

RENASANT CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(As amended through December 15, 2020)

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.

Organization:

The Board of Directors shall designate annually a Nominating and Corporate Governance Committee (the “Committee”) comprised of no fewer than three directors as well as a chairman thereof. Members of the Committee may be removed at any time by the Board of Directors in its sole discretion, and the Board of Directors shall fill any vacancies arising on the Committee, whether on account of removal, resignation or otherwise. Each of the members of the Committee shall be an “independent director” as determined in accordance with the listing requirements, rules and regulations of the NASDAQ Stock Market, LLC (“NASDAQ”) as in effect from time to time and shall also comply with and satisfy all other applicable laws, rules, regulations and requirements. The Committee shall report regularly to the Board of Directors.

Purpose:

The purpose of the Committee is 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 of Directors 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 thereof to the Board of Directors;
- (3) Oversee the assessment of the Board of Directors and the members thereof;
- (4) Address and respond to shareholder concerns regarding corporate governance; and
- (5) Otherwise play a leadership role in corporate governance matters.

Meetings:

The Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities, but in no event less than twice per year, and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Committee members) in furtherance of such responsibilities. 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 Chairman of the Committee, the Chairman of the Board (or the Lead Director if the Chairman and President or Chief Executive Officer are the same) or the President of the Company shall call meetings of the 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 of Directors and its committees generally, unless

otherwise expressly provided in this Charter or the Bylaws of the Company or as required by law, regulation, NASDAQ listing rules or other requirements. Subject to the foregoing, the Chairman 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. Written minutes of each such meeting shall be duly filed in the Company's records and minutes of the Committee's most recent meeting shall be distributed prior to the Committee meeting to each member of the Committee for such member's review. Members of the Committee are expected to make all reasonable efforts to attend each meeting.

Powers and Responsibilities:

The Committee shall:

- (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 manage and direct the affairs and business of the Company. These criteria and qualifications include, but need not be limited to, the following:
 - a. "Independence" within the meaning of the NASDAQ listing rules and Securities and Exchange Commission rules and regulations;
 - b. Significant business experience in banking, financial services or other business, or in marketing, finance, legal, accounting 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 of Directors who satisfy the Board Membership Criteria. The Committee shall also consider, and evaluate in light of the Board Membership Criteria, 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).
- (3) Oversee an annual process of assessment of incumbent directors by the other members of the Board of Directors, and otherwise assess the contributions and independence of incumbent directors, in determining whether to recommend such directors for reelection to the Board.

- (4) Recommend to the Board of Directors (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 of Directors.
- (5) Identify qualified members of the Board of Directors to serve on each Board committee (including this Committee) and recommend each such member to the Board of Directors. In addition, the Committee shall recommend to the Board of Directors a Chairman for each committee (including this Committee). 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 chairman of such other committee.
- (6) Oversee an annual assessment of the performance of the Board of Directors 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'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. The Committee shall review such Guidelines at least annually and, when necessary or appropriate, recommend changes to the Board of Directors.
- (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 of Directors.
- (10) Review at least annually the Company's compliance with the listing requirements of NASDAQ and any other applicable legal or regulatory requirements and report the conclusions from such review to the Board of Directors.
- (11) Review at least annually the charters of the committees of the Board of Directors which are required pursuant to NASDAQ listing requirements, rules or regulations and, when necessary or appropriate, recommend changes in such charters to the Board of Directors.
- (12) Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Company. In addition, the Committee shall periodically review the Company's policies and practices with respect to corporate social responsibility.
- (13) Develop and oversee an orientation program for new directors and assist directors in participating in director training and education programs.
- (14) 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 of Directors following this search.

- (15) Recommend to the Board of Directors any amendments to the Board of Director's committee structure in order to add or remove committees other than those committees which are required by the Bylaws or NASDAQ, or other government or regulatory requirements.
- (16) Oversee the operations 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 the form and amount of compensation of advisory board members.
- (17) 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."

Additional Powers and Responsibilities:

The Committee shall have the authority to take any and all additional actions necessary or appropriate to discharge its responsibilities. In particular, the Committee shall have (i) the authority to engage and obtain advice and assistance from advisors, including independent or outside legal counsel, accountants or auditors; (ii) sole authority to retain and/or terminate any search firm, including those used to identify individuals qualified to serve on the Board of Directors; and (iii) the sole authority to approve the fees and other retention 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 in accordance with its normal business practices shall pay all fees and costs of such advisors promptly. 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, on an annual basis, review and reassess the adequacy of this Charter and its own performance during the previous year.

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