 2 of the fair value hierarchy.

Note 18 – Fair Value Measurements (continued)

The following table presents assets and liabilities that are measured at fair value on a recurring basis as of the dates presented:

	Level 1	Level 2	Level 3	Totals
December 31, 2018				
Financial assets:				
Securities available for sale:				
Obligations of other U.S. Government agencies and corporations	\$ —	\$ 2,511	\$ —	\$ 2,511
Obligations of states and political subdivisions	—	203,269	—	203,269
Residential mortgage-backed securities:				
Government agency-mortgage backed securities	—	613,283	—	613,283
Government agency collateralized mortgage obligations	—	326,989	—	326,989
Commercial mortgage-backed securities:				
Government agency-mortgage backed securities	—	21,830	—	21,830
Government agency collateralized mortgage obligations	—	28,335	—	28,335
Trust preferred securities	—	—	10,633	10,633
Other debt securities	—	43,927	—	43,927
Total securities available for sale	—	1,240,144	10,633	1,250,777
Derivative instruments:				
Interest rate contracts	—	2,779	—	2,779
Interest rate lock commitments	—	3,740	—	3,740
Forward commitments	—	—	—	—
Total derivative instruments	—	6,519	—	6,519
Mortgage loans held for sale in loans held for sale	—	219,848	—	219,848
Total financial assets	\$ —	\$ 1,466,511	\$ 10,633	\$ 1,477,144
Financial liabilities:				
Derivative instruments:				
Interest rate swap	\$ —	\$ 2,046	\$ —	\$ 2,046
Interest rate contracts	—	2,779	—	2,779
Interest rate lock commitments	—	—	—	—
Forward commitments	—	3,563	—	3,563
Total derivative instruments	—	8,388	—	8,388
Total financial liabilities	\$ —	\$ 8,388	\$ —	\$ 8,388

Note 18 – Fair Value Measurements (continued)

	Level 1	Level 2	Level 3	Totals
December 31, 2017				
Financial assets:				
Securities available for sale:				
Obligations of other U.S. Government agencies and corporations	\$ —	\$ 3,564	\$ —	\$ 3,564
Obligations of states and political subdivisions	—	234,481	—	234,481
Residential mortgage-backed securities:				
Government agency mortgage-backed securities	—	193,950	—	193,950
Government agency collateralized mortgage obligations	—	176,639	—	176,639
Commercial mortgage-backed securities:				
Government agency-mortgage backed securities	—	31,170	—	31,170
Government agency collateralized mortgage obligations	—	5,006	—	5,006
Trust preferred securities	—	—	9,388	9,388
Other debt securities	—	17,290	—	17,290
Total securities available for sale	—	662,100	9,388	671,488
Derivative instruments:				
Interest rate contracts	—	3,171	—	3,171
Interest rate lock commitments	—	2,756	—	2,756
Forward commitments	—	50	—	50
Total derivative instruments	—	5,977	—	5,977
Mortgage loans held for sale in loans held for sale	—	108,316	—	108,316
Total financial assets	\$ —	\$ 776,393	\$ 9,388	\$ 785,781
Financial liabilities:				
Derivative instruments:				
Interest rate swap	\$ —	\$ 2,536	\$ —	\$ 2,536
Interest rate contracts	—	3,171	—	3,171
Interest rate lock commitments	—	4	—	4
Forward commitments	—	328	—	328
Total derivative instruments	—	6,039	—	6,039
Total financial liabilities	\$ —	\$ 6,039	\$ —	\$ 6,039

The Company reviews fair value hierarchy classifications on a quarterly basis. Changes in the Company's ability to observe inputs to the valuation may cause reclassification of certain assets or liabilities within the fair value hierarchy.

Note 18 – Fair Value Measurements (continued)

The following table provides for the periods presented a reconciliation for assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs, or Level 3 inputs:

	<u>Securities available for sale</u> <u>Trust preferred</u> <u>securities</u>
Balance at January 1, 2017	\$ 18,389
Realized (gains) losses included in net income, net of premium amortization	25
Unrealized gains included in other comprehensive income	2,364
Sales	(9,346)
Issues	—
Settlements	(2,044)
Transfers into Level 3	—
Transfers out of Level 3	—
Balance at December 31, 2017	\$ 9,388
Realized (gains) losses included in net income, net of premium amortization	34
Unrealized gains included in other comprehensive income	1,328
Sales	—
Issues	—
Settlements	(117)
Transfers into Level 3	—
Transfers out of Level 3	—
Balance at December 31, 2018	\$ 10,633

For 2018 and 2017, there were no gains or losses included in earnings that were attributable to the change in unrealized gains or losses related to assets or liabilities held at the end of each respective period that were measured on a recurring basis using significant unobservable inputs.

The following table presents information as of December 31, 2018 about significant unobservable inputs (Level 3) used in the valuation of assets and liabilities measured at fair value on a recurring basis:

<u>Financial instrument</u>	<u>Fair Value</u>	<u>Valuation Technique</u>	<u>Significant Unobservable Inputs</u>	<u>Range of Inputs</u>
Trust preferred securities	\$ 10,633	Discounted cash flows	Default rate	0-100%

Note 18 – Fair Value Measurements (continued)

Nonrecurring Fair Value Measurements

Certain assets may be recorded at fair value on a nonrecurring basis. These nonrecurring fair value adjustments typically are a result of the application of the lower of cost or market accounting or a write-down occurring during the period. The following table provides as of the dates presented the fair value measurement for assets measured at fair value on a nonrecurring basis that were still held on the Consolidated Balance Sheets at period end and the level within the fair value hierarchy each is classified:

	Level 1	Level 2	Level 3	Totals
December 31, 2018				
Impaired loans	\$ —	\$ —	\$ 21,686	\$ 21,686
OREO	—	—	4,319	4,319
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,005</u>	<u>\$ 26,005</u>
	Level 1	Level 2	Level 3	Totals
December 31, 2017				
Impaired loans	\$ —	\$ —	\$ 19,365	\$ 19,365
OREO	—	—	7,392	7,392
Total	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 26,757</u>	<u>\$ 26,757</u>

The following methods and assumptions are used by the Company to estimate the fair values of the Company's assets measured on a nonrecurring basis:

Impaired loans: Loans considered impaired are reserved for at the time the loan is identified as impaired taking into account the fair value of the collateral less estimated selling costs. Collateral may be real estate and/or business assets including but not limited to equipment, inventory and accounts receivable. The fair value of real estate is determined based on appraisals by qualified licensed appraisers. The fair value of the business assets is generally based on amounts reported on the business's financial statements. Appraised and reported values may be adjusted based on changes in market conditions from the time of valuation and management's knowledge of the client and the client's business. Since not all valuation inputs are observable, these nonrecurring fair value determinations are classified as Level 3. Impaired loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly, based on the same factors previously identified. Impaired loans that were measured or re-measured at fair value had a carrying value of \$22,621 and \$20,394 at December 31, 2018 and December 31, 2017, respectively, and a specific reserve for these loans of \$935 and \$1,029 was included in the allowance for loan losses for the same periods ended.

Other real estate owned: OREO is comprised of commercial and residential real estate obtained in partial or total satisfaction of loan obligations. OREO acquired in settlement of indebtedness is recorded at the fair value of the real estate less estimated costs to sell. Subsequently, it may be necessary to record nonrecurring fair value adjustments for declines in fair value. Fair value, when recorded, is determined based on appraisals by qualified licensed appraisers and adjusted for management's estimates of costs to sell. Accordingly, values for OREO are classified as Level 3.

The following table presents, as of the dates presented, OREO measured at fair value on a nonrecurring basis that was still held in the Consolidated Balance Sheets at period-end:

	December 31, 2018	December 31, 2017
Carrying amount prior to remeasurement	\$ 5,258	\$ 8,732
Impairment recognized in results of operations	(939)	(1,340)
Fair value	<u>\$ 4,319</u>	<u>\$ 7,392</u>

Note 18 – Fair Value Measurements (continued)

The following table presents information as of December 31, 2018 about significant unobservable inputs (Level 3) used in the valuation of assets measured at fair value on a nonrecurring basis:

Financial instrument	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range of Inputs
Impaired loans	\$ 21,686	Appraised value of collateral less estimated costs to sell	Estimated costs to sell	4-10%
OREO	\$ 4,319	Appraised value of property less estimated costs to sell	Estimated costs to sell	4-10%

Fair Value Option

The Company elected to measure all mortgage loans originated for sale on or after July 1, 2012 at fair value under the fair value option as permitted under ASC 825. Electing to measure these assets at fair value reduces certain timing differences and better matches the changes in fair value of the loans with changes in the fair value of derivative instruments used to economically hedge them.

Net gains of \$4,892 resulting from fair value changes of these mortgage loans were recorded in income during 2018, as compared to net gains of \$1,594 in 2017 and net losses of \$4,851 in 2016. The amounts do not reflect changes in fair values of related derivative instruments used to hedge exposure to, market-related risks associated with these mortgage loans. The change in fair value of both mortgage loans held for sale and the related derivative instruments are recorded in “Mortgage banking income” in the Consolidated Statements of Income.

The Company’s valuation of mortgage loans held for sale incorporates an assumption for credit risk; however, given the short-term period that the Company holds these loans, valuation adjustments attributable to instrument-specific credit risk is nominal. Interest income on mortgage loans held for sale measured at fair value is accrued as it is earned based on contractual rates and is reflected in loan interest income on the Consolidated Statements of Income.

The following table summarizes the differences between the fair value and the principal balance for mortgage loans held for sale measured at fair value as of December 31, 2018:

	Aggregate Fair Value	Aggregate Unpaid Principal Balance	Difference
Mortgage loans held for sale	\$ 219,848	\$ 211,460	\$ 8,388
Past due loans of 90 days or more	—	—	—
Nonaccrual loans	—	—	—

Note 18 – Fair Value Measurements (continued)

Fair Value of Financial Instruments

The carrying amounts and estimated fair values of the Company's financial instruments, including those assets and liabilities that are not measured and reported at fair value on a recurring basis or nonrecurring basis, were as follows as of the dates presented:

	Carrying Value	Fair Value				
		Level 1	Level 2	Level 3	Total	
December 31, 2018						
Financial assets						
Cash and cash equivalents	\$ 569,111	\$ 569,111	\$ —	\$ —	\$ 569,111	
Securities available for sale	1,250,777	—	1,240,144	10,633	1,250,777	
Loans held for sale	411,427	—	219,848	191,579	411,427	
Loans, net	9,034,103	—	—	8,818,039	8,818,039	
Mortgage servicing rights	48,230	—	—	61,111	61,111	
Derivative instruments	6,519	—	6,519	—	6,519	
Financial liabilities						
Deposits	\$ 10,128,557	\$ 7,765,773	\$ 2,337,334	\$ —	\$ 10,103,107	
Short-term borrowings	387,706	387,706	—	—	387,706	
Other long-term borrowings	53	53	—	—	53	
Federal Home Loan Bank advances	6,690	—	6,751	—	6,751	
Junior subordinated debentures	109,636	—	109,766	—	109,766	
Subordinated notes	147,239	—	148,875	—	148,875	
Derivative instruments	8,388	—	8,388	—	8,388	

	Carrying Value	Fair Value				
		Level 1	Level 2	Level 3	Total	
December 31, 2017						
Financial assets						
Cash and cash equivalents	\$ 281,453	\$ 281,453	\$ —	\$ —	\$ 281,453	
Securities available for sale	671,488	—	662,100	9,388	671,488	
Loans held for sale	108,316	—	108,316	—	108,316	
Loans, net	7,574,111	—	—	7,514,185	7,514,185	
Mortgage servicing rights	39,339	—	—	47,868	47,868	
Derivative instruments	5,977	—	5,977	—	5,977	
Financial liabilities						
Deposits	\$ 7,921,075	\$ 6,114,391	\$ 1,809,085	\$ —	\$ 7,923,476	
Short-term borrowings	89,814	89,814	—	—	89,814	
Other long-term borrowings	98	98	—	—	98	
Federal Home Loan Bank advances	7,493	—	7,661	—	7,661	
Junior subordinated debentures	85,881	—	69,702	—	69,702	
Subordinated notes	114,074	—	118,650	—	118,650	
Derivative instruments	6,039	—	6,039	—	6,039	

Note 19 – Other Comprehensive Income

(In Thousands)

Changes in the components of other comprehensive income, net of tax, were as follows:

	Pre-Tax	Tax Expense (Benefit)	Net of Tax
Year Ended December 31, 2018			
Securities available for sale:			
Unrealized holding losses on securities	\$ (11,155)	\$ (2,840)	\$ (8,315)
Reclassification adjustment for losses realized in net income ⁽¹⁾	16	4	12
Total securities available for sale	(11,139)	(2,836)	(8,303)
Derivative instruments:			
Unrealized holding gains on derivative instruments	490	125	365
Total derivative instruments	490	125	365
Defined benefit pension and post-retirement benefit plans:			
Net gain arising during the period	413	105	308
Amortization of net actuarial loss recognized in net periodic pension cost ⁽²⁾	328	83	245
Total defined benefit pension and post-retirement benefit plans	741	188	553
Total other comprehensive loss	\$ (9,908)	\$ (2,523)	\$ (7,385)
Year Ended December 31, 2017			
Securities available for sale:			
Unrealized holding losses on securities	\$ (3,617)	\$ (1,399)	\$ (2,218)
Unrealized holding gains on securities transferred from held to maturity to available for sale	13,219	5,111	8,108
Reclassification adjustment for gains realized in net income ⁽¹⁾	(148)	(57)	(91)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(282)	(109)	(173)
Total securities available for sale	9,172	3,546	5,626
Derivative instruments:			
Unrealized holding gains on derivative instruments	874	338	536
Total derivative instruments	874	338	536
Defined benefit pension and post-retirement benefit plans:			
Net gain arising during the period	1,379	351	1,028
Amortization of net actuarial loss recognized in net periodic pension cost ⁽²⁾	407	158	249
Total defined benefit pension and post-retirement benefit plans	1,786	509	1,277
Total other comprehensive income	\$ 11,832	\$ 4,393	\$ 7,439

Note 19 – Other Comprehensive Income (continued)

	Pre-Tax	Tax Expense (Benefit)	Net of Tax
Year Ended December 31, 2016			
Securities available for sale:			
Unrealized holding losses on securities	\$ (10,119)	\$ (3,913)	\$ (6,206)
Reclassification adjustment for gains realized in net income ⁽¹⁾	(1,186)	(459)	(727)
Amortization of unrealized holding gains on securities transferred to the held to maturity category	(99)	(38)	(61)
Total securities available for sale	(11,404)	(4,410)	(6,994)
Derivative instruments:			
Unrealized holding gains on derivative instruments	856	329	527
Total derivative instruments	856	329	527
Defined benefit pension and post-retirement benefit plans:			
Net loss arising during the period	51	20	31
Amortization of net actuarial loss recognized in net periodic pension cost ⁽²⁾	480	178	302
Reclassification of adjustment for net settlement gain realized in net income ⁽²⁾	(383)	(148)	(235)
Total defined benefit pension and post-retirement benefit plans	148	50	98
Total other comprehensive loss	<u>\$ (10,400)</u>	<u>\$ (4,031)</u>	<u>\$ (6,369)</u>

(1) Included in Net (losses) gains on sales of securities in the Consolidated Statements of Income

(2) Included in Salaries and employee benefits in the Consolidated Statements of Income

The accumulated balances for each component of other comprehensive income, net of tax, at December 31 were as follows:

	2018	2017	2016
Unrealized gains on securities	\$ 1,066	\$ 9,369	\$ 9,490
Non-credit related portion of other-than-temporary impairment on securities	(11,319)	(11,319)	(16,719)
Unrealized losses on derivative instruments	(630)	(995)	(1,355)
Unrecognized losses on defined benefit pension and post-retirement benefit plans obligations	(7,013)	(7,566)	(7,320)
Total accumulated other comprehensive loss	<u>\$ (17,896)</u>	<u>\$ (10,511)</u>	<u>\$ (15,904)</u>

Note 20 – Quarterly Results of Operations

(In Thousands, Except Share Data) (Unaudited)

The following table sets forth a summary of the unaudited quarterly results of operations.

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2018				
Interest income	\$ 100,380	\$ 106,574	\$ 117,795	\$ 137,105
Interest expense	11,140	14,185	18,356	21,648
Net interest income	89,240	92,389	99,439	115,457
Provision for loan losses	1,750	1,810	2,250	1,000
Noninterest income	33,953	35,581	38,053	36,374
Noninterest expense	77,944	79,026	94,746	93,313
Income before income taxes	43,499	47,134	40,496	57,518
Income taxes	9,673	10,424	8,532	13,098
Net income	\$ 33,826	\$ 36,710	\$ 31,964	\$ 44,420
Basic earnings per share	\$ 0.69	\$ 0.74	\$ 0.61	\$ 0.76
Diluted earnings per share	\$ 0.68	\$ 0.74	\$ 0.61	\$ 0.76
2017				
Interest income	\$ 81,889	\$ 87,579	\$ 100,695	\$ 104,587
Interest expense	7,874	7,976	10,678	11,325
Net interest income	74,015	79,603	90,017	93,262
Provision for loan losses	1,500	1,750	2,150	2,150
Noninterest income	32,021	34,265	33,413	32,441
Noninterest expense	69,309	74,841	80,660	76,808
Income before income taxes	35,227	37,277	40,620	46,745
Income taxes	11,255	11,993	14,199	30,234
Net income	\$ 23,972	\$ 25,284	\$ 26,421	\$ 16,511
Basic earnings per share	\$ 0.54	\$ 0.57	\$ 0.54	\$ 0.33
Diluted earnings per share	\$ 0.54	\$ 0.57	\$ 0.53	\$ 0.33

See Note 2, “Mergers and Acquisitions” above for a discussion of the effect on the Company’s results of operations of its acquisitions of Brand in the third quarter of 2018 and Metropolitan in the third quarter of 2017.

Note 21 – Net Income Per Common Share

(In Thousands, Except Share Data)

Basic net income per common share is calculated by dividing net income by the weighted-average number of common shares outstanding for the period. Diluted net income per common share reflects the pro forma dilution of shares outstanding, assuming outstanding stock options were exercised into common shares and nonvested restricted stock awards, whose vesting is subject to future service requirements, were outstanding common shares as of the awards’ respective grant dates, calculated in accordance with the treasury method.

Note 21 – Net Income Per Common Share (continued)

Basic and diluted net income per common share calculations are as follows for the periods presented:

	Year Ended December 31,		
	2018	2017	2016
Basic			
Net income applicable to common stock	\$ 146,920	\$ 92,188	\$ 90,930
Average common shares outstanding	52,492,104	46,874,502	41,737,636
Net income per common share—basic	\$ 2.80	\$ 1.97	\$ 2.18
Diluted			
Net income applicable to common stock	\$ 146,920	\$ 92,188	\$ 90,930
Average common shares outstanding	52,492,104	46,874,502	41,737,636
Effect of dilutive stock-based compensation	134,746	127,014	251,819
Average common shares outstanding—diluted	52,626,850	47,001,516	41,989,455
Net income per common share—diluted	\$ 2.79	\$ 1.96	\$ 2.17

Outstanding stock-based compensation awards that could potentially dilute basic net income per common share in the future that were not included in the computation of diluted net income per common share due to their anti-dilutive effect were as follows for the periods presented:

	Year Ended December 31,		
	2018	2017	2016
Number of shares	73,257	77,545	—
Range of exercise prices (for stock option awards)	—	—	—

Note 22 – Commitments, Contingent Liabilities and Financial Instruments with Off-Balance Sheet Risk

(In Thousands)

Loan commitments are made to accommodate the financial needs of the Company's customers. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Both arrangements have credit risk essentially the same as that involved in extending loans to customers and are subject to the Company's normal credit policies. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer. The Company's unfunded loan commitments (unfunded loans and unused lines of credit) and standby letters of credit outstanding at December 31, 2018 were \$2,068,749 and \$104,664, respectively, compared to \$1,619,022 and \$68,946, respectively, at December 31, 2017.

Various claims and lawsuits are pending against the Company and Renasant Bank. In the opinion of management, after consultation with legal counsel, resolution of these matters is not expected to have a material effect on the consolidated financial statements.

Market risk resulting from interest rate changes on particular off-balance sheet financial instruments may be offset by other on - or off-balance sheet transactions. Interest rate sensitivity is monitored by the Company for determining the net effect of potential changes in interest rates on the market value of both on- and off-balance sheet financial instruments.

Note 23 – Restrictions on Cash, Securities, Bank Dividends, Loans or Advances

(In Thousands)

Renasant Bank is required to maintain minimum average balances with the Federal Reserve. At December 31, 2018 and 2017, Renasant Bank's reserve requirements with the Federal Reserve were \$113,341 and \$129,429, respectively, with which it was in full compliance.

The Company's balance of FHLB stock, which is carried at amortized cost, at December 31, 2018 and 2017, was \$19,777 and \$15,070, respectively. The required investment for the same time period was \$7,471 and \$7,181, respectively.

