

RENASANT CORPORATION
COMPENSATION COMMITTEE CHARTER
(As amended through December 19, 2023)

This Charter of the Compensation 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 Compensation Committee (the “Committee”) is appointed by the Board to (i) assist the Board in discharging its responsibilities relating to the compensation of the Chief Executive Officer (the “CEO”) and other Senior Officers (as defined below) of the Company, (ii) review and approve the Company’s compensation and benefit plans, policies and programs to the extent they affect the CEO and the Senior Officers, (iii) ensure the competitiveness of such compensation and benefit programs, (iv) together with other committees of the Board, advise the Board on the development and succession of key executives, (v) perform the other responsibilities set forth this Charter, and (vi) 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 the Nominating and Corporate Governance Committee. Each member of the Committee shall (a) (i) meet the New York Stock Exchange’s independence requirements for directors and (ii) be a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (b) satisfy all other applicable legal and regulatory requirements (including listing standards). In evaluating whether a director meets the New York Stock Exchange’s independence requirements, the Board shall consider all factors specifically relevant to determining whether such director has a relationship with the Company material to that director’s ability to be independent from management in connection with the duties of a member of the Committee, including, but not limited to:

- a. Whether the director is an affiliate of the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company (with affiliate status determined in accordance with federal securities laws). The existence of affiliate status shall not by itself be deemed to bar service on the Committee.
- b. The source of compensation of such director. To be eligible to serve on the Committee, a director shall not have accepted, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company, other than (i) fees received as a member of the Committee, the Board or any other committee of the Board, or (ii) the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service).

The Board shall annually appoint the members of the Committee and the Chairperson of the Committee. 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; however, the CEO shall not be present during the Committee's deliberations on his or her performance or voting on his or her compensation. 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 of Directors 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:

- a. Review annually and approve the Company's compensation strategy, including the review and approval of any corporate goals and objectives relevant to CEO compensation and such strategy in general.
- b. Annually evaluate the performance of the CEO in light of corporate goals and objectives and, based on this evaluation (and such other factors as the Committee deems appropriate, including the outcome of the most recent shareholder advisory vote on executive compensation as well as the considerations set forth in Section 303A.05 of the Listing Rules), recommend to the members of the Board who are independent directors under the New York Stock Exchange's independence requirements for directors (the "independent directors of the Board") for their determination the individual elements (including, but not limited to, base salary, short- and long-term cash and equity incentives, other equity compensation, perquisites and health and welfare benefits) of the total compensation payable to the CEO; the Committee may recommend to the independent directors of the Board that the Company enter into (or amend) an employment, severance, change of control or similar agreement with the CEO and the terms thereof.
- c. In consultation with the CEO, annually evaluate the performance of the Senior Officers (as defined below), and based on this evaluation (and such other factors as the Committee deems appropriate, including the outcome of the most recent shareholder advisory vote on executive compensation), recommend to the Board for its determination the individual elements (including, but not limited to, base salary, short- and long-term cash and equity incentives, other equity compensation, perquisites and health and welfare benefits) of the total compensation payable to, the officers of the Company and its subsidiaries other than the CEO who (i) have the rank of Senior Executive Vice President or higher (or are otherwise considered an "officer" under Rule 16a-1(f) promulgated under the Exchange Act), (ii) report directly to the CEO or (iii) are otherwise designated by the Committee as being subject to Board approval of compensation (the "Senior Officers").

