

# RENASANT CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended through December 17, 2024)

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

### 1. Purpose:

The Nominating and Corporate Governance Committee (the “Committee”) is appointed by the Board to:

- (1) Identify individuals qualified to serve on the Board of Directors and recommend to the Board nominees for election as directors. In identifying such individuals the Committee shall take into account such criteria identified by the Board as a priority and such other qualifications it considers appropriate, including those identified herein, with the goal of nominating diverse individuals who have the knowledge, skills and experience to enhance the Board’s ability to effectively manage and direct the affairs and business of the Company;
- (2) Develop and revise as appropriate Corporate Governance Guidelines applicable to the Company and recommend such Guidelines and revisions thereto to the Board;
- (3) Lead the Board in its annual assessment of the Board and management’s performance;
- (4) Address and respond to shareholder concerns regarding corporate governance;
- (5) Play a leadership role in corporate governance matters;
- (6) Perform the other responsibilities set forth in this Charter; and
- (7) Take all actions necessary to accomplish the foregoing.

### 2. Membership:

The Committee shall consist of no fewer than three directors appointed by the Board on the recommendation of this Committee. Each member of the Committee shall (a) meet the New York Stock Exchange’s independence requirements for directors and (b) satisfy all other applicable legal and regulatory requirements (including listing standards). The Board shall annually appoint the members of the Committee and the Chairperson of the Committee, who shall serve at the discretion of the Board. The Board may replace or remove one or more of the members of the Committee at any time in its sole discretion and shall fill any vacancies on the Committee.

### 3. Meetings and Procedure:

The Committee shall meet as often as it deems necessary or appropriate, but not less frequently than twice each fiscal year. The Chairperson will preside at each meeting; in the event the Chairperson is not present at a meeting, the Vice-Chair shall act as chair of such meeting. The Committee may request any director, officer or employee of the Company or any other person whose advice and counsel is sought by the Committee to attend any meeting. The Chairperson shall decide who may or may not attend meetings. The Committee may, in its sole discretion, form and delegate authority to such subcommittees (comprised only of Committee members) as it deems appropriate, except where such authority is required by law to be

exercised by the whole Committee. The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board and its committees generally, unless otherwise expressly provided in this Charter or the Bylaws of the Company or as required by applicable law, regulation, New York Stock Exchange listing rules (the “Listing Rules”) or other requirements. Subject to the foregoing, the Chairperson shall determine the agenda and length of meetings and shall establish such other rules as may from time to time be necessary and proper for the conduct of the business of the Committee. The Chairperson of the Committee shall cause written minutes of each meeting of the Committee to be kept, which minutes shall reflect the deliberations, actions and recommendations of the Committee at each such meeting. Absent extenuating circumstances, meeting minutes as well as copies of actions taken by written consent shall be distributed to all members of the Board at or before the next meeting of the Board, and the Chairperson shall be prepared to discuss the Committee’s deliberations, actions and recommendations reflected in such minutes and written consents and answer the Board’s questions with respect thereto.

#### **4, Authority and Responsibilities:**

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

- (1) Establish criteria and qualifications for Board membership, including standards for assessing independence (“Board Membership Criteria”), so as to enhance the Board’s ability to oversee the affairs and business of the Company. These criteria and qualifications include, but need not be limited to, the following:
  - a. “Independence” for purposes of the New York Stock Exchange’s independence requirements for directors and Securities and Exchange Commission (“SEC”) rules and regulations;
  - b. Significant business experience in banking, financial services or other business, or in marketing, finance, legal, accounting, risk management, information technology or other professional disciplines;
  - c. Diversity with respect to gender, ethnicity, experience, education, geographic location (focusing on the areas in which the Company operates) and difference of viewpoint;
  - d. Familiarity with and participation in the communities in which the Company operates;
  - e. Prominence and a highly-respected reputation within their profession;
  - f. A proven record of honest and ethical conduct, personal integrity and independent judgment;
  - g. The ability to represent the interests of the Company’s shareholders and other stakeholders (including, for example, the Company’s employees and customers and the communities the Company serves); and
  - h. The necessary time and commitment to enhance their knowledge of the Company’s industry and fulfill the responsibilities of a director.
- (2) Actively seek to identify individuals to serve on the Board who satisfy the Board Membership Criteria. The Committee shall also consider, and evaluate in light of the Board Membership Criteria and the results of other customary background vetting, recommendations for director nominees delivered by Company shareholders in compliance with the procedures set forth in the Bylaws of the Company (and described in its annual proxy statement) and SEC rules and

regulations, as applicable.