Note 23 – Restrictions on Cash, Securities, Bank Dividends, Loans or Advances (continued)

The Company's ability to pay dividends to its shareholders is substantially dependent on the ability of Renasant Bank to transfer funds to the Company in the form of dividends, loans and advances. Under Mississippi law, a Mississippi bank may not pay dividends unless its earned surplus is in excess of three times capital stock. A Mississippi bank with earned surplus in excess of three times capital stock may pay a dividend, subject to the approval of the Mississippi Department of Banking and Consumer Finance (the "DBCF"). In addition, the FDIC also has the authority to prohibit the Bank from engaging in business practices that the FDIC considers to be unsafe or unsound, which, depending on the financial condition of the Bank, could include the payment of dividends. Accordingly, the approval of the DBCF is required prior to Renasant Bank paying dividends to the Company, and under certain circumstances the approval of the FDIC may be required. At December 31, 2018, the Bank's earned surplus exceeded the Bank's capital stock by more than ten times.

Federal Reserve regulations also limit the amount Renasant Bank may loan to the Company unless such loans are collateralized by specific obligations. At December 31, 2018, the maximum amount available for transfer from Renasant Bank to the Company in the form of loans was \$133,162. As of December 31, 2018, no loans from the Bank to the Company were outstanding.

Note 24 – Regulatory Matters

(In Thousands)

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

The Federal Reserve, the FDIC and the Office of the Comptroller of the Currency have issued guidelines governing the levels of capital that bank holding companies and banks must maintain. Those guidelines specify capital tiers, which include the following classifications:

<u>Capital Tiers</u>	<u>Tier 1 Capital to Average Assets (Leverage)</u>	<u>Common Equity Tier 1 to Risk - Weighted Assets</u>	<u>Tier 1 Capital to Risk - Weighted Assets</u>	<u>Total Capital to Risk - Weighted Assets</u>
Well capitalized	5% or above	6.5% or above	8% or above	10% or above
Adequately capitalized	4% or above	4.5% or above	6% or above	8% or above
Undercapitalized	Less than 4%	Less than 4.5%	Less than 6%	Less than 8%
Significantly undercapitalized	Less than 3%	Less than 3%	Less than 4%	Less than 6%
Critically undercapitalized	Tangible Equity / Total Assets less than 2%			

Note 24 – Regulatory Matters (continued)

The following table provides the capital and risk-based capital and leverage ratios for the Company and for Renasant Bank as of December 31:

	2018		2017	
	Amount	Ratio	Amount	Ratio
Renasant Corporation				
Tier 1 Capital to Average Assets (Leverage)	\$ 1,188,412	10.11%	\$ 979,604	10.18%
Common Equity Tier 1 Capital to Risk-Weighted Assets	1,085,751	11.05%	896,733	11.34%
Tier 1 Capital to Risk-Weighted Assets	1,188,412	12.10%	979,604	12.39%
Total Capital to Risk-Weighted Assets	1,386,507	14.12%	1,142,926	14.46%
Renasant Bank				
Tier 1 Capital to Average Assets (Leverage)	\$ 1,276,976	10.88%	\$ 1,000,715	10.42%
Common Equity Tier 1 Capital to Risk-Weighted Assets	1,276,976	13.02%	1,000,715	12.69%
Tier 1 Capital to Risk-Weighted Assets	1,276,976	13.02%	1,000,715	12.69%
Total Capital to Risk-Weighted Assets	1,331,619	13.58%	1,050,751	13.32%

Common equity Tier 1 capital (“CET1”) generally consists of common stock, retained earnings, accumulated other comprehensive income and certain minority interests, less certain adjustments and deductions. In addition, the Company must maintain a “capital conservation buffer,” which is a specified amount of CET1 capital in addition to the amount necessary to meet minimum risk-based capital requirements. The capital conservation buffer is designed to absorb losses during periods of economic stress. If the Company’s ratio of CET1 to risk-weighted capital is below the capital conservation buffer, the Company will face restrictions on its ability to pay dividends, repurchase outstanding stock and make certain discretionary bonus payments. At December 31, 2018, the required capital conservation buffer was 1.875% of CET1 to risk-weighted assets in addition to the amount necessary to meet minimum risk-based capital requirements, and the buffer increased to 2.5% as of January 1, 2019. In addition, the Basel III regulatory capital reforms and rules effecting certain changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 issued by the Federal Reserve, the FDIC and the Office of the Comptroller of the Currency (the “Basel III Rules”) have revised the agencies’ rules for calculating risk-weighted assets to enhance risk sensitivity and to incorporate certain international capital standards of the Basel Committee on Banking Supervision. These revisions affect the calculation of the denominator of a banking organization’s risk-based capital ratios to reflect the higher-risk nature of certain types of loans. As applicable to Renasant Bank:

- Residential mortgages: Replaced the current 50% risk weight for performing residential first-lien mortgages and a 100% risk-weight for all other mortgages with a risk weight of between 35% and 200% determined by the mortgage’s loan-to-value ratio and whether the mortgage falls into one of two categories based on eight criteria that include the term, use of negative amortization and balloon payments, certain rate increases and documented and verified borrower income.
- Commercial mortgages: Replaced the current 100% risk weight with a 150% risk weight for certain high volatility commercial real estate acquisition, development and construction loans.
- Nonperforming loans: Replaced the current 100% risk weight with a 150% risk weight for loans, other than residential mortgages, that are 90 days past due or on nonaccrual status.

Finally, Tier 1 capital treatment for “hybrid” capital items like trust preferred securities has been eliminated, subject to various grandfathering and transition rules.

Note 25 – Segment Reporting

(In Thousands)

The operations of the Company's reportable segments are described as follows:

- The Community Banks segment delivers a complete range of banking and financial services to individuals and small to medium-size businesses including checking and savings accounts, business and personal loans, equipment leasing, as well as safe deposit and night depository facilities.
- The Insurance segment includes a full service insurance agency offering all lines of commercial and personal insurance through major carriers.
- The Wealth Management segment offers a broad range of wealth management and fiduciary services which includes the administration and management of trust accounts including personal and corporate benefit accounts, self-directed IRAs, and custodial accounts. In addition, the Wealth Management segment offers annuities, mutual funds and other investment services through a third party broker-dealer.

In order to give the Company's divisional management a more precise indication of the income and expenses they can control, the results of operations for the Community Banks, the Insurance and the Wealth Management segments reflect the direct revenues and expenses of each respective segment. Indirect revenues and expenses, including but not limited to income from the Company's investment portfolio, as well as certain costs associated with data processing and back office functions, primarily support the operations of the community banks and, therefore, are included in the results of the Community Banks segment. Included in "Other" are the operations of the holding company and other eliminations which are necessary for purposes of reconciling to the consolidated amounts.

Note 25 - Segment Reporting (continued)

The following table provides financial information for the Company's operating segments as of and for the years ended December 31, 2018, 2017 and 2016:

	Community Banks	Insurance	Wealth Management	Other	Consolidated
2018					
Net interest income	\$ 406,420	\$ 484	\$ 1,297	\$ (11,676)	\$ 396,525
Provision for loan losses	6,810	—	—	—	6,810
Noninterest income	120,559	9,831	14,537	(966)	143,961
Noninterest expense	323,439	7,294	13,336	960	345,029
Income before income taxes	196,730	3,021	2,498	(13,602)	188,647
Income taxes	44,464	786	—	(3,523)	41,727
Net income (loss)	\$ 152,266	\$ 2,235	\$ 2,498	\$ (10,079)	\$ 146,920
Total assets	\$ 12,828,586	\$ 25,798	\$ 60,794	\$ 19,700	\$ 12,934,878
Goodwill	930,161	2,767	—	—	932,928
2017					
Net interest income	\$ 344,499	\$ 457	\$ 2,160	\$ (10,219)	\$ 336,897
Provision for loan losses	7,550	—	—	—	7,550
Noninterest income	110,308	9,530	12,863	(561)	132,140
Noninterest expense	281,698	6,957	11,785	1,178	301,618
Income before income taxes	165,559	3,030	3,238	(11,958)	159,869
Income taxes	70,257	1,184	—	(3,760)	67,681
Net income (loss)	\$ 95,302	\$ 1,846	\$ 3,238	\$ (8,198)	\$ 92,188
Total assets	\$ 9,717,779	\$ 26,470	\$ 61,330	\$ 24,402	\$ 9,829,981
Goodwill	608,279	2,767	—	—	611,046
2016					
Net interest income	\$ 305,583	\$ 350	\$ 1,846	\$ (6,788)	\$ 300,991
Provision for loan losses	7,530	—	—	—	7,530
Noninterest income	114,615	10,074	12,354	372	137,415
Noninterest expense	276,260	6,873	11,099	867	295,099
Income before income taxes	136,408	3,551	3,101	(7,283)	135,777
Income taxes	46,352	1,385	—	(2,890)	44,847
Net income (loss)	\$ 90,056	\$ 2,166	\$ 3,101	\$ (4,393)	\$ 90,930
Total assets	\$ 8,602,022	\$ 23,693	\$ 54,857	\$ 19,279	\$ 8,699,851
Goodwill	467,767	2,767	—	—	470,534

Note 26 – Renasant Corporation (Parent Company Only) Condensed Financial Information

(In Thousands)

Balance Sheets

	December 31,	
	2018	2017
Assets		
Cash and cash equivalents ⁽¹⁾	\$ 44,581	\$ 81,839
Investments	1,662	2,734
Loans, net	640	—
Investment in bank subsidiary ⁽²⁾	2,236,932	1,618,993
Accrued interest receivable on bank balances ⁽²⁾	6	6
Intercompany receivable ⁽²⁾	1,618	4,210
Other assets	18,574	10,839
Total assets	\$ 2,304,013	\$ 1,718,621
Liabilities and shareholders' equity		
Junior subordinated debentures	\$ 109,636	\$ 85,881
Subordinated notes	147,239	114,074
Other liabilities	3,225	3,683
Shareholders' equity	2,043,913	1,514,983
Total liabilities and shareholders' equity	\$ 2,304,013	\$ 1,718,621

(1) Eliminates in consolidation, with the exception of \$3,737 and \$3,643, in 2018 and 2017, respectively, pledged for collateral and held at non-subsiidiary bank

(2) Eliminates in consolidation

Statements of Income

	Year Ended December 31,		
	2018	2017	2016
Income			
Dividends from bank subsidiary ⁽¹⁾	\$ 53,381	\$ 34,416	\$ 29,733
Interest income from bank subsidiary ⁽¹⁾	8	8	8
Other dividends	137	94	469
Other income	121	588	1,275
Total income	53,647	35,106	31,485
Expenses	13,869	12,649	9,036
Income before income tax benefit and equity in undistributed net income of bank subsidiary	39,778	22,457	22,449
Income tax benefit	(3,523)	(3,761)	(2,890)
Equity in undistributed net income of bank subsidiary ⁽¹⁾	103,619	65,970	65,591
Net income	\$ 146,920	\$ 92,188	\$ 90,930

(1) Eliminates in consolidation

Note 26 - Renasant Corporation (Parent Company Only) Condensed Financial Information (continued)

Statements of Cash Flows

	Year Ended December 31,		
	2018	2017	2016
Operating activities			
Net income	\$ 146,920	\$ 92,188	\$ 90,930
Adjustments to reconcile net income to net cash provided by operating activities:			
Gain on sale of securities	—	—	(1,186)
Equity in undistributed net income of bank subsidiary	(103,619)	(65,970)	(65,591)
Amortization/depreciation/accretion	160	656	560
Decrease (increase) in other assets	3,381	(1,069)	(556)
(Decrease) increase in other liabilities	(171)	(2,291)	564
Net cash provided by operating activities	46,671	23,514	24,721
Investing activities			
Purchases of securities held to maturity and available for sale	—	—	(1,380)
Sales and maturities of securities held to maturity and available for sale	1,052	1,555	6,101
Investment in subsidiaries	—	(25,000)	(75,000)
Net cash (paid) received in acquisition	(34,836)	4,834	—
Other investing activities	423	(54)	—
Net cash used in investing activities	(33,361)	(18,665)	(70,279)
Financing activities			
Cash paid for dividends	(43,614)	(34,416)	(29,734)
Cash received on exercise of stock-based compensation	201	173	415
Excess tax benefits from exercise of stock options	—	—	2,771
Repurchase of shares in connection with stock repurchase program	(7,062)	—	—
Repayment of long-term debt	—	(10,310)	—
Proceeds from issuance of long-term debt	—	—	98,127
Proceeds from equity offering	—	—	84,105
Other financing activities	(93)	310	—
Net cash (used in) provided by financing activities	(50,568)	(44,243)	155,684
(Decrease) increase in cash and cash equivalents	(37,258)	(39,394)	110,126
Cash and cash equivalents at beginning of year	81,839	121,233	11,107
Cash and cash equivalents at end of year	\$ 44,581	\$ 81,839	\$ 121,233

Note 27 – Revenue Recognition

(In Thousands)

The Company adopted ASU 2014-09, an update to ASC 606, “Revenue from Contracts with Customers” (“ASC 606”), in the first quarter of 2018. The majority of the Company’s revenue streams are governed by other authoritative guidance and, therefore, considered out-of-scope of ASC 606. The Company’s revenue streams that are considered in-scope of ASC 606 are discussed below.

ASC 606 requires costs that are incremental to obtaining a contract to be capitalized. In the case of the Company, these costs include sales commissions for insurance and wealth management products. ASC 606 has established, and the Company has utilized, a practical expedient allowing costs that, if capitalized, would have an amortization period of one year or less to instead be expensed as incurred.

Note 27 – Revenue Recognition (continued)

Service Charges on Deposit Accounts

Service charges on deposit accounts include maintenance fees on accounts, per item charges, account enhancement charges for additional packaged benefits and overdraft fees. The contracts with deposit account customers are day-to-day contracts and are considered to be terminable at will by either party. Therefore, the fees are all considered to be earned when charged and simultaneously collected.

Fees and Commissions

Fees and commissions include fees related to deposit services, such as ATM fees and interchange fees on debit card transactions. These fees are earned at a point in time as the services are rendered, and therefore the related revenue is recognized as Company's performance obligation is satisfied.

Insurance Commissions

Through Renasant Insurance, we offer a range of commercial and personal insurance products through major insurance carriers, which include health and life insurance and property and casualty insurance. Insurance commissions are earned when policies are placed by customers with the insurance carriers and are collected and recognized using two different methods: the agency bill method and the direct bill method.

Under the agency bill method, Renasant Insurance is responsible for billing the customers directly and then collecting and remitting the premiums to the insurance carriers. Agency bill revenue is recognized at the later of the invoice date or effective date of the policy. The Company has established a reserve for such policies which is derived from historical collection experience and updated annually. The contract balances (i.e. accounts receivable and accounts payable related to insurance commissions earned and premiums due) and the reserve established are considered inconsequential to the overall financial results of the Company.

Under the direct bill method, premium billing and collections are handled by the insurance carriers, and a commission is then paid to Renasant Insurance. Direct bill revenue is recognized when the cash is received from the insurance carriers. While there is recourse on these commissions in the event of policy cancellations, based on the Company's historical data, significant or material reversals of revenue based on policy cancellations are not anticipated. The Company monitors policy cancellations on a monthly basis and, if a significant or material set of transactions occurred, the Company will adjust earnings accordingly.

The Company also earns contingency income that it recognizes on a cash basis. Contingency income is a bonus received from the insurance underwriters and is based both on commission income and claims experience on the Company's clients' policies during the previous year. Increases and decreases in contingency income are reflective of corresponding increases and decreases in the amount of claims paid by insurance carriers. Contingency income, which is included in "Other noninterest income" in the Consolidated Statements of Income, was \$832, \$816 and \$1,177, respectively, for each of the twelve months ended December 31, 2018, 2017 and 2016.

Wealth Management Revenue

Wealth management consists of the Trust division and the Financial Services division. The Trust division operates on a custodial basis which includes administration of benefit plans as well as accounting and money management for trust accounts. The division manages a number of trust accounts inclusive of personal and corporate benefit accounts, self-directed IRAs, and custodial accounts. Fees for managing these accounts are based on the value of assets under management in the account, with the amount of the fee depending on the type of account. Revenue is recognized on monthly basis, and there is little to no risk of a material reversal of revenue. The contract balance (i.e. management fee receivable) recognized is considered inconsequential to the overall financial results of the Company.

The Financial Services division provides specialized products and services to the Company's customers, which include investment guidance relating to fixed and variable annuities, mutual funds, stocks and other investments offered through a third party provider. Fees are recognized based on either trade activity, which are recognized at the time of the trade, or assets under management, which are recognized monthly.

Sales of Other Real Estate Owned

The Company continually markets the properties included in the OREO portfolio. The Company will at times, in the ordinary course of business, provide seller-financing on sales of OREO. In cases where a sale is seller-financed, the Company must ensure the commitment of both parties to perform their respective obligations and the collectability of the transaction price in order to

Note 27 – Revenue Recognition (continued)

properly recognize the revenue on the sale of OREO. This is accomplished through the Company's loan underwriting process. In this process the Company considers things such as the buyer's initial equity in the property, the credit quality of the buyer, the financing terms of the loan and the cash flow from the property, if applicable. If it is determined that the contract criteria in ASC 606 have been met, the revenue on the sale of OREO will be recognized on the closing date of the sale when the Company has transferred title to the buyer and obtained the right to receive payment for the property. In instances where sales are not seller-financed, the Company recognizes revenue on the closing date of the sale when the Company has obtained payment for the property and transferred title to the buyer. For additional information on OREO, please see Note 8, "Other Real Estate Owned."

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

Based upon their evaluation as of December 31, 2018, our Principal Executive Officer and Principal Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) are effective for ensuring that information the Company is required to disclose in reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to the Company's management, including its Principal Executive and Principal Financial Officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Management's Annual Report on Internal Control over Financial Reporting and Attestation Report of Independent Registered Public Accounting Firm

The information required to be provided pursuant to this item is set forth under the headings "Report on Management's Assessment of Internal Control over Financial Reporting" and "Reports of Independent Registered Public Accounting Firm" in Item 8, Financial Statements and Supplementary Data.

Changes in Internal Control over Financial Reporting

There were no changes to internal control over financial reporting during the fourth quarter of 2018 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

None.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Executive Officers of the Company

The information appearing under the heading "Executive Officers" in the Company's Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

Code of Ethics

The Company has adopted a code of business conduct and ethics in compliance with Item 406 of Regulation S-K that applies to the Company's principal executive officer, principal financial officer, principal accounting officer and controller. The Company's Code of Ethics is available on its website at www.renasant.com under the "Investor Relations" tab by clicking on "Corporate Overview," and then "Governance Documents" and then "Code of Ethics." Any person may request a free copy of the Code of Ethics from the Company by sending a request to the following address: Renasant Corporation, 209 Troy Street, Tupelo, Mississippi, 38804-4827, Attention: Chief Financial Officer. The Company intends to satisfy the disclosure requirement under Item 5.05(c) of Form 8-K regarding an amendment to, or waiver from, a provision of the Company's Code of Ethics by posting such information on its website, at the address specified above.

Directors of the Company, Shareholder Recommendations of Director Candidates, Audit Committee Members and Section 16(a) Beneficial Ownership Reporting Compliance

The information appearing under the headings “Corporate Governance and Board of Directors,” “Board Members and Compensation” and “Stock Ownership” in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 11. EXECUTIVE COMPENSATION

The information appearing under the headings “Board Members and Compensation,” “Compensation Discussion and Analysis,” “Compensation Committee Report,” “Compensation Committee Interlocks and Insider Participation” and “Compensation Tables” in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information appearing under the heading “Stock Ownership” in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

The table below includes information as of December 31, 2018 about the Company’s equity compensation plans, both approved and not approved by the Company’s shareholders. These plans and arrangements are:

Shareholder-Approved Plans: As of December 31, 2018, the Company’s shareholder-approved equity compensation plans are as follows:

- Renasant Corporation 2011 Long-Term Incentive Compensation Plan. Under this plan, a total of 1,737,600 shares of Company common stock are reserved for issuance; as of December 31, 2018, an aggregate of 970,609 shares of common stock remained available, and options to purchase an aggregate of 27,250 shares of common stock were outstanding.
- Renasant Corporation 2001 Long-Term Incentive Plan. This plan expired on October 8, 2011, and no further grants or other awards may be made under the plan. As of December 31, 2018, options to purchase an aggregate of 16,500 shares of Company common stock remained outstanding.

Non-Shareholder Approved Plans and Arrangements: As of December 31, 2018, there was one equity compensation plan that was not approved by the Company’s shareholders:

- Deferred Stock Unit Plan. Under this plan, an aggregate of 317,500 shares of Company common stock are reserved for issuance; as of December 31, 2018, units representing an aggregate of 245,592 shares of common stock were allocated to accounts, some of which has been distributed in the form of common stock.