- d. Review and make its recommendation to the Board regarding any employment, severance, change in control, supplemental retirement benefits, or similar agreement or arrangement with a Senior Officer (or any amendment thereto) and review and make its recommendation to the Board regarding any such agreement or arrangement for the benefit of any other employee of the Company and its affiliates (or any amendment thereto) to the extent that such agreement or arrangement includes terms and conditions that are not consistent with ordinary limits.
- e. Recommend to independent directors of the Board for their determination all special perquisites, cash payments or other extraordinary or supplemental compensation or benefit arrangements for the CEO or the Senior Officers (whether to be provided during employment with the Company or thereafter).
- f. As appropriate, review and approve the Company's compensation and benefit plans, policies (including its policy for the recovery of erroneously-awarded incentive compensation) and programs to the extent (i) they affect the CEO and the Senior Officers or (ii) material changes to the structure, benefits offered or cost (in the aggregate or the amount borne by the Company) are proposed.
- g. Prepare and determine whether or not to recommend to the Board, after, and subject to, discussion and satisfactory review with management, the inclusion in the Company's annual report on Form 10-K and annual proxy statement of the "Compensation Discussion and Analysis" required by the regulations of the Securities and Exchange Commission (the "SEC").
- h. Prepare the "Compensation Committee Report" required by the regulations of the SEC to be included in the Company's annual proxy statement.
- i. Review the compensation of the CEO and affected Senior Officers for compliance with Section 16 of the Exchange Act, and otherwise monitor the Company's compliance with applicable laws relating to executive compensation and benefits.
- j. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.
- k. Subject to subsections 4(b) and (c) above, in consultation with the CEO or such Senior Officers as the CEO may designate, make and/or approve all grants and awards (including inducement awards) made from time to time under any of the equity-based compensation plans adopted and maintained by the Company or otherwise to officers and employees of the Company and its affiliates, including the performance goals and objectives, if any, and the other terms and conditions of those grants or awards (based on such criteria as the Committee deems appropriate). Subject to applicable law and the terms of the relevant plan, the Committee may delegate to the CEO the authority to approve grants and awards to non-Senior Officer officers and employees.
- l. Subject to subsections 4(b) and (c) above, in consultation with the CEO or such Senior Officers as the CEO may designate, make and/or approve all bonus awards made from time to time under any of the cash incentive programs adopted and maintained by the Company or any other discretionary cash bonus, including the establishment of such performance goals and objectives as may be required thereunder. Subject to applicable law and the terms of the relevant plan, the Committee may delegate to the CEO the authority to approve performance goals and objectives and the amount of bonus awards payable to non-Senior Officer officers and employees.
- m. Amend the provisions of the Company's cash or equity compensation plans, to the extent

authorized by the Board; make recommendations to the Board with respect to such plans; perform the duties and responsibilities assigned to the Committee under the terms of any such plans; and approve for submission to the shareholders of the Company any such plan or amendment thereto that requires shareholder approval under the Listing Rules or applicable law or regulation.

- n. Recommend to the Board for its ratification the retainer, fees, benefits and other compensation to be paid to the non-employee directors of the Board, from time to time, including the form and terms thereof.
- o. Together with the Executive Committee and the Nominating and Corporate Governance Committee of the Board, be responsible for succession planning for the CEO and other Senior Officers.
- p. 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 executive compensation program (including avoiding any practices that might encourage excessive risk-taking).
- q. Review the actions and oversee the performance of any management committee of the Company with responsibility for matters relating to the Company's executive compensation programs.
- r. Annually review and assess the Committee's own performance during the previous year.
- s. Annually 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 authority to engage such compensation consultants, legal counsel or similar advisers, who are not employees of the Company and its affiliates (collectively, "Outside Advisers"), as it deems necessary or appropriate. The Committee may, in its sole discretion, retain or obtain the advice of an Outside Adviser, and it shall be directly responsible for the appointment, compensation and oversight of the work of any Outside Adviser so retained.

Prior to the retention or receipt of advice from any Outside Adviser, the Committee shall consider all factors relevant to the independence of such adviser from the Company's management, including an analysis of the following factors:

- a. The provision of other services to the Company by the person that employs the Outside Adviser (the "Adviser Firm");
- b. The amount of fees received from the Company by the Adviser Firm as a percentage of its total annual revenue;
- c. Any policies and procedures of the Adviser Firm that are designed to prevent conflicts of interest;
- d. Any business or personal relationship of the Outside Adviser with any member of the Committee;

- e. The Outside Adviser's ownership of any equity security issued by the Company; and
- f. Any business or personal relationship of the Outside Adviser or the Adviser Firm with any Senior Officer of the Company.

Thereafter, the Committee, in its sole discretion, may engage and receive advice from any such adviser, whether or not determined to be independent.

Notwithstanding the foregoing, the Committee shall not be required to assess the independence of: (a) the Company's in-house legal counsel; or (b) any Outside Adviser whose engagement is limited to (i) advices with respect to any broad-based plan that does not discriminate in scope, terms or operation in favor of Senior Officers or directors of the Company and is available generally to all salaried employees, and/or (ii) the provision of advices and information that is not customized for the Company or that is customized for the Company based upon parameters that are not developed by such adviser and about which no advice is provided.

The Board shall authorize the Company to provide appropriate funding, as determined in the Committee's sole discretion, for the payment of reasonable compensation to any Outside Adviser retained by the Committee.

In addition to the foregoing, 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 Outside Advisors providing information to the Committee and on the accuracy and completeness of such information. For the avoidance of doubt, nothing contained herein shall be deemed to require the independence of any Outside Adviser or require the Committee to implement or act consistently with the advice or recommendations provided by any legal counsel or Outside Adviser. 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.