- (3) Oversee an annual process of assessment of each director on the Board by the other members of the Board, and otherwise assess the contributions, performance and independence of each director, and consider the results of such assessments in determining whether to recommend each director for reelection to the Board.
- (4) Recommend to the Board (a) the overall size of the Board of Directors and the number of directors to be elected at the Company's next Annual Meeting of Shareholders; (b) nominees for election as directors at the Company's next Annual Meeting of Shareholders; and (c) nominees for appointment by the Board to fill an existing or newly created vacancy on the Board.
- (5) Identify qualified members of the Board to serve on each Board committee (including this Committee), taking into account requirements of the Listing Rules and SEC rules and regulations regarding independence and that one or more committee members possess certain qualifications or skills, and recommend each such member to the Board. In addition, the Committee shall recommend to the Board a Chairperson for each committee (including this Committee), except where the Company's Articles of Incorporation, Bylaws, committee charter or other applicable requirement specifies the individual who shall serve as a particular committee's chairperson. The Committee may also designate a member of the Committee to attend the meetings of any other Board committee ex officio with the concurrence of the chair of such other committee.
- (6) Oversee an annual assessment of the performance of the Board and management as a whole, and report thereon to the Board. The assessment is to be based on criteria that the Committee considers relevant and shall relate to the Board and management's overall performance as well as specific areas in which an enhanced contribution could be made.
- (7) Develop Corporate Governance Guidelines applicable to the Company and administer matters assigned to the Committee thereunder, including monitoring Board and director adherence thereto. The Committee shall review such Guidelines at least annually and, when necessary or appropriate, recommend changes to the Board.
- (8) Administer the Company's policy with respect to director resignations as set forth in the Bylaws, and review such policy from time to time as necessary. The Committee shall otherwise generally be responsible for matters related to director resignations.
- (9) Develop stock ownership guidelines applicable to directors and senior executive officers of the Company and monitor compliance therewith. The Committee shall review such stock ownership guidelines at least annually and, when necessary or appropriate, recommend changes thereto to the Board.
- (10) Review at least annually the Company's compliance with the Listing Rules and any other applicable legal or regulatory requirements and report the conclusions from such review to the Board.
- (11) Review at least annually the charters of the committees of the Board that are required pursuant to the Listing Rules and, when necessary or appropriate, recommend changes in such charters to the Board.
- (12) Monitor the development of best practices regarding corporate governance and take a leadership role in shaping and enhancing the corporate governance of the Company, including, where necessary or appropriate, recommending to the Board changes to the Company's Articles of

Incorporation, Bylaws or other policies related to corporate governance. The Committee shall be responsible for the review of and response to shareholder proposals relating to corporate governance matters. In addition, the Committee shall review and discuss with management the disclosures regarding the Company's corporate governance practices to be included in the Company's annual report on Form 10-K and annual proxy statement.

- (13) Review the Company's policies and practices with respect to corporate social responsibility and environmental, social and governance ("ESG") matters in the context of the economic, regulatory and other conditions prevailing from time to time. Without limiting the generality of the foregoing, the Committee shall review the activities and oversee the performance of any management committees of the Company with responsibility for matters relating to corporate social responsibility or ESG matters, and the Committee shall keep the Board apprised of all significant developments relating to the foregoing.
- (14) Monitor the process for the approval of Company policies submitted to the Board or a committee thereof for approval to ensure that such policies are approved in a timely manner.
- (15) Develop and oversee an orientation program for new directors and assist directors in participating in director training and education programs, and make recommendations to the Board regarding the foregoing where appropriate.
- (16) Together with the Executive Committee and the Compensation Committee of the Board of Directors, the Committee shall be responsible for succession planning for the CEO and other senior executive officers of the Company, and the Committee shall have the authority to lead the search process to hire a new CEO and make a recommendation to the Board following this search.
- (17) Recommend to the Board any amendments to the Board's committee structure in order to add or remove committees other than those committees that are required by the Bylaws or the Listing Rules, or other government or regulatory requirements.
- (18) Oversee the operation and performance of the Company's state and community advisory boards and make recommendations to the Board regarding matters related thereto, including, among other things, the following: the establishment of a new advisory board or the dissolution of an existing one, the charter of any such board (and amendments thereto) and any other resolution impacting the scope of any such board's authority, the members of any such board as well as procedures for evaluating proposed members, and the determination of the form and amount of compensation of advisory board members.
- (19) On an annual basis, designate the employees of the Company who shall be deemed "executive officers" of the Company for purposes of Regulation O, 12 CFR 215, and, in consultation with executive management, implement procedures to govern the identification of the Company's Regulation O "executive officers."
- (20) Coordinate with the Enterprise Risk Management Committee of the Board (which coordination may be through committee chairpersons) as well as the Chief Risk Officer and other appropriate members of management to ensure that the Board is taking the necessary actions (either directly or through its committees, including the Committee) to fulfill its duties and responsibilities with respect to the oversight, assessment, management and mitigation of risks arising from or related to the Company's corporate governance practices.
- (21) On an annual basis, review and assess its own performance during the previous year.

- (22) On an annual basis, review and assess the adequacy of this Charter and adopt any necessary amendments to this Charter.

#### **5. Additional Powers and Responsibilities:**

The Committee shall have the authority to take any and all additional actions necessary or appropriate to discharge its responsibilities as set forth in this Charter. In particular, the Committee shall have the sole authority to (a) engage and obtain advice and assistance from advisors, including independent or outside legal counsel, accountants or auditors; (b) retain and/or terminate any search firm, including a search firm to identify individuals qualified to serve on the Board; and (iii) approve the fees and other terms of any such engagement, the exercise of each of the foregoing powers as the Committee determines in its sole discretion is necessary or appropriate to carry out its duties. The Company shall pay all fees and costs of such advisors promptly and in accordance with its normal business practices. The Committee shall have unrestricted access to Company personnel and documents and to the Company's legal counsel, accountants and internal and external auditors. The Committee shall be entitled to rely on the integrity and expertise of Company personnel and external advisors providing information to the Committee and on the accuracy and completeness of such information. For the avoidance of doubt, nothing in this Charter shall require the Committee to implement or act consistently with the advice or recommendations of its legal counsel or other advisor to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own independent judgment in fulfillment of its duties under this Charter.

The Committee shall perform such other activities as the Board may from time to time deem necessary or appropriate.