Equity Compensation Plan Information at December 31, 2018

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	(b) Weighted-average exercise price of outstanding options, warrants and rights ⁽¹⁾	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a))
Equity compensation plans approved by security holders	43,750	\$ 15.84	970,609
Equity compensation plans not approved by security holders	—	—	71,908
Total	43,750	\$ 15.84	1,042,517

(1) Does not take into account units allocated under the Deferred Stock Unit Plan.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information appearing under the heading “Corporate Governance and Board of Directors” in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information appearing under the heading “Independent Registered Public Accountants” in the Company’s Definitive Proxy Statement for its 2019 Annual Meeting of Shareholders is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) - (1) Financial Statements

The following consolidated financial statements and supplementary information for the fiscal years ended December 31, 2018, 2017 and 2016 are included in Part II, Item 8, Financial Statements and Supplementary Data:

- (i) [Report on Management's Assessment of Internal Control over Financial Reporting](#)
- (ii) [Reports of Independent Registered Public Accounting Firm](#)
- (iii) [Consolidated Balance Sheets – December 31, 2018 and 2017](#)
- (iv) [Consolidated Statements of Income – Years ended December 31, 2018, 2017 and 2016](#)
- (v) [Consolidated Statements of Comprehensive Income – Years ended December 31, 2018, 2017 and 2016](#)
- (vi) [Consolidated Statements of Changes in Shareholders' Equity – Years ended December 31, 2018, 2017 and 2016](#)
- (vii) [Consolidated Statements of Cash Flows – Years ended December 31, 2018, 2017 and 2016](#)
- (viii) [Notes to Consolidated Financial Statements](#)

(a) - (2) Financial Statement Schedules

All schedules have been omitted because they are either not applicable or the required information has been included in the consolidated financial statements or notes thereto.

(a) - (3) Exhibits required by Item 601 of Regulation S-K

- (2)(i) [Agreement and Plan of Merger by and among Renasant Corporation, Renasant Bank, Heritage Financial Group, Inc. and HeritageBank of the South dated as of December 10, 2014, filed as exhibit 2.1 to the Form 8-K of the Company filed with the Securities and Exchange Commission \(the "Commission"\) on December 15, 2014 and incorporated herein by reference.](#)
- (2)(ii) [Agreement and Plan of Merger by and among Renasant Corporation, Renasant Bank and KeyWorth Bank dated as of October 20, 2015, filed as exhibit 2.1 to the Form 8-K of the Company filed with the Commission on October 23, 2015 and incorporated herein by reference.](#)
- (2)(iii) [Agreement and Plan of Merger by and among Renasant Corporation, Renasant Bank, Metropolitan BancGroup, Inc. and Metropolitan Bank dated as of January 17, 2017, filed as exhibit 2.1 to the Form 8-K of the Company filed with the Commission on January 19, 2017 and incorporated herein by reference.](#)
- (2)(iv) [Agreement and Plan of Merger by and among Renasant Corporation, Renasant Bank, Brand Group Holdings, Inc. and The Brand Banking Company dated as of March 28, 2018, filed as exhibit 2.1 to the Form 8-K of the Company filed with the Commission on March 30, 2018 and incorporated herein by reference.](#)
- (3)(i) [Articles of Incorporation of the Company, as amended, filed as exhibit 3.1 to the Form 10-Q of the Company filed with the Commission on May 10, 2016 and incorporated herein by reference.](#)
- (3)(ii) [Amended and Restated Bylaws of the Company, filed as exhibit 3\(ii\) to the Form 8-K of the Company filed with the Commission on July 20, 2018 and incorporated herein by reference.](#)
- (4)(i) [Articles of Incorporation of the Company, as amended, filed as exhibit 3.1 to the Form 10-Q of the Company filed with the Commission on May 10, 2016 and incorporated herein by reference.](#)
- (4)(ii) [Amended and Restated Bylaws of the Company, filed as exhibit 3\(ii\) to the Form 8-K of the Company filed with the Commission on July 20, 2018 and incorporated herein by reference.](#)
- (4)(iii) [Subordinated Indenture dated August 22, 2016 between Renasant Corporation and Wilmington Trust, National Association, filed as exhibit 4.1 to the Form 8-K of the Company filed with the Commission on August 22, 2016 and incorporated herein by reference.](#)
- (4)(iv) [First Supplemental Indenture dated August 22, 2016 between Renasant Corporation and Wilmington Trust, National Association, filed as exhibit 4.2 to the Form 8-K of the Company filed with the Commission on August 22, 2016 and incorporated herein by reference.](#)
- (4)(v) [Second Supplemental Indenture dated August 22, 2016 between Renasant Corporation and Wilmington Trust, National Association, filed as exhibit 4.3 to the Form 8-K of the Company filed with the Commission on August 22, 2016 and incorporated herein by reference.](#)

- (4)(vi) [Form of 5.0% Fixed-to-Floating Subordinated Note due 2026 \(included in exhibit \(4\)\(iv\)\)](#)
- (4)(vii) [Form of 5.50% Fixed-to-Floating Subordinated Note due 2031 \(included in exhibit \(4\)\(v\)\)](#)
- (10)(i) [The Peoples Holding Company 2001 Long-Term Incentive Plan, filed as exhibit 4.1 to the Form S-8 Registration Statement of the Company \(File No. 333-102152\) filed with the Commission on December 23, 2002 and incorporated herein by reference.*](#)
- (10)(ii) [Amendment to The Peoples Holding Company 2001 Long-Term Incentive Plan dated December 4, 2002, filed as exhibit 4.2 to the Form S-8 Registration Statement of the Company \(File No. 333-102152\) filed with the Commission on December 23, 2002 and incorporated herein by reference.*](#)
- (10)(iii) [Amendment to The Peoples Holding Company 2001 Long-Term Incentive Plan dated February 8, 2005, filed as Appendix B to the Company's Definitive Proxy Statement filed with the Commission on March 14, 2005 and incorporated herein by reference.*](#)
- (10)(iv) [Amendment to The Peoples Holding Company 2001 Long-Term Incentive Plan dated July 18, 2006, filed as Exhibit 99.1 to the Form 8-K of the Company filed with the Commission on July 19, 2006 and incorporated herein by reference.*](#)
- (10)(v) [Renasant Corporation Deferred Stock Unit Plan, filed as exhibit 4.3 to the Form S-8 Registration Statement of the Company \(File No. 333-102152\) filed with the Commission on December 23, 2002 and incorporated herein by reference.*](#)
- (10)(vi) [Amendment to the Renasant Corporation Deferred Stock Unit Plan dated December 4, 2002, filed as exhibit 4.4 to the Form S-8 Registration Statement of the Company \(File No. 333-102152\) filed with the Commission on December 23, 2002 and incorporated herein by reference.*](#)
- (10)(vii) [Amended and Restated Renasant Corporation Deferred Stock Unit Plan, filed as exhibit 99.2 to the Form 8-K of the Company filed with the Commission on July 19, 2006 and incorporated herein by reference.*](#)
- (10)(viii) [Amendment to the Amended and Restated Renasant Corporation Deferred Stock Unit Plan dated June 5, 2007, filed as exhibit 99.1 to the Form S-8 Registration Statement of the Company \(File No. 333-144185\) filed with the Commission on June 29, 2007 and incorporated herein by reference.*](#)
- (10)(ix) [Amendment to the Amended and Restated Renasant Corporation Deferred Stock Unit Plan dated December 16, 2008, filed as exhibit 10.2 to the Form 8-K of the Company filed with the Commission on February 17, 2009 and incorporated herein by reference.*](#)
- (10)(x) [Amendment to the Amended and Restated Renasant Corporation Deferred Stock Unit Plan dated January 17, 2012, filed as exhibit 99.1 to the Form 8-K of the Company filed with the Commission on January 23, 2012 and incorporated herein by reference.*](#)
- (10)(xi) [Renasant Corporation Performance Based Rewards Plan, dated as of October 16, 2018, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on October 19, 2018 and incorporated herein by reference.*](#)
- (10)(xii) [Renasant Bank Executive Deferred Income Plan, filed as exhibit 99.1 to the Form 8-K of the Company filed with the Commission on January 5, 2007 and incorporated herein by reference.*](#)
- (10)(xiii) [Amendment to the Renasant Bank Executive Deferred Income Plan dated December 16, 2008, filed as exhibit 10.3 to the Form 8-K of the Company filed with the Commission on February 17, 2009 and incorporated herein by reference.*](#)
- (10)(xiv) [Amendment to the Renasant Bank Executive Deferred Income Plan dated December 27, 2016, filed as exhibit 10.1 to the Form 10-K/A of the Company filed with the Commission on February 28, 2017 and incorporated herein by reference.*](#)
- (10)(xv) [Renasant Bank Directors' Deferred Fee Plan, filed as exhibit 99.2 to the Form 8-K of the Company filed with the Commission on January 5, 2007 and incorporated herein by reference.*](#)
- (10)(xvi) [Amendment to the Renasant Bank Directors' Deferred Fee Plan dated December 16, 2008, filed as exhibit 10.4 to the Form 8-K of the Company filed with the Commission on February 17, 2009 and incorporated herein by reference.*](#)
- (10)(xvii) [Amendment to the Renasant Bank Directors' Deferred Fee Plan dated December 27, 2016, filed as exhibit 10.2 to the Form 10-K/A of the Company filed with the Commission on February 28, 2017 and incorporated herein by reference.*](#)
- (10)(xviii) [Employment Agreement dated as of June 29, 2007 by and between R. Rick Hart and Renasant Corporation, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on July 6, 2007 and incorporated herein by reference.*](#)

- (10)(xix) [Amendment to the Employment Agreement dated as of October 18, 2011 by and between R. Rick Hart and Renasant Corporation, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on March 7, 2012 and incorporated herein by reference.*](#)
- (10)(xx) [Amendment to Employment Agreement dated as of June 29, 2007 by and between R. Rick Hart and Renasant Corporation dated as of February 27, 2018, filed as exhibit 10.1 to the Form 10-K of the Company filed with the Commission on February 28, 2018 and incorporated herein by reference.*](#)
- (10)(xxi) [Termination and Release Agreement dated as of June 29, 2007 by and among R. Rick Hart, Capital Bancorp, Inc., Capital Bank & Trust Company and Renasant Corporation, filed as exhibit 10.2 to the Form 8-K of the Company filed with the Commission on July 6, 2007 and incorporated herein by reference.*](#)
- (10)(xxii) [Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated August 20, 2003 for R. Rick Hart, executed June 29, 2007, filed as exhibit 10.5 to the Form 8-K of the Company filed with the Commission on July 6, 2007 and incorporated herein by reference.*](#)
- (10)(xxiii) [Second Amendment to the Capital Bank & Trust Company Supplemental Executive Retirement Plan Agreement dated July 10, 2006 for R. Rick Hart, executed June 29, 2007, filed as exhibit 10.6 to the Form 8-K of the Company filed with the Commission on July 6, 2007 and incorporated herein by reference.*](#)
- (10)(xxiv) [Supplemental Agreement to the Capital Bancorp, Inc. 2001 Stock Option Plan for R. Rick Hart, executed June 29, 2007, filed as exhibit 10.9 to the Form 8-K of the Company filed with the Commission on July 6, 2007 and incorporated herein by reference.*](#)
- (10)(xxv) [Executive Employment Agreement dated January 2, 2008 by and between E. Robinson McGraw and Renasant Corporation, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on March 7, 2008 and incorporated herein by reference.*](#)
- (10)(xxvi) [Amendment to Executive Employment Agreement dated April 25, 2017 by and between E. Robinson McGraw and Renasant Corporation, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on April 28, 2017 and incorporated herein by reference.*](#)
- (10)(xxvii) [Renasant Corporation Severance Pay Plan, filed as exhibit 10.5 to the Form 8-K of the Company filed with the Commission on February 17, 2009 and incorporated herein by reference.*](#)
- (10)(xxviii) [Renasant Corporation 2011 Long-Term Incentive Compensation Plan, filed as Exhibit A to the Definitive Proxy Statement of the Company \(File No. 001-13253\) filed with the Commission on March 17, 2016 and incorporated herein by reference.*](#)
- (10)(xxix) [Amendment to the Renasant Corporation 2011 Long-Term Incentive Compensation Plan dated December 20, 2016, filed as exhibit 10.3 to the Form 10-K/A of the Company filed with the Commission on February 28, 2017 and incorporated herein by reference.*](#)
- (10)(xxx) [Executive Employment Agreement dated January 12, 2016, between Renasant Corporation and Kevin D. Chapman, filed as exhibit 10.1 to the Form 8-K of the Company filed with the Commission on January 13, 2016 and incorporated herein by reference.*](#)
- (10)(xxxi) [Amendment to the Executive Employment Agreement dated February 14, 2018, between Renasant Corporation and Kevin D. Chapman, filed as exhibit 10.2 to the Form 10-K of the Company filed with the Commission on February 28, 2018 and incorporated herein by reference.*](#)
- (10)(xxxii) [Executive Employment Agreement dated January 12, 2016, between Renasant Corporation and C. Mitchell Waycaster, filed as exhibit 10.2 to the Form 8-K of the Company filed with the Commission on January 13, 2016 and incorporated herein by reference.*](#)
- (10)(xxxiii) [Amendment to the Executive Employment Agreement dated February 14, 2018, between Renasant Corporation and C. Mitchell Waycaster, filed as exhibit 10.3 to the Form 10-K of the Company filed with the Commission on February 28, 2018 and incorporated herein by reference.*](#)
- (10)(xxxiv) [Executive Employment Agreement dated January 12, 2016, between Renasant Corporation and J. Scott Cochran, filed as exhibit 10.4 to the Form 10-K of the Company filed with the Commission on February 28, 2018 and incorporated herein by reference.*](#)
- (10)(xxxv) [Executive Employment Agreement dated September 1, 2018, between Renasant Corporation and Bartow Morgan, Jr., filed as exhibit 10.1 to the Registration Statement on Form S-4 of the Company \(File No. 333-225395\) filed with the Commission on June 1, 2018 and incorporated herein by reference.*](#)
- (10)(xxxvi) [Brand Group Holdings, Inc. Deferred Compensation Plan, as amended on January 1, 2016 and September 5, 2018, filed as exhibit 10.1 attached hereto.*](#)

(10)(xxxvii) [Renasant Bank Deferred Income Plan, filed as exhibit 10.2 attached hereto.*](#)

(21) [Subsidiaries of the Company](#)

(23) [Consent of Independent Registered Public Accounting Firm](#)

(31)(i) [Certification of the Principal Executive Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

(31)(ii) [Certification of the Principal Financial Officer, as required pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)

(32)(i) [Certification of the Principal Executive Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

(32)(ii) [Certification of the Principal Financial Officer, as required pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)

(101) The following materials from Renasant Corporation's Annual Report on Form 10-K for the year ended December 31, 2018 were formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets as of December 31, 2018 and December 31, 2017, (ii) Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016, (iv) Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2018, 2017 and 2016, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016 and (vi) Notes to Consolidated Financial Statements.

* Management contract or compensatory plan or arrangement required to be filed as an exhibit to this Form 10-K pursuant to Item 15(b) of Form 10-K.

The Company does not have any long-term debt instruments under which securities are authorized exceeding ten percent of the total assets of the Company and its subsidiaries on a consolidated basis. The Company will furnish to the Securities and Exchange Commission, upon its request, a copy of all long-term debt instruments.

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RENASANT CORPORATION

Date: February 27, 2019

by: /s/ C. Mitchell Waycaster

C. Mitchell Waycaster
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Date: February 27, 2019

by: /s/ Kevin D. Chapman

Kevin D. Chapman
Executive Vice President and
Chief Financial and Operating Officer
(Principal Financial and Accounting Officer)

Date: February 27, 2019

by: /s/ Donald Clark, Jr.

Donald Clark, Jr.
Director

Date: February 27, 2019

by: /s/ John M. Creekmore

John M. Creekmore
Vice Chairman of the Board and Director

Date: February 27, 2019

by: /s/ Albert J. Dale, III

Albert J. Dale, III
Director

Date: February 27, 2019

by: /s/ Jill V. Deer

Jill V. Deer
Director

Date: February 27, 2019

by: /s/ Marshall H. Dickerson

Marshall H. Dickerson
Director

Date: February 27, 2019

by: /s/ Connie L. Engel

Connie L. Engel
Director

Date: February 27, 2019

by: /s/ John T. Foy

John T. Foy
Director

Date: <u>February 27, 2019</u>	by: <u>/s/ R. Rick Hart</u> R. Rick Hart Executive Vice President and Director
Date: <u>February 27, 2019</u>	by: <u>/s/ Richard L. Heyer, Jr.</u> Richard L. Heyer, Jr. Director
Date: <u>February 27, 2019</u>	by: <u>/s/ Neal A. Holland, Jr.</u> Neal A. Holland, Jr. Director
Date: <u>February 27, 2019</u>	by: <u>/s/ E. Robinson McGraw</u> E. Robinson McGraw Chairman of the Board and Director
Date: <u>February 27, 2019</u>	by: <u>/s/ J. Niles McNeel</u> J. Niles McNeel Director
Date: <u>February 27, 2019</u>	by: <u>/s/ Michael D. Shmerling</u> Michael D. Shmerling Director
Date: <u>February 27, 2019</u>	by: <u>/s/ Sean M. Suggs</u> Sean M. Suggs Director
Date: <u>February 27, 2019</u>	by: <u>/s/ C. Mitchell Waycaster</u> C. Mitchell Waycaster Director, President and Chief Executive Officer (Principal Executive Officer)

Execution Copy

**BRAND GROUP HOLDINGS, INC.
DEFERRED COMPENSATION PLAN**

**BRAND GROUP HOLDINGS, INC.
DEFERRED COMPENSATION PLAN**

Brand Group Holdings, Inc., a bank holding company organized and existing under the laws of the State of Georgia (the “**Company**”), hereby establishes the Brand Group Holdings, Inc. Deferred Compensation Plan (the “**Plan**”), effective June 1, 2015 (the “**Effective Date**”), for the purpose of attracting and retaining high quality executives and Directors and promoting in them increased efficiency and an interest in the successful operation of the Company. The Plan is intended to, and shall be interpreted to, comply in all respects with Code Section 409A and those provisions of ERISA applicable to an unfunded plan maintained primarily to provide deferred compensation benefits for a select group of “management or highly compensated employees.”

**ARTICLE I
DEFINITIONS**

1.1 “**Account**” or “**Accounts**” shall mean the bookkeeping account or accounts established under this Plan pursuant to Article 4.

1.2 “**Affiliate**” of a person means, with respect to any person, any person which directly or indirectly controls, is controlled by, or is under common control with such person, provided that no security holder of the Company shall be deemed to be an Affiliate of any other security holder or of the Company or any of its Subsidiaries solely by reason of any investment in the Company. For purposes of this definition, “control” (including, with correlative meanings, the terms “controlled by” and “under common control with”) when used with respect to any person, means the possession, directly or indirectly, of the power to cause the direction of management or policies of such person, whether through the ownership of voting securities, by contract or otherwise.

1.3 “**Base Salary**” shall mean a Participant’s annual base salary, excluding incentive and discretionary bonuses, commissions, reimbursements and other non-regular remuneration, received from the Employer prior to reduction for any salary deferrals under benefit plans sponsored by the Employer, including but not limited to plans established pursuant to Code Section 125 or qualified pursuant to Code Section 401(k).

1.4 “**Beneficiary**” or “**Beneficiaries**” shall mean the person, persons or entity designated as such pursuant to Section 7.1.

1.5 “**Board**” shall mean the Board of Directors of the Company.

1.6 “**Bonus(es)**” shall mean amounts paid to the Participant by the Employer in the form of discretionary or annual incentive compensation or any other bonus designated by the Committee, before reductions for contributions to or deferrals under any benefit plans sponsored by the Employer, including but not limited to plans established pursuant to Code Section 125 or qualified pursuant to Code Section 401(k).

1.7 **“Change in Control”** shall mean if at any time any of the following events shall have occurred:

(a) Any person is or becomes a beneficial owner (as such term is defined in Rule 13d-3 and Rule 13d-5 under the Exchange Act), other than the Investors and their Affiliates, directly or indirectly, of 50% of the aggregate voting power of the voting securities of the Company; provided, however, that the event described in this clause (a) will not be deemed a Change in Control by virtue of any holdings or acquisitions: (i) by the Company or any of its Subsidiaries, (ii) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any of its Subsidiaries; provided that such holdings or acquisitions by any such plan (other than any plan maintained under Section 401(k) of the Code) or related trust do not exceed 50% of the then outstanding voting securities of the Company, (iii) by any underwriter temporarily holding securities of the Company pursuant to an offering of such securities or (iv) pursuant to a Non-Qualifying Transaction;

(b) The consummation of a merger, consolidation, statutory share exchange or similar transaction that requires adoption by the Company’s shareholders (a “Business Combination”), unless immediately following such Business Combination: (x) more than 50% of the total voting power of the corporation resulting from such Business Combination (the “Surviving Corporation”), or, if applicable, the ultimate parent corporation that, directly or indirectly, has beneficial ownership (as such term is defined in Rule 13d-3 and Rule 13d-5 under the Exchange Act), of 100% of the voting securities eligible to elect directors of the Surviving Corporation (the “Parent Corporation”), is represented by voting securities that were outstanding immediately before such Business Combination (or, if applicable, is represented by shares into which such voting securities were converted pursuant to such Business Combination), and (y) at least a majority of the members of the board of directors of the Parent Corporation (or, if there is no Parent Corporation, the Surviving Corporation) following the consummation of the Business Combination were incumbent directors at the time the Board approved the execution of the initial agreement providing for such Business Combination (any Business Combination which satisfies all of the criteria specified in (x) and (y) above will be deemed a “Non-Qualifying Transaction”);

(c) The shareholders of the Company approve a plan of liquidation or dissolution of the Company or a sale of all or substantially all of the Company’s assets; or

(d) A majority of the members of the Board are not Continuing Directors; provided that the changes to the membership of the Board pursuant to the Shareholders’ Agreement shall not be considered a Change in Control.

