

**CHARTER OF THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS OF
RENASANT CORPORATION**

I. Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors of Renasant Corporation (“Company”) to assist the board in fulfilling its oversight responsibilities. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of any registered public accounting firm employed by the Company (including resolution of disagreements between management and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The Audit Committee’s primary duties and responsibilities include:

- Monitoring the integrity of the Company’s financial statements and the financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance.
- Monitoring the independence, qualifications and performance of the Company’s registered public accounting firm and internal auditing department.
- Providing an avenue of communication among the registered public accounting firm, management, the internal auditing department, and the Board of Directors.
- Establishing procedures for (1) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (2) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

The Audit Committee is vested with all responsibilities and authority required by Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the registered public accounting firm as well as anyone in the organization. The Audit Committee has the authority to retain, at the Company’s expense and without the approval or oversight of the Board of Directors of the Company, special legal, accounting, or other advisors or experts it deems necessary in the performance of its duties.

II. Audit Committee Composition and Meetings

Audit Committee members shall be a member of the Board of Directors of the Company and shall meet the financial literacy and any other requirements of the New York Stock Exchange (“NYSE”). The Audit Committee shall be comprised of not less than three nor more than six directors as determined by the Board, each of whom shall be independent as defined in the Exchange Act and the regulations promulgated thereunder and shall meet NYSE’s independence requirements for directors. In this regard, an Audit Committee member may not, other than in his or her capacity as a director and a member of the Audit Committee or other committee of the Board of Directors, accept, directly or indirectly, consulting, advisory, or other compensatory fees from the Company or any subsidiary of the Company and may not be an affiliated person of the Company or any subsidiary. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements. At least one member of the Audit Committee shall be an “audit committee financial expert” as defined in the Exchange Act and the regulations promulgated thereunder. Audit Committee members shall not serve on the audit committees of more than two public companies, including the Company.

Audit Committee members shall be appointed by the Board of Directors of the Company. If an Audit Committee Chairman is not designated or present, the members of the Committee may designate a Chairman by majority vote of the Committee membership.

The Committee shall meet at least quarterly and shall meet more frequently as circumstances dictate. The Audit Committee Chairman shall approve an agenda in advance of each meeting. The Committee should meet privately in executive session at least annually with management, the Director of Internal Audit, the

registered public accounting firm, and as a committee to discuss any matters that the committee or each of these groups believe should be discussed. The Audit Committee may request any officer or employee of the Company or the Company's outside counsel or the registered public accounting firm to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

III. Audit Committee Responsibilities and Duties

Review Procedures

- A. Review and reassess the adequacy of this Charter at least annually and recommend any proposed changes to the Board for approval. Submit the charter to the Board of Directors for approval and have the document published in accordance with Securities and Exchange Commission ("SEC") regulations and NYSE listing requirements.
- B. Review and discuss the Company's annual audited financial statements prior to filing or distribution. Review and discussion should include discussions with management and the registered public accounting firm regarding significant issues regarding accounting and auditing principles, practices, and judgments. The review should include the Company's specific disclosures in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section (the "MD&A") of the report that includes such annual audited financial statements.
- C. In consultation with management, the registered public accounting firm, and the Director of Internal Audit, consider the integrity of the Company's financial reporting processes and controls that could materially affect the Company's financial statements. Discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review material findings prepared by the registered public accounting firm and the Internal Audit Department together with management's responses, including an update on the status of previous recommendations. Review in general the Company's guidelines and policies governing its processes and procedures for risk assessment and risk management.
- D. In conjunction with its reviews of the Company's reports on the 10-K and 10-Q, the Committee will verify that the certifications of the Chief Executive Officer and Chief Financial Officer of the Company required by applicable SEC rules and regulations with respect to the Company's disclosure controls and procedures and internal controls over financial reporting are included in each such report.
- E. Review with financial management and the registered public accounting firm the Company's quarterly financial results prior to the release of earnings and/or the Company's quarterly financial statements prior to filing or distribution. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the registered public accounting firm in accordance with applicable requirements of the Public Company Accounting Oversight Board (the "PCAOB") and the SEC. The Chairman of the Committee may represent the entire Audit Committee for purposes of this review. The review should include the Company's specific MD&A disclosures in the report that includes such quarterly financial statements.
- F. The Audit Committee has established the following procedures for the receipt, retention and treatment of complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company.
 - a. Renasant Corporation has established a toll-free telephone number (1-844-916-2764) and website (www.renasant.ethicspoint.com) for the confidential, anonymous submission of complaints regarding accounting, internal accounting controls, or auditing matters, including by employees. This toll-free number and website is staffed by an independent organization operating 24 hours a day, 7 days a week.
 - b. All such complaints will be sent to the Director of Internal Audit who, after consultation with the General Counsel and Chief Risk Officer (and, if a human resources matter, the Director of Human Resources), will report such matters to the Audit Committee (provided, that (1) the Committee's procedures shall include an alternative recipient of a

