



Annual Meeting of Shareholders

April 28, 2020

RULES AND PROCEDURES FOR CONDUCT OF ANNUAL MEETING

Welcome to the 2020 Annual Meeting of Shareholders (the “Annual Meeting”) of Renasant Corporation (the “Company” or “Renasant”), which is being held virtually due to the COVID-19 pandemic. It is our desire to conduct a fair and informative Annual Meeting while operating in the context of a virtual meeting.

Kindly observe the following Rules and Procedures for Conduct (the “Rules”):

1. Our Company’s Bylaws describe requirements for meetings of our shareholders. The Chair of the Annual Meeting will conduct the meeting consistent with those requirements.
2. The only business matters to be conducted at the Annual Meeting are the matters set forth in the Notice of Annual Meeting of Shareholders and the Company’s 2020 Proxy Statement, both dated March 19, 2020. Nominations made during the meeting for membership on the Board will not be accepted.
3. The business of the Annual Meeting will be taken up strictly as set forth in the Agenda, which follows these Rules.
4. Because this is a meeting of shareholders, only Renasant shareholders entitled to vote at the Annual Meeting are permitted to ask questions during the meeting. To vote or submit questions while participating in the virtual Annual Meeting, you need to have held Renasant stock as of the close of business on the record date of February 21, 2020. To vote or submit questions, you need to have logged in as a Shareholder to the virtual Annual Meeting by entering the 16-digit control number you received with your proxy materials. *If you have voted your shares prior to the start of the Annual Meeting, your vote has been received by the Company’s inspector of elections. There is no need to vote those shares during the Annual Meeting, unless you wish to revoke or change your vote.*
5. We welcome questions from shareholders. An opportunity will be provided to present questions and comments during the Q-and-A session of the Annual Meeting. Renasant will make every effort to answer all questions; however, if multiple questions are submitted on the same topic, we will summarize and respond collectively.

If a question violates these Rules, it will not be answered. See items 9 and 10 below in particular.

6. If a shareholder has a question specific to any of the proposals to be voted on at the Annual Meeting, the question may be submitted in the field provided in the web portal at or before the time the proposals are before the Annual Meeting for consideration. We will answer questions on the proposals before the voting is closed.
7. Once voting on the Annual Meeting proposals is complete, Renasant’s management will give a presentation about the Company’s business. At the conclusion of this presentation, the Company will address appropriate general questions about the Company from our shareholders. Shareholders may submit these general questions in the field provided in the web portal at any time during the Annual Meeting.

8. The Company has allotted 30 minutes for general Q-and-A. The Chair of the Annual Meeting retains the right to shorten or lengthen this period in his sole discretion.
9. To allow us to answer questions from as many shareholders as possible, we will limit each shareholder to two questions (or comments). Further, questions/comments must be briefly stated and in any event limited to not more than 100 words.
10. Shareholders' views, constructive comments, and criticisms are welcome, but the Chair will not address questions that, as determined in the Chair's sole discretion:
 - a. do not relate directly to Renasant's business or the conduct of its operations;
 - b. relate to pending or threatened litigation involving the Company or would require the discussion of the Company's confidential information;
 - c. are repetitious or have already been made by other shareholders;
 - d. are references to individuals or that are otherwise disrespectful or not in good taste;
 - e. relate to a personal grievance; or
 - f. do not pertain to a matter of interest to shareholders generally.

Additionally, the Chair will not permit discussions relating to proposals that were not previously submitted properly under SEC Rule 14a-8 or in accordance with the Company's advance notice Bylaw provisions.

11. In the event of technical malfunction or other significant problem that disrupts the Annual Meeting, the Chair may adjourn recess, or expedite the Annual Meeting, or take such other action that the Chair determines is appropriate in light of the circumstances.
12. Renasant will webcast the Annual Meeting and a replay will be available on our website for one year from the date of the meeting. Any other recording of the Annual Meeting is prohibited.

If you have difficulty accessing the Annual Meeting, please call 1-800-586-1548 (toll free) or 303-562-9288 (international). Technicians will be available to assist you.

Thank you for your cooperation and for joining the Renasant Corporation 2020 Annual Meeting of Shareholders.

**ANNUAL MEETING OF SHAREHOLDERS
OF
RENASANT CORPORATION**

AGENDA

April 28, 2020, 1:30 pm

1. Call to Order and Purpose of Meeting
2. Report of Proxy Committee Concerning Number of Shares Voting by Proxy
3. Minutes of 2019 Annual Meeting of Shareholders
4. Matters Submitted to Shareholder Vote

Proposal 1 – Election of Five Class 3 Directors. Nominees of Class 3 Directors for a three-year term expiring in 2023:

Gary D. Butler
Marshall H. Dickerson
R. Rick Hart
Richard L. Heyer, Jr.
Michael D. Shmerling

Proposal 2 – Approval of the Renasant Corporation 2020 Long-Term Incentive Compensation Plan

Proposal 3 – Advisory Vote on Executive Compensation

Proposal 4 – Ratification of the Appointment of Horne, LLP as Independent Registered Public Accounts for 2020

5. Recognition of Independent Registered Public Accounting Firm – Horne, LLP
6. Annual Report of President/CEO and CFO/COO
7. Question-and-Answer session
8. Other business
9. Adjourn