For the purpose of this Section 1.6, the term “Continuing Directors” means, as of any date of determination, any member of the Board who (i) was a member of the Board on the effective date of the Investment Agreement entered into by the Investors, or (ii) was nominated for election or elected to the Board of Directors with the approval of a majority of the Continuing Directors who were members of the Board of Directors at the time of such new director’s nomination or election.

Notwithstanding the foregoing, a Change of Control shall not occur for purposes of this Plan unless such Change of Control also constitutes a “change in control event” under Section 409A of the Code and the regulations thereunder.

1.8 **“Code”** shall mean the Internal Revenue Code of 1986, as amended, as interpreted by Treasury regulations and applicable authorities promulgated thereunder.

1.9 **“Committee”** shall mean the person or persons appointed by the Board to administer the Plan in accordance with Article 9.

1.10 **“Company Contributions”** shall mean the contributions made by the Company pursuant to Section 3.3.

1.11 **“Company Contribution Account”** shall mean the Account maintained for the benefit of the Participant which is credited with Company Contributions, if any, pursuant to Section 4.2.

1.12 **“Compensation”** shall mean all amounts eligible for deferral for a particular Plan Year under Section 3.1.

1.13 **“Crediting Rate”** shall mean the notional earnings and losses credited on the Participant’s Account balance which are based on the Participant’s choice (or, if applicable, Committee’s direction) among the investment alternatives made available by the Committee pursuant to Section 3.4 of the Plan.

1.14 **“Deferral Account”** shall mean an Account maintained for each Participant that is credited with Participant Deferrals pursuant to Section 4.1

1.15 **“Deferrals”** shall mean the contributions made by the Participant pursuant to Section 3.1.

1.16 **“Director”** shall mean a member of the Board and/or any member of the Board of Directors of any Subsidiary, who is selected by the Committee to be eligible to participate in the Plan.

1.17 **“Director’s Fees”** shall mean compensation for services as a member of the Board of Directors of the Company or any Subsidiary, excluding reimbursement of expenses or other non-regular forms of compensation, before reductions for contributions to or deferrals under any deferred compensation plan sponsored by the Company or any Subsidiary. The Committee may, in its discretion, provide for separate Participant Elections for the portion of the Director’s Fees that serves as a cash retainer and the portion of the Director’s Fees that reflects meeting fees, as applicable.

1.18 **“Disability”** or **“Disabled”** shall mean (consistent with the requirements of Code Section 409A) that the Participant (a) is unable to engage in any substantial gainful activity by

reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, or (b) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months, receiving income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Participant's Employer. For purposes of this Plan, a Participant shall be deemed Disabled if determined to be totally disabled by the Social Security Administration. A Participant shall also be deemed Disabled if determined to be disabled in accordance with the applicable disability insurance program of such Participant's Employer, provided that the definition of "disability" applied under such disability insurance program complies with the requirements of this Section.

1.19 **"Distributable Amount"** shall mean the vested balance in the applicable Account as determined under Article 4.

1.20 **"Eligible Executive"** shall mean a highly compensated or management level employee of an Employer selected by the Committee to be eligible to participate in the Plan.

1.21 **"Employer(s)"** shall be defined as follows:

(a) Except as otherwise provided in part (b) of this Section, the term "Employer" shall mean the Company and/or any of its Subsidiaries (now in existence or hereafter formed or acquired) that have been selected by the Board to participate in the Plan and have adopted the Plan as a sponsor.

(b) For the purpose of determining whether a Participant has experienced a Separation from Service, the term "Employer" shall mean:

(1) The entity for which the Participant performs services and with respect to which the legally binding right to compensation deferred or contributed under this Plan arises; and

(2) All other entities with which the entity described above would be aggregated and treated as a single employer under Code Section 414(b) (controlled group of corporations) and Code Section 414(c) (a group of trades or businesses, whether or not incorporated, under common control), as applicable. In order to identify the group of entities described in the preceding sentence, however, the Committee shall use an ownership threshold of at least 50% as a substitute for the 80% minimum ownership threshold that appears in, and otherwise must be used when applying, the applicable provisions of (A) Code Section 1563 for determining a controlled group of corporations under Code Section 414(b), and (B) Treas. Reg. §1.414(c)-2 for determining the trades or businesses that are under common control under Code Section 414(c).

1.22 **"ERISA"** shall mean the Employee Retirement Income Security Act of 1974, as amended, including Department of Labor and Treasury regulations and applicable authorities promulgated thereunder.

1.23 **“Exchange Act”** shall mean the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder, as such law, rules and regulations may be amended from time to time.

1.24 **“Financial Hardship”** shall mean a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant’s spouse, or a dependent (as defined in Code Section 152, without regard to Code Section 152(b)(1), (b)(2), and (d)(1)(B))) of the Participant, loss of the Participant’s property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant, but shall in all events correspond to the meaning of the term “unforeseeable emergency” under Code Section 409A.

1.25 **“Fund” or “Funds”** shall mean one or more of the investments selected by the Committee pursuant to Section 3.4 of the Plan.

1.26 **“Hardship Distribution”** shall mean an accelerated distribution of vested benefits or a cancellation of deferral elections pursuant to Section 6.6 to a Participant who has suffered a Financial Hardship.

1.27 **“Investors”** shall mean Carlyle Financial Services Harbor, L.P., a Delaware limited partnership, SG-BBC, LLC, an Arkansas limited liability company, and Nonami LLC, a Georgia limited liability company.

1.28 **“Investment Agreement”** means that certain Investment Agreement dated as of November 1, 2010 by and among the Company and the Investors.

1.29 **“Participant”** shall mean any Eligible Executive or Director who becomes a Participant in this Plan in accordance with Article 2.

1.30 **“Participant Election(s)”** shall mean the forms or procedures by which a Participant makes elections with respect to (a) voluntary deferrals of his/her Compensation, (b) the Funds, which shall act as the basis for crediting of interest on Account balances, and (c) the form and timing of distributions from Accounts. Participant Elections may take the form of an electronic communication followed by appropriate confirmation according to specifications established by the Committee.

1.31 **“Payment Date”** shall mean the date by which a total distribution of the Distributable Amount shall be made or the date by which installment payments of the Distributable Amount shall commence.

(a) For benefits triggered by the Separation from Service (including Retirement) or death of a Participant, the Payment Date shall be as soon as administratively practicable (but no later than ninety (90) days) after the event triggering the payout occurs, and the applicable amount shall be calculated as of the last business day of the month in which the event triggering the payout occurs. Subsequent installments, if any, shall be calculated as of the last business day of May of each Plan Year following the Plan Year in which the event

triggering the payout occurs, and shall be made in June of such succeeding Plan Year. In the case of death, the Committee shall be provided with documentation reasonably necessary to establish the fact of the Participant's death; and

(b) The Payment Date of a Scheduled Distribution shall be in June of the Plan Year in which the distribution is scheduled to commence, and the applicable Distributable Amount shall be calculated as of the last business day of May of such Plan Year. Subsequent installments, if any, shall be calculated as of the last business day of May of each succeeding Plan Year, and shall be made in June of such succeeding Plan Year.

Notwithstanding the foregoing, the Payment Date shall not be before the earliest date on which benefits may be distributed under Code Section 409A without violation of the provisions thereof, as reasonably determined by the Committee.

The Distributable Amount shall be determined for amounts credited to the Company Stock Unit Account based on the fair market value of the Stock as determined by the Committee for valuing Stock and designated for use under the Plan as of the last business day of May contemporaneous with or immediately preceding the date the Distributable Amount is to be calculated.

1.32 **"Performance-Based Compensation"** shall mean Compensation the entitlement to or amount of which is contingent on the satisfaction of pre-established organizational or individual performance criteria relating to a performance period of at least 12 consecutive months, as determined by the Committee in accordance with Treas. Reg. §1.409A-1(e).

1.33 **"Plan Year"** shall mean the calendar year.

1.34 **"Restricted Stock Units"** shall mean rights to receive shares of Stock (or cash based on the fair market value of shares of Stock) selected by the Committee in its sole discretion and awarded to the Participant under an equity incentive plan or director compensation program, and the deferred amount shall be calculated using the closing price of Stock (based on the most recently available determination of such pricing, as determined by the Committee in its sole discretion) at the end of the business day closest to the date such Restricted Stock Unit would otherwise vest, but for the election to defer. The portion of any Restricted Stock Unit deferred shall, at the time the Restricted Stock Unit would otherwise vest under the terms of the applicable equity incentive plan or director compensation program, but for the election to defer, be reflected on the books of the Company as an unfunded, unsecured promise to deliver to the Participant a specific number of actual shares of Stock in the future or the fair market value of such number of shares of Stock in the form of cash, as set forth in the agreement awarding the Restricted Stock Units.

1.35 **"Retirement"** shall mean, for Deferrals and modifications of the time and form of payment of Deferrals and Discretionary Contributions other than by a Director, the Participant's Separation from Service on or after the date on which the sum of the Participant's age plus Years of Service equals sixty (60) and, for Deferrals and modifications of the time and form of payment of Deferrals and Discretionary Contributions by a Director, the Participant's Separation from Service.

1.36 “**Scheduled Distribution**” shall mean a scheduled distribution date elected by the Participant or specified by the Committee (if the Participant does not, or is not permitted to, elect any such date) for distribution of amounts from a specified Account, including notional earnings and losses credited thereon, as provided under Section 6.4.

1.37 “**Separation from Service**” shall mean a termination of services provided by a Participant to his or her Employer, whether voluntarily or involuntarily, other than by reason of death or Disability, as determined by the Committee in accordance with Treas. Reg. §1.409A-1(h). In determining whether a Participant has experienced a Separation from Service, the following provisions shall apply:

(a) For a Participant who provides services to an Employer as an employee, except as otherwise provided in part (c) of this Section, a Separation from Service shall occur when such Participant has experienced a termination of employment with such employer. A Participant shall be considered to have experienced a termination of employment when the facts and circumstances indicate that the Participant and his or her employer reasonably anticipate that either (i) no further services will be performed for the employer after a certain date, or (ii) that the level of bona fide services the Participant will perform for the employer after such date (whether as an employee or as an independent contractor) will permanently decrease to no more than 20% of the average level of bona fide services performed by such Participant (whether as an employee or an independent contractor) over the immediately preceding 36-month period (or the full period of services to the employer if the Participant has been providing services to the Employer less than 36 months).

If a Participant is on military leave, sick leave, or other bona fide leave of absence, the employment relationship between the Participant and the Employer shall be treated as continuing intact, provided that the period of such leave does not exceed 6 months, or if longer, so long as the Participant retains a right to reemployment with the Employer under an applicable statute or by contract. If the period of a military leave, sick leave, or other bona fide leave of absence exceeds 6 months and the Participant does not retain a right to reemployment under an applicable statute or by contract, the employment relationship shall be considered to be terminated for purposes of this Plan as of the first day immediately following the end of such 6-month period. In applying the provisions of this paragraph, a leave of absence shall be considered a bona fide leave of absence only if there is a reasonable expectation that the Participant will return to perform services for the Employer.

(b) For a Participant, if any, who provides services to an Employer as an independent contractor, except as otherwise provided in part (c) of this Section, a Separation from Service shall occur upon the expiration of the contract (or in the case of more than one contract, all contracts) under which services are performed for such Employer, provided that the expiration of such contract(s) is determined by the Committee to constitute a good-faith and complete termination of the contractual relationship between the Participant and such Employer.

(c) For a Participant, if any, who provides services to an Employer as both an employee and an independent contractor, a Separation from Service generally shall not occur until the Participant has ceased providing services for such Employer as both an employee and

as an independent contractor, as determined in accordance with the provisions set forth in parts (a) and (b) of this Section, respectively. Similarly, if a Participant either (i) ceases providing services for an Employer as an independent contractor and begins providing services for such Employer as an employee, or (ii) ceases providing services for an Employer as an employee and begins providing services for such Employer as an independent contractor, the Participant will not be considered to have experienced a Separation from Service until the Participant has ceased providing services for such Employer in both capacities, as determined in accordance with the applicable provisions set forth in parts (a) and (b) of this Section.

Notwithstanding the foregoing provisions in this part (c), if a Participant provides services for an Employer as both an employee and as a Director, to the extent permitted by Treas. Reg. §1.409A-1(h)(5) the services provided by such Participant as a Director shall not be taken into account in determining whether the Participant has experienced a Separation from Service as an employee, and the services provided by such Participant as an employee shall not be taken into account in determining whether the Participant has experienced a Separation from Service as a Director.

1.38 **“Shareholders’ Agreement”** means that certain Shareholders’ Agreement dated as of April 29, 2011 by and among the Company and the shareholders who are parties thereto.

1.39 **“Stock”** shall mean the Company’s common stock, \$0.01 par value per share, or any other equity securities of the Company designated by the Committee.

1.40 **“Subsidiary”** shall mean any corporation, company or other entity (i) more than 50% of whose outstanding shares or securities (representing the right to vote for the election of directors or other managing authority) are, or (ii) which does not have outstanding shares or securities (as may be the case in a partnership, limited liability company, joint venture or unincorporated association), but more than 50% of whose ownership interest representing the right generally to make decisions for such other entity is, now or hereafter, owned or controlled, directly or indirectly, by the Company.

1.41 **“Termination of Service”** shall mean a Participant’s Separation from Service that does not qualify as a Retirement.

1.42 **“Years of Service”** shall mean the cumulative consecutive years of continuous full-time employment with the Employer (including approved leaves of absence of six months or less or legally protected leaves of absence), beginning on the date the Participant most recently began service with the Employer, and counting each anniversary thereof. A partial year of employment shall not be treated as a Year of Service.

ARTICLE II

PARTICIPATION

2.1 Enrollment Requirements; Commencement of Participation

(a) As a condition to participation, each Eligible Executive and Director shall complete, execute and return to the Committee the appropriate Participant Elections, as well as such other documentation and information as the Committee reasonably requests, by the deadline(s) established by the Committee. In addition, the Committee shall establish from time to time such other enrollment requirements as it determines, in its sole discretion, are necessary.

(b) Each Eligible Executive and Director shall commence participation in the Plan on the date that the Committee determines that the Eligible Executive or Director has met all enrollment requirements set forth in this Plan and required by the Committee, including returning all required documents to the Committee within the specified time period.

(c) If an Eligible Executive or Director fails to meet all requirements established by the Committee within the period required, that Eligible Executive or Director shall not be eligible to participate in the Plan during such Plan Year.

ARTICLE III

CONTRIBUTIONS & DEFERRAL ELECTIONS

3.1 Elections to Defer Compensation. Elections to defer Compensation shall take the form of a whole percentage (less applicable payroll withholding requirements for Social Security, Medicare and income taxes and employee benefit plans, as determined in the sole and absolute discretion of the Committee) of up to a maximum of:

- (1) 70% of Base Salary,
- (2) 100% of Bonuses,
- (3) 100% of Director's Fees and
- (4) 100% of Restricted Stock Units

The Committee may, in its sole discretion, adjust for subsequent Plan Years on a prospective basis the minimum (if any) and maximum deferral percentages described in this Section for one or more types of Compensation (including, without limitation, for particular types of Bonuses) and for one or more subsequent Plan Years; such revised deferral percentages shall be indicated on a Participant Election form approved by the Committee. Notwithstanding the foregoing, in no event shall the minimum and maximum deferral percentages be adjusted after the last date on which deferral elections for the applicable type(s) of Compensation must be submitted and become irrevocable in accordance with Section 3.2 below and the requirements of Code Section 409A.

The Committee also may, in its sole discretion, establish a minimum and maximum dollar amount of Compensation that a Participant may defer for a Plan Year and may adjust that minimum and maximum for subsequent Plan Years on a prospective basis as the Committee may determine. Notwithstanding the foregoing, in no event shall the minimum and maximum dollar amounts that may be deferred be adjusted after the last date on which deferral elections for the applicable type(s) of Compensation must be submitted and become irrevocable in accordance with Section 3.2 below and the requirements of Code Section 409A.

In addition, the Committee may determine, in its sole discretion, which of the types of Compensation described above shall be available for elective deferral under this Plan for any particular Plan Year; such determination by the Committee regarding the types of Compensation available for elective deferral shall be made no later than the date that any deferral election for such Compensation must become irrevocable in accordance with Section 3.2 below and the requirements of Code Section 409A.

3.2 Timing of Deferral Elections; Effect of Participant Election(s).

(a) General Timing Rule for Deferral Elections. Except as otherwise provided in this Section 3.2, in order for a Participant to make a valid election to defer Compensation, the Participant must submit Participant Election(s) on or before the deadline established by the Committee, which shall be no later than the December 31st preceding the Plan Year in which the services relating to such compensation will begin to be performed. In the case of deferrals of Restricted Stock Units, except where otherwise permitted in accordance with this Section 3.2 and Code Section 409A, the Participant must submit such Participant Election on or before the deadline established by the Committee, which shall be no later than the December 31st preceding the Plan Year in which Restricted Stock Units are initially granted to the Participant under the terms of the applicable equity incentive plan or director compensation program.

Any deferral election made in accordance with this Section 3.2(a) shall be irrevocable; provided, however, that if the Committee permits or requires Participants to make a deferral election by the deadline described above for an amount that qualifies as Performance-Based Compensation, the Committee may permit a Participant to subsequently change his or her deferral election for such compensation by submitting new Participant Election(s) in accordance with Section 3.2(d) below.

(b) Timing of Deferral Elections for New Plan Participants. An Eligible Executive or Director who first becomes eligible to participate in the Plan on or after the beginning of a Plan Year, as determined in accordance with Treas. Reg. §1.409A-2(a)(7)(ii) and the “plan aggregation” rules provided in Treas. Reg. §1.409A-1(c)(2), may be permitted to make an election to defer the portion of Compensation attributable to services to be performed after such election, provided that the Participant submits Participant Election(s) on or before the deadline established by the Committee, which in no event shall be later than thirty (30) days after the Participant first becomes eligible to participate in the Plan.

Notwithstanding the foregoing, an Eligible Executive or Director who first becomes eligible to participate in the Plan as of the Effective Date may be permitted to make an election to defer the portion of Compensation attributable to services to be performed after the Effective Date, provided that the Participant submits Participant Election(s) before the Effective Date.

If a deferral election made in accordance with this Section 3.2(b) relates to compensation earned based upon a specified performance period, the amount eligible for deferral shall be equal to (i) the total amount of compensation for the performance period, multiplied by (ii) a fraction, the numerator of which is the number of days remaining in the service period after the Participant's deferral election is made and becomes irrevocable, and the denominator of which is the total number of days in the performance period.

Any deferral election made in accordance with this Section 3.2(b) shall become irrevocable no later than the 30th day after the date the Participant first becomes eligible to participate in the Plan, except that any deferral election permitted to be made prior to the Effective Date shall become irrevocable no later than the Effective Date.

(c) Timing of Deferral Elections for Fiscal Year Compensation. In the event that the fiscal year of an Employer is different than the taxable year of a Participant, the Committee may determine that a deferral election may be made for "fiscal year compensation" (as defined below), by submitting Participant Election(s) on or before the deadline established by the Committee, which in no event shall be later than the last day of the Employer's fiscal year immediately preceding the fiscal year in which the services related to such compensation will begin to be performed. For purposes of this Section, the term "fiscal year compensation" shall only include Bonuses relating to a service period coextensive with one or more consecutive fiscal years of the Employer, of which no amount is paid or payable during the Employer's fiscal year(s) that constitute the service period.

A deferral election made in accordance with this Section 3.2(c) shall be irrevocable; provided, however, that if the Committee permits or requires Participants to make a deferral election by the deadline described in this Section 3.2(c) for an amount that qualifies as Performance-Based Compensation, the Committee may permit a Participant to subsequently change his or her deferral election for such compensation by submitting new Participant Election(s) in accordance with 3.2(d) below.

(d) Timing of Deferral Elections for Performance-Based Compensation. Subject to the limitations described below, the Committee may determine that an irrevocable deferral election for an amount that qualifies as Performance-Based Compensation may be made by submitting Participant Election(s) on or before the deadline established by the Committee, which in no event shall be later than six (6) months before the end of the performance period.

In order for a Participant to be eligible to make a deferral election for Performance-Based Compensation in accordance with the deadline established pursuant to this Section 3.2(d), the Participant must have performed services continuously from the later of (i) the beginning of the performance period for such compensation, or (ii) the date upon which the performance criteria

for such compensation are established, through the date upon which the Participant makes the deferral election for such compensation. In no event shall a deferral election submitted under this Section 3.2(d) be permitted to apply to any amount of Performance-Based Compensation that has become readily ascertainable.

(e) Timing Rule for Deferral of Compensation Subject to Risk of Forfeiture.

With respect to compensation (i) to which a Participant has a legally binding right to payment in a subsequent year, and (ii) that is subject to a forfeiture condition requiring the Participant's continued services for a period of at least twelve (12) months from the date the Participant obtains the legally binding right, the Committee may determine that an irrevocable deferral election for such compensation may be made by timely delivering Participant Election(s) to the Committee in accordance with its rules and procedures, no later than the 30th day after the Participant obtains the legally binding right to the compensation, provided that the election is made and becomes irrevocable at least twelve (12) months in advance of the earliest date at which the forfeiture condition could lapse, as determined in accordance with Treas. Reg. §1.409A-2(a)(5).