complaint that involves the Director of Internal Audit and (2) the Director of Internal Audit shall not consult with the General Counsel or Chief Risk Officer, as applicable, to the extent such individual is the subject of the complaint). The Director of Internal Audit, the General Counsel of the Company and the Chief Risk Officer will review each complaint and take such action with respect to such complaint as they deem reasonable and appropriate.

- c. All complaints will be monitored by the Audit Committee and the Audit Committee will take such action with respect to complaints as it deems reasonable and appropriate in accordance with the Company's Policy for Reporting Alleged Improper Accounting, Internal Accounting Control or Auditing Matters.
 - d. The presiding Audit Committee Chairman may retain outside counsel or other advisors, for any complaint addressed to the Audit Committee.
- G. Approve compensation to the registered public accounting firm and advisers employed by Audit Committee.
- H. Review the written disclosures and the letter from the registered public accounting firm required by applicable requirements of the PCAOB regarding the registered public accounting firm's communications with the audit committee concerning independence and discuss with the registered public accounting firm its independence.
- I. Review management's use of non-GAAP financial measures and how these measures are used to evaluate performance.

Registered Public Accounting Firm

- J. The registered public accounting firm reports directly to the Audit Committee and the Board of Directors. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the registered public accounting firm. The Audit Committee shall review the independence and performance of the registered public accounting firm and annually recommend to the Board of Directors the appointment of the registered public accounting firm or approve any discharge of the registered public accounting firm when circumstances warrant.

All auditing services and non-audit services, other than as provided in the de minimis exceptions below, provided by the registered public accounting firm shall be pre-approved by the Audit Committee.

The pre-approval requirement is waived with respect to the provision of non-audit services if:

- 1. The aggregate amount of all such non-audit services provided to the Company constitutes not more than 5 percent of the total amount of revenues paid by the Company to its registered public accounting firm during the fiscal year in which the non-audit services are provided;
 - 2. Such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - 3. Such services are promptly brought to the attention of the Audit Committee and the Audit Committee or one or more members of the Audit Committee who are members of the board of directors to whom authority has been delegated by the Audit Committee approves such services prior to the completion of the audit.
- K. Approval by the Audit Committee of a non-audit service to be performed by the registered public accounting firm of the Company shall be disclosed to investors in periodic reports.
- L. The Audit Committee may delegate to one or more designated members of the Audit Committee who are independent directors of the board of directors, the authority to grant pre-approvals

described in Section 10A of the Exchange Act. The decisions of any member to whom authority is delegated to pre-approve an activity shall be presented to the full Audit Committee at each of its scheduled meetings.

- M. In carrying out its duties, if the Audit Committee approves an audit service within the scope of the engagement of the registered public accounting firm, such audit service shall be deemed to have been pre-approved.
- N. The registered public accounting firm must timely report to the Audit Committee for its review and discussion (1) all critical accounting policies/practices to be used; (2) all alternative treatments of financial information within GAAP that have been discussed with management, ramifications of the use of such alternative disclosures and treatments and the treatment preferred by the registered public accounting firm; and (3) any other material written communications between the registered public accounting firm and management, including management letters or schedules of unadjusted differences.
- O. On an annual basis, the Audit Committee must obtain and review a report from the registered public accounting firm describing (1) its internal quality-control procedures, (2) any material issues raised by the most recent internal (or peer) quality-control review of the firm or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits conducted by the firm, and (3) the steps taken in response thereto.
- P. On an annual basis, the Audit Committee should review and discuss with the registered public accounting firm all relationships such firm has with the Company that could impair their objectivity and independence and, if so determined by the Committee, recommend that the Board take appropriate action to satisfy itself of the independence of the registered public accounting firm.
- Q. Review the registered public accounting firm audit plan and engagement letter—discuss scope, staffing, locations, reliance upon management and internal audit, and general audit approach.
- R. Prior to releasing the year-end earnings, discuss the results of the audit with the registered public accounting firm. Discuss certain matters required to be communicated to audit committees in accordance with applicable requirements of the PCAOB and the SEC.
- S. Consider the registered public accounting firm’s judgments about the quality and appropriateness of the Company’s accounting principles as applied in its financial reporting.
- T. Evaluate together with the Board the performance of the registered public accounting firm and, if so determined by the Audit Committee, recommend that the Board replace the registered public accounting firm.