Any deferral election(s) made in accordance with this Section 3.2(e) shall become irrevocable no later than the 30th day after the Participant obtains the legally binding right to the compensation subject to such deferral election(s).

(f) Separate Deferral Elections for Each Plan Year. In order to defer each type of Compensation for a Plan Year, a Participant must submit a separate deferral election with respect to each type of Compensation for such Plan Year with respect to which the Committee permits a separate deferral election by affirmatively filing a Participant Election during the enrollment period established by the Committee prior to the beginning of such Plan Year (or at such other time contemplated under this Section 3.2), which election shall be effective on the first day of the next following Plan Year (unless otherwise specified on the Participant Election). Notwithstanding any other provision of the Plan, no deferral election may be made that would result in any Deferral being paid sooner than the third Plan Year immediately following the year in which the Compensation would be paid absent the deferral election, except with respect to Bonuses initially allocated to Funds other than the Company Stock Unit Fund which can be paid as soon as any Deferrals of Base Salary for the given Plan Year.

3.3 Company Contributions. The Company shall have the discretion to make Company Contributions to the Plan at any time and in any amount on behalf of any Participant. If the amount of a Company Contribution is to be determined with reference to the amount of the Participant's Deferrals, such contribution shall be referred to herein as a Matching Contribution. Any Company Contribution that is not determined with reference to the amount of the Participant's Deferrals shall be referred to herein as a Discretionary Contribution. Company Contributions shall be made in the complete and sole discretion of the Company and no Participant shall have the right to receive any Company Contribution in any particular Plan Year regardless of whether Company Contributions are made on behalf of other Participants. The Committee may, in its sole discretion, require that any such Company Contribution shall be allocated, initially and/or irrevocably, to the Company Stock Unit Fund (as described in Section 3.4 below). If the Committee elects to make Matching Contributions with respect to some or all

of a Participant's Deferrals, or will require some or all of a Participant's Deferrals to be allocated to the Company Stock Unit Fund as a condition to receipt of Matching Contributions, the Committee intends to communicate same, along with the schedule or schedules, if any, on which such Deferrals and Matching Contributions and any notional earnings and losses thereon credited to the Participant's Account(s) shall become vested, within a reasonable period of time in advance of the last date on which deferral elections for the applicable type(s) of Compensation must be submitted and become irrevocable.

3.4 Investment Elections.

(a) Participant Designation. Except as otherwise provided in section 3.4(c) below, at the time of entering the Plan and/or of making a deferral election under the Plan, the Participant shall designate, on a Participant Election provided by the Committee, the Funds in which the Participant's Accounts shall be deemed to be invested for purposes of determining the amount of notional earnings and losses to be credited to each Account. The Participant may specify that all or any percentage of his or her Accounts shall be deemed to be invested, in whole percentage increments, in one or more of the Funds selected as alternative investments under the Plan from time to time by the Committee pursuant to subsection (b) of this Section. If a Participant fails to make an election among the Funds as described in this section, the Participant's Account balance shall automatically be allocated into the lowest-risk Fund, as determined by the Committee in its sole discretion (except as otherwise provided in Section 3.4(c) below). A Participant may change any designation made under this Section on a prospective basis as permitted by the Committee by filing a revised election, on a Participant Election provided by the Committee. Notwithstanding the foregoing, the Committee, in its sole discretion, may impose limitations on the frequency with which one or more of the Funds elected in accordance with this Section may be added or deleted by such Participant; furthermore, the Committee, in its sole discretion, may impose limitations on the frequency with which the Participant may change the portion of his or her Account balance allocated to each previously or newly elected Fund.

(b) Investment Funds. The Committee may select, in its sole and absolute discretion, each of the types of commercially available investments communicated to the Participant pursuant to subsection (a) of this Section to be the Funds. The Crediting Rate of each such commercially available investment shall be used to determine the amount of notional earnings or losses to be credited to the Participant's Account under Article IV. The Participant's choice among investments shall be solely for purposes of calculation of the Crediting Rate on Accounts. The Employers shall have no obligation to set aside or invest amounts as directed by the Participant and, if an Employer elects to invest amounts as directed by the Participant, the Participant shall have no more right to such investments than any other unsecured general creditor of the Employer. Amounts allocated to Funds other than the Company Stock Unit Fund shall only be distributable in cash.

(c) Company Stock Unit Fund.

(1) Notwithstanding Section 3.4(a) and (b) above, a Participant's Restricted Stock Unit deferrals (to the extent payable in shares of Stock but for the election to

defer), Matching Contributions (to the extent required by the Committee), Discretionary Contributions (to the extent required by the Committee), Bonuses (to the extent permitted by the Committee and elected by the Participant) and Director's Fees (to the extent permitted by the Committee and elected by the Participant) will be allocated to a Fund that tracks the performance of the Company's Stock (the "**Company Stock Unit Fund**"). Participants may not select any other Fund to be used to determine the amounts to be credited or debited to their Restricted Stock Unit deferrals (to the extent payable in shares of Stock but for the election to defer), Matching Contributions (to the extent required by the Committee), Discretionary Contributions (to the extent required by the Committee), Bonuses (to the extent required by the Committee to remain allocated to the Company Stock Unit Fund once allocated thereto by the Participant), and Director's Fees (to the extent required by the Committee to remain allocated to the Company Stock Unit Fund once allocated thereto by the Participant). A Participant may not elect to allocate any Base Salary deferrals to the Company Stock Unit Fund. Bonuses that the Committee permits, and the Participant elects, to be allocated to the Company Stock Unit Fund may be so allocated (to the extent elected by the Participant) only as of the time the Deferral is to be credited initially to the Participant's Account(s), and no Bonus amounts initially allocated to the Company Stock Unit Fund may be re-allocated to any other Fund once allocated to the Company Stock Unit Fund, or re-allocated into the Company Stock Unit Fund once initially allocated to another Fund, unless otherwise permitted by the Committee. Director's Fees (to the extent permitted by the Committee) may be allocated to the Company Stock Unit Fund at the election of the Participant only as of the time the Deferral is to be credited initially to the Participant's Account(s), and no Director's Fees initially allocated to the Company Stock Unit Fund may be re-allocated to any other Fund once allocated to the Company Stock Unit Fund or re-allocated into the Company Stock Unit Fund once initially allocated to another Fund other than the Company Stock Unit Fund, unless otherwise permitted by the Committee. Amounts allocated to the Company Stock Unit Fund shall only be distributable in actual shares of Stock, unless the Committee determines, in its sole discretion, that such amounts shall be distributed in cash.

(2) Any stock dividends, cash dividends or other non-cash dividends that would have been payable on the Stock credited to a Participant's Accounts shall be credited to the Participant's Accounts in the form of additional shares of Stock and shall automatically be deemed to be re-invested in the Company Stock Unit Fund (irrevocably until such amounts are distributed to the Participant with respect to Restricted Stock Units, Company Contributions or other Deferrals to the extent required by the Committee). The number of shares credited to the Participant for a particular stock dividend shall be equal to (A) the number of shares of Stock credited to the Participant's Account as of the record date for such dividend in respect of each share of Stock, multiplied by (B) the number of additional or fractional shares of Stock actually paid as a dividend in respect of each share of Stock. The number of shares credited to the Participant for a particular cash dividend or other non-cash dividend shall be equal to (A) the number of shares of Stock credited to the Participant's Account as of the record date for such dividend in respect of each share of Stock, multiplied by (B) the fair market value of the dividend, divided by (C) the "fair market value" of the Stock on the payment date for such dividend.

(3) The number of shares of Stock credited to the Participant's Account may be adjusted by the Committee, in its sole discretion, to prevent dilution or enlargement of Participants' rights with respect to the portion of his or her Account allocated to the Company Stock Unit Fund in the event of any reorganization, reclassification, stock split, or other unusual corporate transaction or event which affects the value of the Stock, provided that any such adjustment shall be made taking into account any crediting of shares of Stock to the Participant under this Section.

(4) For purposes of this Section, the fair market value of the Stock shall be, in the event the Stock is traded on a recognized securities exchange, an amount equal to the closing price of the Stock on such exchange on the date set for valuation or, if no sales of Stock were made on said exchange on that date, the closing price of the Stock on the next preceding day on which sales were made on such exchange; or, if the Stock is not so traded, the value determined, in its sole discretion, by the Committee in compliance with Code Section 409A.

3.5 Distribution Elections.

(a) Initial Election. At the time of making a deferral election under the Plan, the Participant shall designate the time and form of distribution of Deferrals made pursuant to such election (together with any notional earnings and losses credited thereon) from among the alternatives specified under Article VI for the applicable distribution (except as otherwise set forth herein). Such distribution election for a given Plan Year shall relate solely to that Plan Year's Deferrals and, if any, Matching Contributions on those Deferrals for the Plan Year (although the Participant will not be permitted to make a separate distribution election for a given Plan Year for Matching Contributions; Matching Contributions will be subject to the distribution election that the Participant makes with respect to the Deferrals to which the Matching Contributions relate). Unless the Committee permits otherwise, the deferral election a Participant makes for a given Plan Year for Deferrals of Base Salary and Deferrals of Bonuses initially allocated to Funds other than the Company Stock Unit Fund must be the same. In the event of any conflict, the Participant's deferral election for Deferrals for Base Salary shall control. The Participant may make separate deferral elections for each Plan Year for (i) Deferrals of Bonuses initially allocated to the Company Stock Unit Fund, (ii) Deferrals of Director's Fees and (iii) Deferrals of Restricted Stock Units. A new distribution election must be made at the time of subsequent deferral elections in accordance with the Participant Election forms.

(b) Modification of Election. A distribution election with respect to previously deferred amounts may only be changed under the terms and conditions specified in Code Section 409A and this Section, and only to the extent permitted by the Committee in its sole discretion. Notwithstanding the foregoing, a distribution election with respect to Matching Contributions may only be changed if, and consistent with, any change made for the Deferrals to which the Matching Contributions relate. Further, because a single distribution election applies to Deferrals of Base Salary and Deferrals of Bonuses initially allocated to Funds other than the Company Stock Unit Fund as described above, any change to such distribution election will control distribution of all amounts subject to that election. Additionally, the terms of

distribution with respect to Discretionary Contributions set forth in Section 6.5 may be changed under the terms and conditions specified in Section 409A and this Section, to the extent permitted by the Committee in its sole discretion. Except as permitted under Code Section 409A, no acceleration of a distribution is permitted. A subsequent election that delays payment or changes the form of payment shall be permitted if and only if all of the following requirements are met:

(1) the new election does not take effect until at least twelve (12) months after the date on which the new election is made;

(2) in the case of payments made other than on account of death, Disability or Financial Hardship, the new election delays payment for at least five (5) years from the date that payment would otherwise have been made, absent the new election; and

(3) in the case of payments made according to a Scheduled Distribution, the new election is made not less than twelve (12) months before the date on which payment would have been made (or, in the case of installment payments, the first installment payment would have been made) absent the new election.

For purposes of application of the above change limitations, installment payments shall be treated as a single payment under Code Section 409A. Election changes made pursuant to this Section shall be made in accordance with rules established by the Committee and shall comply with all requirements of Code Section 409A and applicable authorities.

ARTICLE IV **ACCOUNTS**

4.1 Deferral Accounts. The Committee shall establish and maintain a Deferral Account for each Participant under the Plan. Each Participant's Deferral Account shall be further divided into separate subaccounts ("Fund Subaccounts"), each of which corresponds to a separate Participant Election and/or a Fund designated pursuant to Section 3.4. A Participant's Deferral Account shall be credited as follows:

(a) As soon as reasonably possible after amounts are withheld and deferred from a Participant's Compensation (which shall generally be within three (3) business days of such withholding), the Committee shall credit the Fund Subaccounts of the Participant's Deferral Account with an amount equal to Compensation deferred by the Participant in accordance with the designation under Section 3.4; that is, the portion of the Participant's deferred Compensation designated to be deemed to be invested in a Fund shall be credited to the Fund Subaccount to be invested in that Fund;

(b) Each business day, each Fund Subaccount of a Participant's Deferral Account shall be credited with earnings or losses in an amount equal to that determined by multiplying the balance credited to such Fund Subaccount as of the prior day, less any

distributions valued as of the end of the prior day, by the Crediting Rate for the corresponding Fund as determined by the Committee pursuant to Section 3.4; and

(c) In the event that a Participant elects for a given Plan Year's deferral of Compensation a Scheduled Distribution, all amounts attributed to the deferral of Compensation for such Plan Year shall be accounted for in a manner which allows separate accounting for the deferral of Compensation and investment gains and losses associated with amounts allocated to each such separate Scheduled Distribution.

4.2 Company Contribution Account. The Committee shall establish and maintain a Company Contribution Account for each Participant under the Plan. Each Participant's Company Contribution Account shall be further divided into separate Fund Subaccounts corresponding to the Fund designated pursuant to Section 3.4 to the extent that such Company Contributions are not required to be allocated to the Company Stock Unit Fund. A Participant's Company Contribution Account shall be credited as follows:

(a) As soon as reasonably possible after a Company Contribution is made, the Company shall credit the Fund Subaccounts of the Participant's Company Contribution Account with an amount equal to the Company Contributions, if any, made on behalf of that Participant, that is, the proportion of the Company Contributions, if any, designated to be deemed to be invested in a certain Fund shall be credited to the Fund Subaccount to be invested in that Fund. Unless the Participant elects otherwise, any Company Contribution that may not be deemed invested in such a Fund shall be deemed invested in the default Fund selected by the Committee for such purpose; and

(b) Each business day, each Fund Subaccount of a Participant's Company Contribution Account shall be credited with earnings or losses in an amount equal to that determined by multiplying the balance credited to such Fund Subaccount as of the prior day, less any distributions valued as of the end of the prior day, by the Crediting Rate for the corresponding Fund as determined by the Committee pursuant to Section 3.4.

4.3 Trust. The Company shall be responsible for the payment of all benefits under the Plan. At its discretion, the Company may establish one or more grantor trusts for the purpose of providing for payment of benefits under the Plan. Such trust or trusts may be irrevocable, but the assets thereof shall be subject to the claims of the Company's creditors. Benefits paid to the Participant from any such trust or trusts shall be considered paid by the Company for purposes of meeting the obligations of the Company under the Plan.

4.4 Statement of Accounts. The Committee shall provide each Participant with electronic statements at least quarterly setting forth the Participant's Account balance as of the end of each applicable period.

ARTICLE V

VESTING

5.1 Vesting of Deferral Accounts. The Participant shall be vested at all times in any Deferrals of Base Salary, Bonuses initially allocated to a Fund other than the Company Stock Fund, and/or Director's Fees and any notional earnings and losses thereon, credited to the Participant's Deferral Account(s). Deferrals of Bonuses that are initially allocated to the Company Stock Unit Fund and Deferrals of Restricted Stock Units, and any notional earnings and losses thereon, credited to the Participant's Deferral Account(s) shall be vested upon the schedule or schedules determined by the Committee in its sole discretion and communicated to the Participant prior to the deadline established by the Committee for submitting the Participant's Election(s), provided, however, that the entirety of the Participant's Deferral Account(s) shall immediately become 100% vested (to the extent not vested previously) in the event of a Change in Control or the Participant's death or Disability, in any case, prior to the Participant's Separation from Service; and, provided, furthermore, that if no such vesting schedule or schedules are stated by the Committee and communicated to the Participant prior to the deadline established by the Committee for submitting the Participant's Election(s), such amounts will vest at the rate of twenty percent (20%) on each annual anniversary of the date the amounts are credited to the Participant's Deferral Account(s), until they become 100% vested, subject to the Participant remaining employed by or in service to the Company or any Subsidiary from the date the amounts are credited to the Participant's Deferral Account(s) until the applicable vesting date and shall become 100% vested (to the extent not vested previously) in the event of a Change in Control or the Participant's death or Disability, in any case, prior to the Participant's Separation from Service.

5.2 Vesting of Company Contribution Account. Amounts credited to the Participant's Company Contribution Account also shall be vested based upon the schedule or schedules determined by the Company in its sole discretion and communicated to the Participant; provided, however, that the Participant's Company Contribution Account shall immediately become 100% vested (to the extent not vested previously) in the event of a Change in Control or the Participant's death or Disability, in any case, prior to the Participant's Separation from Service; and, provided, furthermore, that if no such vesting schedule or schedules are stated by the Committee and communicated to the Participant prior to the deadline established by the Committee for submitting the Participant's Election(s), such amounts will become 100% vested on the fifth (5th) annual anniversary of the date the amounts are credited to the Participant's Account(s), subject to the Participant remaining employed by or in service to the Company or any Subsidiary from the date the amounts are credited to the Participant's Account(s) until such fifth (5th) anniversary and 100% vested (to the extent not vested previously) in the event of a Change in Control or the Participant's death or Disability, in any case, prior to the Participant's Separation from Service.

ARTICLE VI

DISTRIBUTIONS

6.1 Retirement Distributions. Except as otherwise provided herein, in the event of a Participant's Retirement, the Distributable Amount credited to the Participant's Account(s) shall be paid to the Participant in a lump sum on the Payment Date as of or following the Participant's Retirement, unless the Participant is permitted to make and has made an alternative benefit election on a timely basis to receive substantially equal annual installments over no more than fifteen (15) years. In accordance with a Participant Election approved by the Committee, for each Plan Year the Participant may elect a separate form of distribution for amounts payable upon Retirement for each separately identifiable Deferral and, to the extent permitted by the Committee, Company Contribution to be credited to the Participant's Account(s) (as set forth in Section 3.2(f)). A Participant may delay and change the form of a Retirement distribution election, provided such change complies with the requirements of Section 3.5(b).

6.2 Termination Distributions. Except as otherwise provided herein, in the event of a Participant's Termination of Service, the Distributable Amount credited to the Participant's Account(s) shall be paid to the Participant in a lump sum on the Payment Date as of or following the Participant's Termination of Service.

6.3 Death Benefits. In the event that a Participant dies prior to complete distribution of his or her vested Account(s), the Company shall pay to the Participant's Beneficiary a death benefit equal to the total Distributable Amount remaining in the Participant's Account(s) in a lump sum on the Payment Date as of or following the Participant's death.

6.4 Scheduled Distributions.

(a) Scheduled Distribution Election. Participants shall be entitled to elect to receive a Scheduled Distribution with respect to all, but not less than all, of his or her Deferrals for a Plan Year. In the case of a Participant who has elected to receive a Scheduled Distribution, such Participant shall receive the Distributable Amount, with respect to the specified Deferrals, including notional earnings and losses thereon, which have been elected by the Participant to be subject to such Scheduled Distribution election in accordance with Section 3.5 of the Plan on the applicable Payment Date. The Committee shall determine the earliest commencement date that may be elected by the Participant for each Scheduled Distribution and such date shall be indicated on the Participant Election; provided, however, that the earliest commencement date that may be elected by the Participant for any Scheduled Distribution selected with respect to an amount credited to the Participant's Account(s) for a given Plan Year shall be the Plan Year in which the entirety of such amount credited to the Participant's Account(s) for the Plan Year becomes 100% vested. The Scheduled Distribution shall be distributed in a single lump sum, unless the Participant elects in accordance with Section 3.5 to receive the Scheduled Distribution in substantially equal annual installments over a period of no more than five (5) years.

In accordance with a Participant Election approved by the Committee, as set forth in Section 3.2(f), for each Plan Year the Participant may elect a separate Scheduled Distribution for (i) Deferrals of Base Salary and Bonuses initially allocated to Funds other than the Company Stock Unit Fund (which must be subject to the same deferral election), (ii) Deferrals of Bonuses

initially allocated to the Company Stock Unit Fund, (iii) Deferrals of Director's Fees and (iv) Deferrals of Restricted Stock Units.

A Participant may delay and change the form of a Scheduled Distribution, provided such change complies with the requirements of Section 3.5(b) and applies to the Participant's Scheduled Distribution with respect to all of his or her Deferrals for the given Plan Year.

(b) Relationship to Other Benefits.

(1) In the event that distribution of a Participant's Account is triggered as the result of a Separation from Service (including Retirement) or death prior to commencement of a Scheduled Distribution or in the case of the Participant's death after a Scheduled Distribution has commenced installment payments, the amounts subject to such Scheduled Distribution shall not be distributed under this Section 6.4, but rather shall be distributed in accordance with Sections 6.1, 6.2 or 6.3, as applicable.

(2) In the event of a Participant's Separation from Service (including Retirement) after a Scheduled Distribution has commenced installment payments, such Scheduled Distribution benefits shall continue to be paid at the same time and in the same form as they would have been paid to the Participant had the Separation from Service (including Retirement) not occurred.

6.5 Company Contributions Distributions. Matching Contributions will be distributed from the Plan in accordance with the Participant Election made by the Participant for the Participant's Deferrals with respect to which the Matching Contributions are made, subject to the other provisions of this Article VI to the extent applicable. A Participant may delay and change the form of a Matching Contribution distribution election, provided such change complies with the requirements of Section 3.5(b), except that Matching Contributions can only be distributed at the same time and in the same form as the Participant's Deferrals to which the Matching Contributions relate. For purposes of clarity, the time or form of payment applicable to Matching Contributions may only be modified to the extent the time or form of payment applicable to the related Deferrals is modified, unless otherwise provided by the Committee. Subject to Section 6.4(b) and, to the extent applicable, the other provisions of this Article VI, Discretionary Contributions shall be distributed in a lump sum as a Scheduled Distribution that has been elected to be distributed on the first business day of June of the Plan Year in which the entirety of the Discretionary Contribution credited to the Participant's Account(s) for the given Plan Year becomes 100% vested, unless the Participant modifies the time and form of payment applicable to such Discretionary Contribution in accordance with the provisions of Section 3.5(b).

6.6 Hardship Distribution. Upon a finding that the Participant has suffered a Financial Hardship, in accordance with Code Section 409A, the Committee may, at the request of the Participant, accelerate distribution of vested benefits and/or approve cancellation of deferral elections under the Plan, subject to the following conditions:

(a) The request to take a Hardship Distribution shall be made by filing a form provided by and filed with the Committee prior to the end of any calendar month.

(b) A Hardship Distribution made pursuant to this Section with respect to the Financial Hardship shall not exceed the amount necessary to satisfy such Financial Hardship, plus amounts necessary to pay taxes reasonably anticipated as a result of the distribution, after taking into account the extent to which such hardship is or may be relieved through reimbursement or compensation by insurance or otherwise, by liquidation of the Participant's assets (to the extent the liquidation of such assets would not itself cause severe financial hardship), or by cancellation of Deferrals.

(c) The amount (if any) determined by the Committee as a Hardship Distribution shall be paid in a single lump sum as soon as practicable after the end of the calendar month in which the Hardship Distribution determination is made by the Committee. A Hardship Distribution will reduce the Participant's vested Account(s) on a pro rata basis.

6.7 Limited Cashouts. Notwithstanding any provision in this Plan to the contrary, the Committee shall, if the Participant incurs a Separation from Service, and may, in its sole discretion, in any other circumstances, distribute in a mandatory lump sum any Participant's entire Account under the Plan, provided that any such distribution is made in accordance with the requirements of Treas. Reg. §1.409A-3(j)(4)(v) or its successor (each such payment, a "Limited Cashout"). Specifically, any such Limited Cashout pursuant to this Section 6.7 shall be subject to the following requirements:

- (a) To the extent the Limited Cashout is being made pursuant to the Committee's exercise of discretion, such discretion shall be evidenced in writing no later than the date of the lump sum payment;
- (b) The lump sum payment shall result in the termination and liquidation of the entirety of the Participant's Account under the Plan, as applicable, as well as the Participant's interest in all other plans, agreements, methods, programs, or other arrangements with respect to which deferrals of compensation are treated as having been deferred under a single nonqualified deferred compensation plan under Treas. Reg. §1.409A-1(c)(2) with the Account(s) that is being distributed from this Plan; and
- (c) The lump sum payment (and the Participant's entire interest in any and all other "plans" that would be aggregated with the Account(s) being distributed from this Plan in accordance with Treas. Reg. §1.409A-1(c)(2)) is not greater than the applicable dollar amount under Code Section 402(g)(1)(B) at the time of the Limited Cashout.

Any Limited Cashout that is made pursuant to the Committee's exercise of discretion shall be calculated as of the last business day of any month that is no earlier than ninety (90) days prior to the date on which the Limited Cashout occurs and in accordance with Section 409A of the Code.

A Limited Cashout on a Separation from Service will be calculated in the same manner as any other distribution upon a Separation from Service.

6.8 Forfeiture of Non-Vested Amounts. Notwithstanding any other provision of the Plan, the portion of the Participant's Account(s) that is not vested (and will not become vested) at the time of the Participant's Separation from Service (including Retirement) or death, including any notional earnings and losses thereon, shall be forfeited at such time without any payment to the Participant.

ARTICLE VII

PAYEE DESIGNATIONS AND LIMITATIONS

7.1 Beneficiaries.

(a) Beneficiary Designation. The Participant shall have the right, at any time, to designate any person or persons as Beneficiary (both primary and contingent) to whom payment under the Plan shall be made in the event of the Participant's death. The Participant may revoke an existing Beneficiary designation by filing another Beneficiary designation. The Beneficiary designation shall be effective when it is submitted to and acknowledged by the Committee during the Participant's lifetime in the format prescribed by the Committee.

(b) Absence of Valid Designation. If a Participant fails to designate a Beneficiary as provided above, or if every person designated as Beneficiary predeceases the Participant or dies prior to complete distribution of the Participant's benefits, then the Participant's Beneficiary shall be: (i) the Participant's legally married spouse, if any, (ii) if no such spouse exists, the Participant's children (including adopted children) per stirpes, or (iii) if there are no children, then the Participant's estate. The Committee shall direct the distribution of such benefits to the appropriate Beneficiary.

7.2 Payments to Minors. In the event any amount is payable under the Plan to a minor, payment shall not be made to the minor, but instead such payment shall be made (a) to that person's living parent(s) to act as custodian, (b) if that person's parents are then divorced, and one parent is the sole custodial parent, to such custodial parent, to act as custodian, or (c) if no parent of that person is then living, to a custodian selected by the Committee to hold the funds for the minor under the Uniform Transfers or Gifts to Minors Act in effect in the jurisdiction in which the minor resides. If no parent is living and the Committee decides not to select another custodian to hold the funds for the minor, then payment shall be made to the duly appointed and currently acting guardian of the estate for the minor or, if no guardian of the estate for the minor is duly appointed and currently acting within sixty (60) days after the date the amount becomes payable, payment shall be deposited with the court having jurisdiction over the estate of the minor.

7.3 Payments on Behalf of Persons Under Incapacity. In the event that any amount becomes payable under the Plan to a person who, in the sole judgment of the Committee, is

considered by reason of physical or mental condition to be unable to give a valid receipt therefore, the Committee may direct that such payment be made to any person found by the Committee, in its sole judgment, to have assumed the care of such person. Any payment made pursuant to such determination shall constitute a full release and discharge of any and all liability of the Committee and the Company under the Plan.

ARTICLE VIII **LEAVE OF ABSENCE**

8.1 Paid Leave of Absence. If a Participant is authorized by the Participant's Employer to take a paid leave of absence from the employment of the Employer, and such leave of absence does not constitute a Separation from Service, (a) the Participant shall continue to be considered eligible for the benefits provided under the Plan, and (b) Deferrals shall continue to be withheld during such paid leave of absence in accordance with Article III.

8.2 Unpaid Leave of Absence If a Participant is authorized by the Participant's Employer to take an unpaid leave of absence from the employment of the Employer for any reason, and such leave of absence does not constitute a Separation from Service, such Participant shall continue to be eligible for the benefits provided under the Plan. During the unpaid leave of absence, the Participant shall not be allowed to make any additional Deferral elections but existing deferral elections will continue to the extent required by Section 409A of the Code. However, if the Participant returns to employment, the Participant may elect to defer for the Plan Year following his or her return to employment and for every Plan Year thereafter while a Participant in the Plan, provided such deferral elections are otherwise allowed and a Participant Election is delivered to and accepted by the Committee for each such election in accordance with Article III above.

ARTICLE IX **ADMINISTRATION**

9.1 Committee. The Plan shall be administered by a Committee appointed by the Board, which shall have the exclusive right and full discretion (a) to appoint agents to act on its behalf, (b) to select and establish Funds, (c) to interpret the Plan, (d) to decide any and all matters arising hereunder (including the right to remedy possible ambiguities, inconsistencies, or admissions), (e) to make, amend and rescind such rules as it deems necessary for the proper administration of the Plan and (f) to make all other determinations and resolve all questions of fact necessary or advisable for the administration of the Plan, including determinations regarding eligibility for benefits payable under the Plan. All interpretations of the Committee with respect to any matter hereunder shall be final, conclusive and binding on all persons affected thereby. No member of the Committee or agent thereof shall be liable for any determination, decision, or action made in good faith with respect to the Plan. The Company will indemnify and hold harmless the members of the Committee and its agents from and against any and all liabilities,

costs, and expenses incurred by such persons as a result of any act, or omission, in connection with the performance of such persons' duties, responsibilities, and obligations under the Plan, other than such liabilities, costs, and expenses as may result from the bad faith, willful misconduct, or criminal acts of such persons.

9.2 Filing of Claim. All claims for benefits under the Plan shall be submitted, in writing, to the Committee on forms prescribed by the Committee and must be signed by the Participant or, in the case of a death benefit, by Participant's Beneficiary or legal representative. Any Participant or Beneficiary who disputes the amount of his or her entitlement to Plan benefits must file a claim in writing within one hundred eighty (180) days of the event that the Participant or Beneficiary is asserting constitutes an entitlement to such Plan benefits or, if later, within ninety (90) days of the date the payment is due. Failure by the Participant or Beneficiary to submit such claim within such time periods shall bar the Participant or Beneficiary from any claim for benefits under the Plan as the result of the occurrence of such event or the failure to make such payment. In no event shall the Participant or other claimant be entitled to challenge a decision of the Committee with respect to a claim unless and until the claims procedures herein have been complied with and exhausted. Each claim shall be approved or disapproved by the Committee within ninety (90) days of the Committee's receipt of each such claim. However, if special circumstances require an extension of time for the Committee to process the claim, the ninety (90) day period may be extended for an additional ninety (90) days. Prior to the termination of the initial ninety (90) day period, the Committee shall provide the claimant with a written notice setting forth the reason for the extension. The notice shall indicate the special circumstance requiring the extension of time and the date by which the Committee expects to render the benefit determination.

9.3 Denial of Claim. In the event any claim (or benefit) is denied in whole or in part, the Committee shall, within the time period described in Section 9.2 above, notify the claimant in writing of such denial and of the claimant's right to a review by the Committee and shall set forth, in a manner calculated to be understood by the claimant, specific reasons for such denial; including specific references to the Plan provisions on which the denial is based; descriptions of, and reasons for, any material or information necessary for the claimant to perfect his claim for review; and an explanation of the Plan's review procedure and time limits applicable to such procedures, including the claimant's right to bring civil action following an adverse benefit determination on review.

9.4 Appeal of Denied Claim. Any person whose application is denied in whole or in part may appeal to the Committee for a review of such denial. Such appeal shall be made by submitting to the Committee, within sixty (60) days of the receipt of initial denial, a written statement requesting a review of such denial and setting forth the grounds on which such appeal is made and any issues or comments which the claimant deems pertinent to his application. The claimant shall have the opportunity to submit written comments, documents and records relating to the claim and shall have reasonable access to and copies of documents and records relevant to the claim, upon request and free of charge. The Committee shall make an independent determination of the claimant's eligibility for benefits within sixty (60) days of such appeal and shall give written notice to the claimant of its determination on review within such time period. If there are special circumstances requiring an extension of time for processing, a decision shall

be rendered within one hundred twenty (120) days after receipt of the request for review. If an extension of time is required, the Committee will provide the claimant with written notification of the special circumstances involved and the date by which the Committee expects to render a final decision. The decision of the Committee on any appeal for benefits shall be final and conclusive. If a claimant's request is wholly or partially denied on review, the Committee must give written notice to the claimant that contains the specific reasons for the denial, the Plan provisions on which the denial is based, a description of the Plan's claim review procedures and the time limits applicable thereto, including the claimant's right to bring civil action.

9.5 Disability. Notwithstanding the claims procedures set forth in Sections 9.2, 9.3 and 9.4 above, the following claims procedure shall apply for any claim based on a Disability.

(a) If a Participant applies for a benefit under the Plan based on a Disability, and in the event a claim for benefits is wholly or partially denied by the Committee, the Committee shall, within a reasonable period of time, but no later than forty-five (45) days after receipt of the claim, notify the claimant in writing of the denial of the claim. This forty-five (45) day period may be extended up to thirty (30) days if such an extension is necessary due to matters beyond the control of the Plan, and the claimant is notified, prior to the expiration of the initial forty-five (45) day period, of the circumstances requiring the extension of time and the date by which the Committee expects to render a decision. If, prior to the end of the first thirty (30) day extension period, the Committee determines that, due to matters beyond the control of the Plan, a decision cannot be rendered within that extension period, the period for making the determination may be extended for up to an additional thirty (30) days, provided that the Committee notifies the claimant, prior to the expiration of the first thirty (30) days extension period, of the circumstances requiring the extension and the date as of which the Committee expects to render a decision. In the case of any extension, the notice of extension also shall specifically explain the standards on which entitlement to a benefit upon Disability is based, the unresolved issues that prevent a decision on the claim, and the additional information needed to resolve those issues, and the claimant shall be afforded at least forty-five (45) days within which to provide the specified information, if any.

(b) If the Committee denies the claim for a Disability benefit in whole or in part, the claimant shall be provided with written notice of the denial stating the specific reason for the denial; reference to the specific Plan provisions on which the denial is based; a description of any additional material or information necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and a description of the Plan's review procedures (as set forth below) and the time limits applicable to such procedures, including the claimant's right to bring civil action following an adverse benefit determination. If an internal rule, guideline, protocol, or other similar criterion was relied upon in making the adverse determination, either the specific rule, guideline, protocol, or other similar criterion shall be provided to the claimant free of charge, or the claimant shall be informed that such rule, guideline, protocol, or other criterion shall be provided free of charge upon request.

(c) If the claim for a Disability benefit is denied in full or in part, the claimant shall have the right to appeal the decision by sending a written request for review to

the Committee within one hundred eighty (180) days of his receipt of the claim denial notification. The claimant may submit written comments, documents, records, and other information relating to his or her claim for benefits. Upon request, the claimant shall be provided free of charge and reasonable access to, and copies of, all documents, records and other information relevant to his claim.

(d) Upon receipt of the claimant's appeal of the denial of his claim, the Committee shall conduct a review that takes into account all comments, documents, records, and other information submitted by the claimant or his authorized representative relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination. The review shall not afford deference to the initial benefit determination and shall be conducted by an individual who is neither the individual who made the adverse benefit determination that is the subject of the appeal, nor the subordinate of such individual. The Committee shall consult a medical professional who has appropriate training and experience in the field of medicine relating to the claimant's disability and who is neither consulted as part of the initial denial nor is the subordinate to such individual and shall identify the medical or vocational experts whose advice is obtained with respect to the initial benefit denial, without regard to whether the advice was relied upon in making the decisions. If a claim is denied due a medical judgment, the Committee will consult with a healthcare professional who has appropriate training and experience in the field of medicine involved in the medical judgment. The healthcare professional consulted will not be the same person consulted in connection with the initial benefit decision (nor be the subordinate of that person). The decision on review also will identify any medical or vocational experts who advised the Company's benefits department in connection with the original benefit decision, even if the advice was not relied upon in making the decision.

(e) The Committee shall notify the claimant of its determination on review within a reasonable period of time, but generally not later than forty-five (45) days after receipt of the request for review, unless the Committee determines that special circumstances require an extension of time for processing the claim. If the Committee determines that an extension of time for processing is required, written notice of the extension will be furnished to the claimant prior to the termination of the initial forty-five (45) day period. In no event shall such extension exceed a period of forty-five (45) days from the end of the initial period. The extension notice shall indicate the special circumstances requiring extension of time and the date by which the Plan Administrative Committee expects to render the determination on review.

(f) If the Committee denies the claim on appeal, it shall notify the claimant in a manner to be understood by him of the specific reason or reasons for the adverse determination; reference to the specific Plan provisions on which the adverse determination is based; a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to his claim; and a statement indicating the claimant's right to file a lawsuit upon completion of the claims procedure process. If an internal rule, guideline, protocol, or other similar criterion was relied upon in making the adverse determination, either the specific rule, guideline, protocol, or other similar criterion shall be provided free of charge, or the claimant may be informed that such rule, guideline, protocol, or other criterion shall be provided free of charge upon request.

9.6 Time to File Suit. The Participant or other claimant shall only have ninety (90) days from the date of receipt of the Committee's final decision on review in which to file suit regarding a claim for benefits under the Plan. If suit is not filed within such ninety (90) days, it shall be forever barred. The Committee's decisions made hereunder shall be final and binding on all interested parties.

ARTICLE X

MISCELLANEOUS

10.1 Termination of Plan Although the Company anticipates that it will continue the Plan for an indefinite period of time, there is no guarantee that the Company will continue the Plan or will not terminate the Plan at any time in the future. Accordingly, the Company reserves the right to terminate the Plan with respect to any or all Participants. In the event of a Plan termination, no new deferral elections shall be permitted for the affected Participants and such Participants shall no longer be eligible to receive new Company Contributions. However, after the Plan termination the Account balances of such Participants shall continue to be credited with deferrals attributable to any deferral election that was in effect prior to the Plan termination to the extent deemed necessary to comply with Code Section 409A and related Treasury Regulations, and additional amounts shall continue to be credited or debited to such Participants' Account balances pursuant to Article IV. In addition, following a Plan termination, Participant Account balances shall remain in the Plan and shall not be distributed until such amounts become eligible for distribution in accordance with the other applicable provisions of the Plan. Notwithstanding the preceding sentence, to the extent permitted by Treas. Reg. §1.409A-3(j)(4)(ix) or as otherwise permitted under Code Section 409A, the Company may provide that upon termination of the Plan, all Account balances of the Participants shall be distributed, subject to and in accordance with any rules established by the Company deemed necessary to comply with the applicable requirements and limitations of Code Section 409A.

10.2 Amendment. The Company may, at any time, amend or modify the Plan in whole or in part with respect to any Employer. Notwithstanding the foregoing, no amendment or modification shall be effective to decrease the value of a Participant's vested Account balance in existence at the time the amendment or modification is made.

10.3 Unsecured General Creditor. The benefits paid under the Plan shall be paid from the general assets of the Company, and the Participant and any Beneficiary or their heirs or successors shall be no more than unsecured general creditors of the Company with no special or prior right to any assets of the Company for payment of any obligations hereunder. It is the intention of the Company that this Plan be unfunded for purposes of ERISA and the Code.

10.4 Restriction Against Assignment. The Company shall pay all amounts payable hereunder only to the person or persons designated by the Plan and not to any other person or entity. No part of a Participant's Accounts shall be liable for the debts, contracts, or engagements of any Participant, Beneficiary, or their successors in interest, nor shall a

Participant's Accounts be subject to execution by levy, attachment, or garnishment or by any other legal or equitable proceeding, nor shall any such person have any right to alienate, anticipate, sell, transfer, commute, pledge, encumber, or assign any benefits or payments hereunder in any manner whatsoever. No part of a Participant's Accounts shall be subject to any right of offset against or reduction for any amount payable by the Participant or Beneficiary, whether to the Company or any other party, under any arrangement other than under the terms of this Plan.

10.5 Withholding. The Participant shall make appropriate arrangements with the Company for satisfaction of any federal, state or local income tax withholding requirements, Social Security, Medicare and other employee tax or other requirements applicable to the granting, crediting, vesting or payment of benefits under the Plan. There shall be deducted from each payment made under the Plan or any other Compensation payable to the Participant (or Beneficiary) all taxes that are required to be withheld by the Company in respect to such payment or participation in this Plan. To the extent permissible under Code Section 409A, the Company shall have the right to reduce any payment (or other Compensation) by the amount of cash sufficient to provide the amount of said taxes.

10.6 Code Section 409A. The Company intends that the Plan comply with the requirements of Code Section 409A (and all applicable Treasury Regulations and other guidance issued thereunder) and shall be operated and interpreted consistent with that intent. Notwithstanding the foregoing, the Company makes no representation that the Plan complies with Code Section 409A, and the Company shall not be liable to any person if the Plan fails to comply with Section 409A of the Code. Notwithstanding any other provision of the Plan, in no event shall payment to a Participant who is a "specified employee" within the meaning of Code Section 409A on his or her Separation from Service date, commence earlier than the first day following the earlier of (i) the end of the six (6) month period following such date or (ii) the Participant's death, if and only to the extent required by Code Section 409A. In that event, any payments that would otherwise have been made prior to the earlier of (i) the end of the six (6) month period following such date or (ii) the Participant's death will be accumulated and paid in a lump sum as soon as administratively practicable (and no later than the calendar month) following the earlier of such dates. The Committee may, in its discretion, accelerate the payment of all or a portion of a Participant's vested Account prior to the time specified in this Plan to the extent such acceleration is permitted by Treasury Regulation Section 1.409A-3(j)(4). Such permitted accelerations shall include payments to comply with domestic relations orders, payments to comply with conflicts of interest laws, payment of employment taxes, payment upon income inclusion under Code Section 409A, and/or such other circumstances as are permitted by Section 409A and the Treasury Regulations thereunder.

10.7 Effect of Payment. Any payment made in good faith to a Participant or the Participant's Beneficiary shall, to the extent thereof, be in full satisfaction of all claims against the Committee, its members, the Employer and the Company.

10.8 Errors in Account Statements, Deferrals or Distributions. In the event an error is made in an Account statement, such error shall be corrected on the next statement following the date such error is discovered. In the event of an operational error, including, but not limited to,

errors involving deferral amounts, overpayments or underpayments, such operational error shall be corrected in a manner consistent with and as permitted by any correction procedures established under Code Section 409A. If any portion of a Participant's Account(s) under this Plan is required to be included in income by the Participant prior to receipt due to a failure of this Plan to comply with the requirements of Code Section 409A, the Committee may determine that such Participant shall receive a distribution from the Plan in an amount equal to the lesser of (i) the portion of his or her Account required to be included in income as a result of the failure of the Plan to comply with the requirements of Code Section 409A, or (ii) the unpaid vested Account balance.