Internal Audit Department and Legal Compliance

- U. Review the internal audit plan, changes in the plan, and the activities, organizational structure, charter, budget and qualifications of the Internal Audit Department, as needed.
- V. Review the appointment, performance, and replacement of the Director of Internal Audit. The Internal Audit Department shall be responsible to senior management but have a direct reporting responsibility to the Board of Directors through the Audit Committee. Changes in the Director of Internal Audit shall be subject to Audit Committee approval.
- W. Review significant reports prepared by the Internal Audit Department together with management’s response and follow-up to these reports.
- X. On at least a quarterly basis, review with the Company’s legal counsel and chief accounting officer, any legal matters that could have a material impact on the organization’s financial statements. Review with the Internal Audit Department all audits received from regulators or governmental agencies. Obtain from management responses for any regulatory noncompliance that occurs at

the Company. Review with the Internal Audit Department all reports concerning any significant fraud that occurs at the Company. This review should include consideration of the internal controls that should be strengthened to reduce the risk of a similar event occurring in the future.

Internal Audit Outsourcing Arrangements

- Y. Provide oversight of the due diligence process in selecting a vendor for outsourcing internal audit services.
- Z. Annually evaluate the performance and satisfaction of outsourced activities

Other Audit Committee Responsibilities

- AA. Annually prepare the report to shareholders as required by Item 407(d)(3)(i) of Regulation S-K promulgated by the SEC. The report should be included in the Company's annual proxy statement.
- BB. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Audit Committee or the Board of Directors deems necessary or appropriate.
- CC. Maintain minutes of meetings and submit such minutes to the Board of Directors for its review.
- DD. The Company has adopted a Code of Ethics for the Company's CEO, Chief Financial Officer, Principal Accounting Officer and Controller ("Senior Management and Financial Officers") that requires Senior Management and Financial Officers to resolve ethically any actual or apparent conflicts of interest, to comply with laws and regulations and to provide information that is accurate, complete, objective, relevant, fair, timely and understandable in Company's periodic reports filed with the SEC and other public disclosures. Waivers of the Code of Ethics may only be made by the Board of Directors or the Audit Committee and will be disclosed in accordance with applicable law. Violations of the Code of Ethics are reported to the Audit Committee. The Audit Committee and General Counsel of the Company will review each report and take such action with respect to each report as they deem reasonable and appropriate. The Committee shall verify that management has acknowledged their compliance with the Company's Code of Ethics.
- EE. Annually perform a self-assessment of Audit Committee performance.
- FF. Annually review audit results associated with directors' and officers' expense accounts and perquisites. Annually review a summary of directors' and officers' related party transactions and potential conflicts of interest.
- GG. Set policies for the Company's hiring of employees or former employees of the registered public accounting firm.
- HH. Review with the registered public accounting firm any problems or difficulties the firm may have encountered and any management letter provided by the registered public accounting firm and the Company's response to that letter. Such review should include (1) any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information, and (2) the responsibilities, budget and staffing of the Internal Audit Department.
- II. Review and approve Company policies related to Company operations within the Audit Committee's oversight responsibility.

Acknowledgment

- JJ. The Audit Committee recognizes that it shall be unlawful for a registered public accounting firm that performs for the Company any audit required by the Exchange Act or the regulations promulgated thereunder, to provide to the Company, contemporaneously with the audit, any non-audit service, including:

- bookkeeping or other services related to the accounting records or financial statements of the Company and its subsidiaries;
- financial information systems design and implementation;
- appraisal or valuation services, fairness opinions or contribution-in-kind reports;
- actuarial services;
- internal audit outsourcing services;
- management functions or human resources;
- broker or dealer, investment advisor or investment banking services;
- legal services and expert services unrelated to the audit; and
- any other service that the PCAOB determines, by regulation, is impermissible.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the registered public accounting firm. It is the duty of the Audit Committee to review:

- the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance; and
- the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.