10.9 Domestic Relations Orders Notwithstanding any provision in this Plan to the contrary, in the event that the Committee receives a domestic relations order, as defined in Code Section 414(p)(1)(B), pursuant to which a court has determined that a spouse or former spouse of a Participant has an interest in the Participant's benefits under the Plan, the Committee shall have the right to immediately distribute the spouse's or former spouse's vested interest in the Participant's benefits under the Plan to such spouse or former spouse to the extent necessary to fulfill such domestic relations order, provided that such distribution is in accordance with the requirements of Code Section 409A.

10.10 Employment Not Guaranteed. Nothing contained in the Plan nor any action taken hereunder shall be construed as a contract of employment or as giving any Participant any right to continue the provision of services in any capacity whatsoever to the Employer.

10.11 No Guarantee of Tax Consequences. The Employer, Company, Board and Committee make no commitment or guarantee to any Participant that any federal, state or local tax treatment will apply or be available to any person eligible for benefits under the Plan and assume no liability whatsoever for the tax consequences to any Participant.

10.12 Successors of the Company. The rights and obligations of the Company under the Plan shall inure to the benefit of, and shall be binding upon, the successors and assigns of the Company.

10.13 Notice. Any notice or filing required or permitted to be given to the Company or the Participant under this Agreement shall be sufficient if in writing and hand-delivered, or sent by registered or certified mail, in the case of the Company, to the principal office of the Company, directed to the attention of the Committee, and in the case of the Participant, to the last known address of the Participant indicated on the employment records of the Company. Such notice shall be deemed given as of the date of delivery or, if delivery is made by mail, as of the date shown on the postmark on the receipt for registration or certification. Notices to the Company may be permitted by electronic communication according to specifications established by the Committee.

10.14 Headings. Headings and subheadings in this Plan are inserted for convenience of reference only and are not to be considered in the construction of the provisions hereof.

10.15 Gender, Singular and Plural. All pronouns and any variations thereof shall be deemed to refer to the masculine, feminine, or neuter, as the identity of the person or persons

may require. As the context may require, the singular may be read as the plural and the plural as the singular.

10.16 Governing Law. The Plan is intended to be an unfunded plan maintained primarily to provide deferred compensation benefits for a select group of "management or highly compensated employees" within the meaning of Sections 201, 301 and 401 of ERISA and therefore to be exempt from Parts 2, 3 and 4 of Title I of ERISA. To the extent any provision of, or legal issue relating to, this Plan is not fully preempted by federal law, such issue or provision shall be governed by the laws of the State of Georgia.

10.17 Entire Agreement. Unless specifically indicated otherwise, this Plan supersedes any and all prior communications, understandings, arrangements or agreements between the parties, including the Employer, the Company, the Board, the Committee and any and all Participants, whether written, oral, express or implied relating thereto.

10.18 Binding Arbitration. Any claim, dispute or other matter in question of any kind relating to this Plan which is not resolved by the claims procedures under this Plan shall be settled by arbitration in accordance with the applicable employment dispute resolution rules of the American Arbitration Association. Notice of demand for arbitration shall be made in writing to the opposing party and to the American Arbitration Association within a reasonable time after the claim, dispute or other matter in question has arisen. In no event shall a demand for arbitration be made after the date when the applicable statute of limitations would bar the institution of a legal or equitable proceeding based on such claim, dispute or other matter in question. The decision of the arbitrators shall be final and may be enforced in any court of competent jurisdiction. The arbitrators may award reasonable fees and expenses to the prevailing party in any dispute hereunder and shall award reasonable fees and expenses in the event that the arbitrators find that the losing party acted in bad faith or with intent to harass, hinder or delay the prevailing party in the exercise of its rights in connection with the matter under dispute.

IN WITNESS WHEREOF, the Board of the Company has approved the adoption of this Plan as of the Effective Date and has caused the Plan to be executed by its duly authorized representative this ____ day of July, 2015.

Brand Group Holdings, Inc.

By: _____

Name: _____

Title: _____

**AMENDMENT NO. 1 TO THE
BRAND GROUP HOLDINGS, INC.
DEFERRED COMPENSATION PLAN**

Pursuant to the authorization of its Board of Directors, Brand Group Holdings, Inc., a Georgia corporation (the "Company"), does hereby amend the Brand Group Holdings, Inc. Deferred Compensation Plan (the "Plan"), effective as of January 1, 2016, as set forth below. All capitalized terms used in this Amendment No. 1 to the Brand Group Holdings, Inc. Deferred Compensation Plan (the "Amendment") and not defined herein shall have the meanings ascribed to such terms in the Plan.

W I T N E S S E T H

WHEREAS, the Company established the Plan effective as of June 1, 2015; and

WHEREAS, the Board of Directors of the Company has approved amending the Plan to permit Participants to elect to defer commissions that are otherwise payable to the Participant with respect to the applicable Plan Year, effective with respect to commissions earned for service periods on and after January 1, 2016.

NOW, THEREFORE, the Company hereby amends the Plan as follows:

1.

Article I of the Plan is hereby amended by adding the following defined term:

"Commissions" shall mean amounts paid to the Participant by the Employer in the form of commissions and designated by the Committee as eligible for deferral under the Plan, before reductions for contributions to or deferrals under any benefit plans sponsored by the Employer, including but not limited to plans established pursuant to Code Section 125 or qualified pursuant to Code Section 401(k).

2.

Section 3.1 of the Plan is hereby amended by adding Commissions to the types of Compensation that Participants may elect to defer, up to a maximum of 70% of such Commissions.

3.

Section 3.2(f) of the Plan is hereby amended to delete the last sentence and replace it with the following:

"Notwithstanding any other provision of the Plan, no Scheduled Distribution Election may be made that would result in the Deferral being paid sooner than the third Plan Year immediately following the year in which the Compensation would

be paid absent the deferral election, except with respect to Bonuses initially allocated to Funds other than the Company Stock Unit Fund which can be paid as soon as any Deferrals of Base Salary or, if none, Commissions, for the given Plan Year."

4.

Section 3.4(c)(1) of the Plan is hereby amended by deleting the third sentence and replacing it with the following sentence:

"A Participant may not elect to allocate any Base Salary or Commissions deferrals to the Company Stock Unit Fund."

5.

Section 3.5(a) of the Plan is hereby amended by deleting the third and fourth sentences and replacing them with the following:

"Unless the Committee permits otherwise, the deferral election a Participant makes for a given Plan Year for Deferrals of Base Salary, Deferrals of Commissions and Deferrals of Bonuses initially allocated to Funds other than Company Stock Unit Fund must be the same. In the event of any conflict, the Participant's deferral election for Deferrals of Base Salary shall control, and if there are no deferrals of Base Salary, the Participant's deferral election for Deferrals of Commissions shall control."

6.

Section 3.5(b) of the Plan is hereby amended by deleting the third sentence and replacing it with the following:

"Further, because a single distribution election applies to Deferrals of Base Salary, Deferrals of Commissions and Deferrals of Bonuses initially allocated to Funds other than the Company Stock Unit Fund as described above, any change to such distribution election will control distribution of all amounts subject to that election."

7.

Section 5.1 of the Plan is amended by deleting the first sentence and replacing it with the following:

"The Participant shall be vested at all times in any Deferrals of Base Salary, Commissions, Bonuses initially allocated to a Fund other than the Company Stock Unit Fund, and/or Director's Fees and any notional earnings and losses thereon, credited to the Participant's Deferral Account(s)."

8.

Section 6.4 of the Plan is hereby amended by deleting the first sentence of the second paragraph and replacing it with the following:

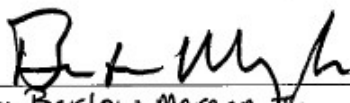
"In accordance with a Participant Election approved by the Committee, as set forth in Section 3.2(f), for each Plan Year the Participant may elect a separate Scheduled Distribution Election for (i) Deferrals of Base Salary, Commissions and Bonuses initially allocated to Funds other than the Company Stock Unit Fund (which must be subject to the same deferral election), (ii) Deferrals of Bonuses initially allocated to the Company Stock Unit Fund, (iii) Deferrals of Director's Fees and (iv) Deferrals of Restricted Stock Units."

9.

This Amendment shall be effective as of January 1, 2016. Except as otherwise set forth in this Amendment, the Plan shall continue in full force and effect pursuant to its original terms.

IN WITNESS WHEREOF, the Company has approved and adopted this Amendment as of the date set forth above.

BRAND GROUP HOLDINGS, INC.

By: 
Name: Bartow Morgan, Jr.
Title: CEO

ATTEST:

By: _____
Name: _____
Title: _____

**BRAND GROUP HOLDINGS, INC.
DEFERRED COMPENSATION PLAN**

AMENDMENT NO. 2

Whereas, Brand Group Holdings, Inc. ("Brand Holdings") maintains the Brand Group Holdings, Inc. Deferred Compensation Plan, which is intended to be a plan of deferred compensation governed by Section 409A of the Internal Revenue Code of 1986, as amended (the "Code"), first effective as of June 1, 2015 (the "Plan");

Whereas, participants in the Plan consist of certain non-employee Directors of Brand Holdings and/or The Brand Banking Company ("Brand Bank") and designated common law employees of Brand Holdings and/or Brand Bank;

Whereas, Renasant Corporation and Renasant Bank and Brand Holdings and Brand Bank have entered into that certain Agreement and Plan of Merger dated March 28, 2018, pursuant to which Brand Holdings will merge with and into Renasant Corporation and Brand Bank will merge with and into Renasant Bank, with Renasant Corporation and Renasant Bank the surviving entities (the "Merger Agreement") (the "Merger");

Whereas, the Merger constitutes a "change in control" within the meaning of Code Section 409A and the regulations promulgated thereunder;

Whereas, subject to the consummation of the Merger, Renasant Bank now intends to assume and administer a portion of the Plan and to terminate the remainder thereof;

Now, Therefore, the Plan shall be amended as follows:

"1. Effectiveness and Construction. This Amendment No. 2 shall be contingent upon and effective as of the date of consummation of the Merger (the 'Effective Date'); should the Merger not occur, this Amendment No. 2 shall be void and of no effect. Unless otherwise defined herein, capitalized words shall have the meanings ascribed to them in the Plan; provided that the term 'Company' shall be deemed to refer to Renasant Bank.

2. Disposition of Company Stock Unit Fund. As of the Effective Date, each notional share of Stock allocated to a Participant under the Company Stock Unit Fund shall be exchanged for a dollar denominated amount equal to (a) the Cash Consideration (as defined in the Merger Agreement) that would be payable with respect to a share of Brand Holdings Stock, plus (b) a dollar denominated amount equivalent to the fair market value of the Stock Consideration (as defined in the Merger Agreement) payable with respect to a share of Brand Holdings Stock, each determined as the Effective Date (in the aggregate, the 'Exchange Consideration'). No Restricted Stock Units shall be credited to or allocated under the Plan thereafter.

As of the Effective Date, the Exchange Consideration shall be deemed notionally invested in the money market fund offered as an investment alternative under the Plan and shall thereafter be subject to reinvestment or diversification as designated by each affected Participant in accordance with Section 3.4(a) thereof.

3. Committee. For periods on and after the Effective Date, this Plan shall be administered by one or more duly authorized officers of Renasant Bank; such officers shall possess all power and authority afforded to the Committee or the Company under the terms of the Plan.

4. Plan Termination. As of the Effective Date, the Plan shall be deemed terminated as to each non-employee Director who is a Participant therein, subject to the following:

4.1 No further Deferrals shall be made with respect to any non-employee Director, notwithstanding any outstanding Participant Election to the contrary, and no non-employee Director shall thereafter be admitted to the Plan; provided that any Deferral in respect of services rendered before the Effective Date shall be completed, whether before or after the Effective Date.

4.2 Notwithstanding the terms of the Plan or any Participant Election to the contrary, the Accounts of each non-employee Director shall be distributed in the form of a cash payment within 30 business days following the Effective Date, but in no event later than the time permitted under Treas. Reg. 1.409A-3(j)(4)(ix)(B).

4.3 The termination of the Plan is intended to comply with Treas. Reg. 1.409A-3(j)(4)(ix)(B) and shall be administered in accordance with the provisions thereof.

5. Continuing Administration. For periods on and after the Effective Date and notwithstanding any provision of the Plan to the contrary, the Plan shall be administered and maintained as follows:

5.1 No additional Eligible Executive shall be admitted to the Plan as a Participant therein.

5.2 No Deferrals, Matching Contributions or other Company Contributions shall be made with respect to Compensation payable for services rendered on or after January 1, 2019. Deferrals remaining to be made under an outstanding Participant Election shall continue and be made in accordance with the terms of such election. Matching Contributions shall be made in respect of eligible Deferrals at rate of 60%, with the exception of the Matching Contribution for Bartow Morgan, Jr., who shall receive a Matching Contribution determined in accordance with the terms of that certain Termination Agreement entered into by and between Morgan and Brand Holdings and Brand Bank, effective as of the Effective Date.

5.3 Any Deferrals, Matching Contributions or other Company Contributions made after the Effective Date that would have been allocated to and invested in the Company Stock Unit Fund shall be deemed notionally invested in the money market fund offered as an investment alternative under the Plan and shall thereafter be subject to reinvestment or diversification as designated by each affected Participant in accordance with Section 3.4(a) thereof.

5.4 All distributions shall be made in the form of cash.

5.5 Accounts for each Eligible Executive shall vest as follows:

a. Except as provided in subparagraph 5.5b hereof, the provisions of Article V of the Plan shall remain in force and effect.

b. With respect to each Eligible Executive who has received a Retention Award from Renasant Corporation effective as of the Effective Date (a 'Retention Award') and in connection therewith has timely executed and delivered to Renasant Corporation an Acknowledgement and Consent agreeing, among other matters, to the waiver of the vesting provisions of Article V of the Plan:

i. All Accounts (or any portion thereof) vested as of the Effective Date shall be and remain vested and nonforfeitable;

ii. One-half of any Account that is not vested as of the Effective Date shall vest as of August 31, 2019, and the remainder thereof shall vest as of August 31, 2020, provided that as of each such vesting date each Eligible Executive shall be employed by Renasant Corporation or Renasant Bank and in good standing; and

iii. In the event an Eligible Executive shall die, become Disabled, be involuntary terminated without 'cause' or terminate for 'good reason' (as such terms are defined in the Retention Award), the Accounts of such executive shall be deemed vested and nonforfeitable; otherwise in the event of such executive's Separation from Service, his or her Accounts shall be forfeited to the extent not vested.

5.6 In the event (a) an Eligible Executive is deemed a 'specified employee' as of his or her Separation from Service, as determined under Treas. Reg. 1.409A-1(i)(3) and (4), and (b) one or more Accounts are distributable on account of such separation, then distribution of such Accounts shall be delayed until the first business day of the seventh whole calendar month following the date of his or her Separation from Service, or earlier upon the death of such executive, without liability for loss of investment opportunity thereon.

6. Ratification. In all other respects the terms of the Plan are hereby ratified and confirmed; provided that nothing contained herein shall prohibit the later transfer of some or all Accounts to any plan of deferred compensation maintained by Renasant Corporation or Renasant Bank or any successor thereto or the further amendment or the termination of the Plan."

THIS AMENDMENT NO. 2 has been executed this 5th day of September, 2018, by a duly authorized officer of Renasant Bank, to be effective as provided herein.

RENASANT BANK

By: Hollis Ray Smith
Hollis Ray Smith
Its: Executive Vice President

RENASANT BANK

DEFERRED INCOME PLAN

(for Employees and Non-Employee Directors)

Effective January 1, 2019

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THIS DEFERRED INCOME PLAN is adopted by Renasant Bank, a financial institution with its principal place of business in Tupelo, Mississippi (the "**Bank**"), and is intended to amend and restate in its entirety the "Executives' Deferred Income Plan," as the same as been amended from time to time, and the "Directors' Deferred Fee Plan," as the same as been amended from time to time (now collectively this "**Plan**"); the Plan shall be effective as of January 1, 2019.

SECTION 1 – STATUS

This Plan is intended to be an unfunded deferred compensation arrangement for the benefit of officers and key employees of the Bank and its Affiliates (as defined below), including Renasant Corporation (the "**Company**"), within the meaning of the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"). As such, this Plan is not intended to constitute an employee benefit plan under ERISA and is not intended to be subject to the provisions of Parts 2, 3, and 4 of Title I thereof.

This Plan is not intended to constitute a qualified employee benefit plan within the meaning of Section 401(a) of the Internal Revenue Code of 1986, as amended, but instead shall be subject to the provisions of Section 409A thereof and shall be interpreted and construed in accordance with such section.

SECTION 2 – DEFINITIONS

2.1 **Account** refers to one or more of the following maintained for a Participant hereunder:

- a. **Retirement Account** means one or more Accounts credited with Retirement Deferrals or Employer Contributions made on or after January 1, 2017, which shall be payable on or after a Participant Separates From Service.
- b. **In-Service Account** means one or more Accounts credited with In-Service Deferrals made on or after January 1, 2017, the balance of which is scheduled to be paid before a Participant Separates From Service.
- c. **Legacy Account** means one or more Accounts to which Deferrals and other contributions made before January 1, 2017, have been credited, and which are governed by the terms of the Legacy Appendix to this Plan.

2.2 **Affiliate** means the Company and corporation or other entity which is a member of an affiliated service group or a controlled group of corporations (as defined in Code Sections 414(b) and (c)) that includes the Bank and the Company.

2.3 **Bank Board** means the Board of Directors of the Bank.

2.4 **Beneficiary** means the person, persons, entity or entities designated by a Participant in accordance with the terms of this Plan who shall receive any death benefit payable hereunder.

2.5 **Code** means the Internal Revenue Code of 1986, as amended, including any regulation or other guidance promulgated thereunder.

2.6 **Committee** means the Compensation Committee of the Board of Directors of the Company.

2.7 **Compensation** means an Employee's base compensation and any cash bonus payable under the Performance Based Rewards Plan or any successor thereto. Unless otherwise limited by the Committee, both types of Compensation shall be eligible for voluntary deferral hereunder. **Compensation** also includes retainer, meeting fees and similar amounts paid to Non-Employee Directors, unless otherwise limited by the Committee.

2.8 **Declining Balance Payment** means an installment payment, the amount of which is calculated by multiplying the value of a Participant's Account balance by a fraction (a) the numerator of which is one, and (b) the denominator of which is the number of installments remaining to be paid.

2.9 **Deferral** means the amount of Compensation voluntarily deferred by a Participant hereunder; **In-Service Deferral** means a Deferral credited to an In-Service Account; **Retirement Deferral** means a Deferral credited to a Retirement Account.

2.10 **Disabled** or **Disability** means that a Participant is receiving, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than 12 months: (a) income replacement benefits for a period of not less than three months under an accident and health plan covering employees of the Bank; or (b) Social Security disability benefits.

2.11 **Employee** means a common law employee of the Bank or an Affiliate.

2.12 **Employer Contribution** means an amount, determined in the discretion of the Committee or the Bank Board, which is credited to a Participant's Retirement Account, if any, in accordance with Section 5 hereof.

2.13 **Non-Employee Director** means a member of the Board of Directors of the Company or the Bank Board who is not an Employee.

2.14 **Participant** means an Eligible Employee or Eligible Director for whom an Account is maintained hereunder.

2.15 **Participation Election** means one or more written elections by an Eligible Employee, Eligible Director or Participant made in accordance with Section 4 hereof. **Initial Participation Election** means the Participation Election made by an Eligible Employee or Eligible Director that is effective when he or she first becomes eligible to participate in this Plan.

2.16 **Plan Year** means the calendar year.

2.17 **Payment Date** means May 15th or November 15th, or the first business day thereafter.

2.18 **Separates From Service, Separation From Service, Separation Date** or words of similar import mean the later of the date on which (a) an Employee's employment with the Bank and all of its Affiliates ceases or a Non-Employee Director ceases to serve, or (b) the Bank and an Employee reasonably anticipate that the Employee will perform no further services for the Bank and its Affiliates, whether as a common law employee or an independent contractor. Notwithstanding the foregoing, a Participant may be deemed to incur a Separation From Service hereunder if he or she continues to provide services to the Bank or an Affiliate, provided such services are not more than 20% of the average level of services performed, whether as an employee or independent contractor, during the immediately preceding 36-month period.

SECTION 3 – ELIGIBILITY

3.1 **Employees.** Employees shall be eligible to participate in the Plan when designated by the Committee (each, an "**Eligible Employee**"), whether individually or by groups, titles or categories. If a Participant ceases to be an Eligible Employee for any reason: (a) his or her Participation Election shall remain in effect for the remainder of the year to which it relates, but thereafter no further Deferrals shall be made; (b) his or her Accounts shall continue to be maintained in accordance with Section 7 hereof; and (c) such Accounts shall be distributed as otherwise provided herein.

3.2 **Non-Employee Directors.** Non-Employee Directors shall be eligible to participate in the Plan upon their election or appointment to the Company's Board of Directors; Non-Employee Directors who are members of the Bank Board shall be eligible to participate only if individually designated by the Committee (each, an "**Eligible Director**").

SECTION 4 – PARTICIPATION

4.1 **Initial Participation.** An Eligible Employee or Eligible Director shall complete and timely deliver to the Committee an Initial Participation Election, which shall designate:

- a. The amount and type of Compensation to be deferred;
- b. Whether such Deferral is a Retirement Deferral or an In-Service Deferral;
- c. The form in which his or her Retirement Account is to be paid; and
- d. The form in which his or her Retirement Account is to be paid to his or her Beneficiaries after his or her death.

A newly-eligible Eligible Employee shall first be admitted to the Plan as of the first day of the Plan Year after his or her Initial Participation Election is timely delivered to and accepted by the Committee. A newly-hired Eligible Employee shall first be admitted to the Plan no later than 30 days following the date on which his or her service first begins, provided his or her Initial Participation Election has then been delivered to and accepted by the Committee. Any Participation Election shall be effective with respect to Compensation earned after the date on which such election is delivered and accepted.

A newly-eligible Eligible Director shall first be admitted to the Plan no later than 30 days after the date on which he or she is appointed or elected to serve, provided his or her Initial Participation Election has then been delivered to and accepted by the Committee.

4.2 **Annual Participation Elections.** Annually following the Plan Year covered by a Participant's Initial Participation Election, he or she shall elect: (a) the amount of Compensation to be deferred; and (b) whether such Deferral is a Retirement Deferral or an In-Service Deferral. Any such election shall be made in the form of a Participation Election and shall be given effect only if it is delivered to and accepted by the Committee before the first day of the Plan Year in which the services giving rise to such Compensation are rendered.

4.3 **No Changes to Deferrals.** Each Participation Election shall be irrevocable upon its delivery to and acceptance by the Committee and shall be and remain in effect for the Plan Year to which it relates.

4.4 **Reemployment.** If a Participant who is an Employee Separates From Service and: (a) is rehired during the same Plan Year, his or her Deferrals in respect of such year shall resume, provided he or she is an Eligible Employee upon rehire; or (b) is rehired after the end of the Plan Year in which his or her separation occurs, he or she shall be treated as a newly-hired Employee hereunder.

SECTION 5 – EMPLOYER CONTRIBUTIONS

The Bank Board (or the Committee acting in lieu of the Bank Board), in its sole discretion, may elect to make an Employer Contribution to a Retirement Account established hereunder. Any such contribution need not be uniform with respect to all Participants, but may be made with respect to any single Participant or group of Participants, in such amounts and at such times as may be designated by the Bank Board or the Committee, as the case may be.

SECTION 6 – VESTING

Unless otherwise designated with respect to an Employer Contribution, any amount credited to an Account maintained hereunder shall be fully vested and non-forfeitable.

SECTION 7 – ACCOUNTS

7.1 **Investment.** Upon the establishment of an Account (whether a new Account or an Account established to effect the modification of an existing payment election as provided in paragraph 9.5 hereof):

- a. Such Account shall first be invested in the Moody's Rate.
- b. Thereafter, and unless otherwise limited by the Committee, each Participant shall be entitled to reinvest his or her Account by providing investment instructions to the Committee or its designee, which shall direct investment from among a group of mutual or similar pooled funds designated by the Committee or the Moody's Rate. The Committee may establish rules and procedures applicable to investment instructions provided hereunder, including but not limited to restrictions on the number of times such direction may be provided in any year, whether instructions may be given electronically, and whether any participant or group of participants shall be precluded from providing investment instructions.

"Moody's Rate" means the Moody's Composite Yield on Seasoned Corporate Bonds (or similar index or rate designated by the Committee), which rate shall be determined annually during the month of October and applied during the succeeding Plan Year. Such rate shall be compounded monthly.

7.2 **Accounting.** At least as frequently as the last day of each Plan Year, each Account shall be adjusted and valued as follows:

- a. There shall be credited to each Retirement Account or In-Service Account the amount of any Retirement or In-Service Deferrals made since the prior valuation date.
- b. Employer Contributions made since the prior valuation date, if any, shall be credited to each affected Participant's Retirement Account.
- c. Income, gain, or loss shall be credited (or charged) to the Accounts for the period since the prior valuation date.
- d. Each Account shall be reduced by any payment or other form of distribution attributable thereto made since the prior valuation date.

7.3 **Valuation Notice.** At least as frequently as the last day of each Plan Year, the Committee shall furnish each Participant with a valuation notice, which shall include the amounts credited to the Participant's Accounts and the income, gains, or losses allocated to such Accounts during the Plan Year.

SECTION 8 – IN-SERVICE DEFERALS AND PAYMENTS

8.1 **In-Service Deferrals.** A Participant may elect to make In-Service Deferrals, subject to the following:

- a. Any election shall be made annually in the form of a Participation Election at the time determined under Section 4 hereof.
- b. Any election shall designate the year in which such In-Service Deferrals are to be distributed (the **"Payment Year"**), which shall not be less than two whole calendar years following the Plan Year giving rise to the Compensation deferred thereunder.
- c. Any election shall be irrevocable upon its delivery to and acceptance by the Committee.

In-Service Deferrals shall be credited to an In-Service Account. A separate In-Service Account shall be established for each Plan Year with respect to which In-Service Deferrals are made. Once established, an In-Service Account shall not be aggregated with any other Account, except as may be expressly provided in this Plan.

8.2 **Payments From In-Service Account.** Distribution from an In-Service Account shall be made in the form of a lump-sum as of May 15th of the calendar year following the end of the Payment Year designated with respect to such Account. If a Participant Separates From Service before such Account is distributed (for any reason, including death or Disability), such Account shall be aggregated with the Participant's Retirement Account (if multiple Retirement Accounts are maintained, to the Retirement Account having the earliest time of payment) and distributed as provided in Section 9 or 10 hereof.

SECTION 9 - SEPARATION PAYMENTS

9.1 Maintenance of Retirement Account. A Participant's Retirement Deferrals and Employer Contributions shall be aggregated and credited to a single Retirement Account maintained for his or her benefit, regardless of the Plan Year in which any Deferral or contribution is made.

9.2 Method of Payment:

- a. A Participant shall designate the method by which his or her Retirement Account is distributed, whether in the form of: (i) a lump-sum; or (ii) not more than 15 annual installment payments. The designation shall be made in the form of an Initial Participation Election (within the meaning of paragraph 4.1 hereof) and, unless such election modified as provided in paragraph 9.5 hereof, it shall remain in force and effect until such Participant Separates From Service.
- b. If a Participant fails to timely designate a method of payment hereunder, his or her Retirement Account shall be paid in a lump-sum (the "**Default Payment**").

9.3 Time of Payment. As to any Participant who is an Employee, such Participant's Retirement Account shall be paid, or payments shall begin, as of the Payment Date that is not less than six whole calendar months following his or her Separation From Service (regardless of the reason therefor). If a Participant has elected payment in the form of installments, each annual payment shall thereafter be made on the anniversary of his or her initial Payment Date.

As to any Participant who is a Non-Employee Director, such Participant's Retirement Account shall be paid, or payments shall begin, as of the Payment Date that coincides with or immediately follows his or her Separation From Service. If a Participant has elected payment in the form of installments, each succeeding annual payment shall be made on the anniversary of such Payment Date.

9.4 Amount of Benefit. The amount of any lump-sum payable hereunder shall equal the amount credited to a Participant's Retirement Account, including any In-Service Account required to be aggregated under paragraph 8.2 hereof. If a Participant has elected payment in the form of installments, the amount of each payment shall be determined as a Declining Balance Payment, except that if the Participant is an Employee, his or her initial installment shall include an additional prorated payment for the number of whole months between his or her Separation Date and the first Payment Date.

9.5 Modification of Payment Method. Subject to the prior approval of the Committee, a Participant may modify the method of payment applicable to his or her Retirement Account, including a Default Payment, as follows:

- a. An additional Retirement Account may be established, which Account shall be credited with Retirement Deferrals made in respect of Plan Years commencing on or after the date on which such Account is established. Any such additional Account shall be subject to the method of payment designated by the Participant, which designation shall be made and delivered to the Committee before the first day of the Plan Year with respect to which such Account is established. Once established, such Account shall not be co-mingled or aggregated with any other Account, except as may be provided under paragraph 8.2 hereof.
- b. The method of payment applicable to an existing Retirement Account may be modified in accordance with Section 409A, which modification: (i) shall be made in writing in a form acceptable to the Committee; (ii) shall be delivered to and accepted by the Committee not less than 12 months prior to such Participant's Separation From Service; and (iii) shall provide that each scheduled payment be made or commence not less than five years after the date on which such payment is otherwise scheduled to be paid. For this purpose, each installment payment shall be treated as a separate payment.

SECTION 10 – DEATH AND DISABILITY PAYMENTS

10.1 Beneficiary Designation. A Participant shall be entitled to designate one or more Beneficiaries on forms provided by the Committee. Any such designation may be modified by delivery of a new designation to the Committee. Any designation or modification shall be effective upon its receipt and acceptance. If a Participant fails to designate a Beneficiary, or if no Beneficiary survives a Participant, any death benefit payable hereunder shall be paid:

- a. First, to the Participant's spouse, if he or she survives the Participant.
- b. Second, to the Participant's children, in equal shares, provided the Participant is not survived by a spouse; if a child predeceases the Participant, such Account shall be paid in equal shares to the surviving children.
- c. Third, to the Participant's estate, if the Participant is not survived by a spouse or children.

10.2 Death Before Payments Commence. If a Participant dies before payments from his or her Retirement Account have commenced, all of his or her Accounts shall be aggregated and paid:

- a. In accordance with the terms of his or her Initial Payment Election, which election: (i) shall be made at the time and in the form prescribed in paragraph 4.1 hereof; (ii) shall be subject to modification as provided in paragraph 9.5b hereof; and (iii) may provide for not more than 15 annual installment payments, each a Declining Balance Payment; or
- b. If a Participant shall not have timely made and delivered such an election, in the form of five substantially equal annual installment payments, each a Declining Balance Payment.

10.3 Death After Payments Commence. If a Participant dies after payments have commenced, any remaining installment payments shall be made to his or her Beneficiary at the time such payments would otherwise have been paid to the deceased Participant.

10.4 **Time of Payment.** Payment under paragraph 10.2 or 10.3 hereof shall ordinarily be made or commence no later than the Payment Date that coincides with or immediately follows the Participant's date of death; provided that:

- a. In the event of a lump-sum payment, payment shall be deemed timely if made no later than the last day of the calendar year following the year in which such Participant's date of death occurs (or at another time prior to such date, as determined by the Committee); and
- b. In the event of installment payments, the first and second such installments shall be deemed timely if paid no later than the last day of the calendar year following the year in which the Participant's date of death occurs (or at a time prior to such date, as determined by the Committee) and any remaining payments shall be made as scheduled.

10.5 **Disability.** Notwithstanding any provision of the Plan to the contrary, if a Participant becomes Disabled before he or she Separates From Service, his or her Accounts shall be aggregated and paid in a lump-sum as of the Payment Date that coincides with or immediately follows the Committee's determination of such Disability.

SECTION 11 – ADMINISTRATION

11.1 **Powers.** This Plan and all matters related thereto shall be administered in the discretion of the Committee. The Committee shall have all power and authority necessary to interpret the provisions of this Plan and to determine all questions arising under the Plan, including, without limitation, all questions concerning administration, eligibility, the determination and payment of benefits, and the interpretation of any procedure, form or other document related to this Plan.

Any determination by the Committee need not be uniform as to any Participant or Beneficiary hereunder, whether or not similarly situated. Any such determination shall be conclusive and binding on all persons.

11.2 **Delegation of Administrative Authority.** The Committee may delegate to one or more officers or employees of the Bank such power and authority as may be reasonably necessary to perform ministerial functions under the Plan and to provide for the administration of Accounts established hereunder. Without the necessity of further action, the Committee shall be deemed to have delegated to the appropriate officers and employees of the Bank the power and authority to administer enrollments, investments and statements and distributions, and Deferrals and to designate, remove or replace notional investments hereunder.

11.3 **Claims.** Amounts shall ordinarily be paid hereunder without the necessity of a formal claim.

A Participant or Beneficiary (a "**Claimant**") may request the payment of an Account hereunder, or may contest any amount paid or proposed to be paid hereunder, by providing written notice to the Committee identifying the basis for the claim and any amount in controversy. If such a claim is wholly or partially denied, the Committee shall furnish the Claimant with written notice of the denial within 90 days after its receipt of the claim. If notice of the denial is not furnished to the Claimant within 90 days, the claim shall be deemed denied.

Upon the denial of a claim, the Claimant may file for review, which filing shall be made in writing no later than 60 days after the Claimant receives notification of the Committee's denial or, if no written denial is provided, no later than 60 days after the deemed denial. Such writing shall describe the nature of the controversy, including any amount in dispute. The Committee shall then furnish notice of its determination to the Claimant within 60 days after receipt of the Claimant's written request for review, which notice shall be made in writing and shall include specific references to the provisions of the Plan or its procedures upon which the decision is based. If the Committee shall fail to provide notice within the time contemplated herein, such claim shall be deemed denied.

If the Committee finally denies all or a part of the claim, or the claim is deemed finally denied, the Claimant may bring suit, provided that suit shall be filed within 180 days after the date of the final denial. Thereafter, the decision of the Committee shall be deemed final, conclusive and without appeal.

11.4 **Electronic Delivery.** By making Deferrals hereunder, each Participant shall be deemed to have consented to the delivery of any notice, statement or other communication about this Plan or any Account hereunder by electronic means, either to an electronic address furnished by the Bank in connection with the employment of such Participant or to an electronic address furnished by such Participant.

SECTION 12 – PARTICIPANTS' RIGHTS

12.1 **Spendthrift Provision.** Neither a Participant nor any other person shall have any right to commute, sell, assign, transfer, pledge, anticipate, mortgage, or otherwise encumber any Account or amount payable hereunder. No Account or other amount payable under this Plan shall, prior to actual payment, be subject to seizure or sequestration for the payment of any debt, judgment, alimony, or separate maintenance owed by a Participant or any other person. No Account or amount payable under this Plan shall be transferable by operation of law, including in the event of a Participant's or other person's bankruptcy or insolvency.

12.2 **No Right of Continued Employment.** No Participant who is an Employee shall have any right to continue in the employ of the Bank or an Affiliate for any period of time or any right to continue his or her present or any other rate of Compensation solely on account of participation in this Plan.

12.3 **Status of Accounts.** Each Account shall be a bookkeeping entry only. The establishment and maintenance of any Account shall not be deemed to create a trust or other form of fiduciary relationship between the Bank or an Affiliate and any Participant or Beneficiary or otherwise create for the benefit of any Participant or Beneficiary an ownership interest or expectancy in any asset of the Bank or an Affiliate. As to his or her Accounts or the payment of any amount hereunder, each Participant and Beneficiary shall be deemed a general, unsecured creditor of the Employer.

12.4 **Status of Investments.** Investment instructions provided hereunder shall be notional only and used only to measure the balance credited to a Participant's Accounts from time to time. Nothing contained herein shall be deemed to require the Bank or the Company to acquire any particular asset or make any particular investment.

SECTION 13 – PROVISIONS APPLICABLE TO ALL PAYMENTS AND ACCOUNTS

13.1 **Small Benefits.** If the value of a Participant's Accounts as of his or her Separation Date or at any time thereafter, together with the value of such Participant's accounts maintained under any other non-qualified account balance plan maintained by the Bank or an Affiliate, does not exceed the limit then imposed under Code Section 402(g), then such Accounts shall be paid in a lump-sum and no further amount shall be due or payable hereunder. Payment shall be made within the 90-day period following the Participant's Separation Date or as of the last day of the Plan Year in which such value is determined.

13.2 **Taxes.** The Bank or an Affiliate shall withhold from any payment hereunder any amount required to be withheld under applicable Federal or state law.

13.3 **Facility of Payment.** If a person entitled to payment hereunder is a minor, under legal disability or is incapacitated and unable to manage his or her financial affairs, the Committee may cause such payment to be made to such person's guardian or legal representative or to such other person reasonably determined by the Committee to be serving in a similar capacity. Any payment made in good faith hereunder shall be a full and complete discharge of any liability for such payment under the Plan.

SECTION 14 – GENERAL PROVISIONS

14.1 **Amendment and Modification.** The Bank Board may amend this Plan, in its discretion. The Committee shall further possess the authority to amend the Plan, any Participation Election executed in connection with the Plan or any ancillary form or document related to the Plan, whether to facilitate its administration, to ensure that the Plan is deemed an unfunded plan of deferred compensation within the meaning of the Code or ERISA, or otherwise. An appropriate officer of the Bank to whom authority has been delegated may further amend this Plan, but only for the purposes of ensuring compliance with applicable laws or facilitating the administration of the Plan.

Any amendment that reduces the amount then credited to a Participant's Accounts shall be effective only with the written consent of each such Participant; otherwise, such consent shall not be required as a condition of amendment or modification hereunder.

14.2 **Termination.** The Bank Board or the Committee may terminate this Plan, in its discretion, subject to the limitations set forth in Code Section 409A. Termination shall not require the consent of any Participant.

14.3 **Governing Law.** This Plan is governed by the internal laws of the State of Mississippi in all respects, including matters of construction, validity and performance thereof.

14.4 **Construction.** This Plan is intended to comply and shall be interpreted and construed in a manner consistent with the provisions of Code Section 409A, including any rule or regulation promulgated thereunder. In the event that any provision of the Plan would cause an amount deferred hereunder to be subject to tax under the Code prior to the time such amount is paid to a Participant, such provision shall, without the necessity of further action by the Bank Board or the Committee, be deemed null and void.

THIS DEFERRED INCOME PLAN was executed by an authorized officer of Renasant Bank as of the date set forth below, to be effective as of the date set forth above.

RENASANT BANK

By: /s/ Hollis Ray Smith
President Date: November 26, 2018

Its: Executive Vice

Subsidiaries of the Registrant

Name	Jurisdiction of Incorporation/Organization	Holder of Outstanding Equity Interests
Renasant Bank	Mississippi	Renasant Corporation
Primeco, Inc.	Delaware	Renasant Bank
Renasant Leasing Corp. II	Tennessee	Renasant Bank
Renasant Investment Corp.	Delaware	Renasant Leasing Corp. II
Renasant Capital Corp. II	Maryland	Renasant Investment Corp.
Renasant Insurance, Inc.	Mississippi	Renasant Bank
American Trust, LLC	Georgia	Renasant Bank
ATB Alpharetta, LLC	Georgia	Renasant Bank
PHC Statutory Trust I	Connecticut	Renasant Corporation ⁽¹⁾
PHC Statutory Trust II	Delaware	Renasant Corporation ⁽¹⁾
Capital Bancorp Capital Trust I	Delaware	Renasant Corporation ⁽¹⁾
First M&F Statutory Trust I	Mississippi	Renasant Corporation ⁽¹⁾
M&F Business Credit, Inc.	Mississippi	Renasant Bank
Renasant Bank Securities Corp.	Mississippi	Renasant Bank
M&F Step Up, LLC	Mississippi	Renasant Bank
Brand Group Holdings Statutory Trust I	Delaware	Renasant Corporation ⁽¹⁾
Brand Group Holdings Statutory Trust II	Delaware	Renasant Corporation ⁽¹⁾
Brand Group Holdings Statutory Trust III	Delaware	Renasant Corporation ⁽¹⁾
Brand Group Holdings Statutory Trust IV	Delaware	Renasant Corporation ⁽¹⁾
GardenBrand, LLC	Georgia	Renasant Bank
DN Capital, LLC	Georgia	Renasant Bank

⁽¹⁾ Renasant Corporation is the holder of the Trusts' common securities.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statements (Form S-3 No. 333-134305, Form S-3 No. 333-141335, Form S-3 No. 333-160482, Form S-3 No. 333-168981, Form S-3 No. 333-183735, Form S-3 No. 333-206966, Form S-3 No. 333-227386, Form S-8 No. 333-102152, Form S-8 No. 333-104445, Form S-8 No. 333-117987, Form S-8 No. 333-122514, Form S-8 No. 333-122515, Form S-8 No. 333-122951, Form S-8 No. 333-137037, Form S-8 No. 333-144185, Form S-8 No. 333-144694, Form S-8 No. 333-150355, Form S-8 No. 333-179973, Form S-8 No. 333-191017, Form S-8 No. 333-191023, Form S-8 No. 333-197555, Form S-8 No. 333-207620, and Form S-8 No.333-213050) of Renasant Corporation and any related Prospectus of our reports dated February 27, 2019, related to our audit of the consolidated financial statements and the effectiveness of internal control over financial reporting of Renasant Corporation included in this Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ HORNE LLP

Memphis, Tennessee
February 27, 2019

CERTIFICATIONS

I, C. Mitchell Waycaster, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2018 of Renasant Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2019

by: /s/ C. Mitchell Waycaster
C. Mitchell Waycaster
President and
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Kevin D. Chapman, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2018 of Renasant Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 27, 2019

by: /s/ Kevin D. Chapman
Kevin D. Chapman
Executive Vice President and
Chief Financial and Operating Officer
(Principal Financial Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Renasant Corporation (the “Company”) for the period ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, C. Mitchell Waycaster, Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: February 27, 2019

by: /s/ C. Mitchell Waycaster
C. Mitchell Waycaster
President and
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Renasant Corporation (the “Company”) for the period ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Kevin D. Chapman, Chief Financial Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the Company.

Date: February 27, 2019

by: /s/ Kevin D. Chapman
Kevin D. Chapman
Executive Vice President and
Chief Financial and Operating Officer
(Principal Financial Officer)