

CODE OF ETHICS

I. Purpose of Code of Ethics

The purpose of this Code of Ethics is:

- (a) To promote the honest and ethical conduct of our Senior Management and Financial Officers (as defined below), including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- (b) To promote full, fair, accurate, timely and understandable disclosure in periodic reports required to be filed by Renasant Corporation (the “Company”) with the Securities and Exchange Commission (“SEC”) and in other public communications made by the Company; and
- (c) To promote compliance with all applicable governmental laws, rules and regulations.

“Senior Management and Financial Officers” shall mean the Chief Executive Officer, the Chief Financial Officer, the Principal Accounting Officer and the Controller of the Company. References in this Code of Ethics to the Company mean the Company and its subsidiaries.

This Code of Ethics set forth fundamental principles and key policies and procedures that govern the conduct of the Company’s Senior Management and Financial Officers. You are bound by the requirements and standards set forth in this Code of Ethics, as well as all other applicable Company policies and procedures (including, without limitation, the Company’s Code of Conduct that applies to all Company employees).

You must not only comply with applicable laws, policies, and procedures, but you also have a responsibility to foster a culture of integrity and honesty. This culture must have high ethical standards and a commitment to compliance, while maintaining a work environment that encourages employees to raise concerns and to have the assurance that their concerns will be addressed promptly.

Compliance with this Code of Ethics is a condition of your employment and any violations of this Code of Ethics may result in disciplinary action, up to and including termination of your employment.

Waivers of this Code of Ethics may only be made by the Board of Directors of the Company or the Audit Committee of the Company and will be disclosed in accordance with applicable law.

Conflict of Interest

A conflict of interest occurs when your personal interests interfere, or appear to interfere, with the interests of the Company. Conflicts of interest can arise when you, or a member of your immediate family, receive improper benefits as a result of your position with the Company. Conflicts of interest can also arise when you or a member of your immediate family have interests that may make it difficult for you to perform your duties effectively.

Although we cannot identify all possible conflicts, following are some of the more common conflicts, which must be avoided:

- **Gifts:** Senior Management and Financial Officers or members of their immediate families may not accept gifts from persons or entities where any such gifts are being made in order to influence your actions in your position with the Company or where acceptance of the gifts could create the appearance of a conflict of interest. Normal business entertainment and meals, refreshments, travel arrangements or accommodations offered to Senior Management and Financial Officers by customers or potential customers of the Company, however, are acceptable if reasonable in amount. Additionally, gifts of reasonable value may be accepted in conjunction with commonly recognized events or occasions, such as promotions, Christmas, weddings, births or retirements. Gifts or favors based on obvious personal family relationships are permissible when circumstances make it clear that it is the personal relationship, rather than the relationship with the Company, that is the motivating factor. Discounts or rebates on merchandise or services should not be accepted from customers or potential customers or suppliers or potential suppliers except to the extent that they are available to all Company employees or to other customers, except in the case of family relationships when circumstances make it clear that it is the family relationship, rather than the business of the Company, that is the motivating factor for granting such discount. In no circumstance shall gifts or offers of entertainment, travel arrangements, accommodations or favors be accepted if acceptance might jeopardize public confidence in the Company or create undesirable obligations.
- **Compensation from non-Company sources:** Senior Management and Financial Officers may not accept compensation (in any form) for services performed for the Company from any source other than the Company.
- **Improper conduct and activities:** Senior Management and Financial Officers may not take for himself or herself an opportunity that belongs to the Company and may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.
- **Personal use of Company assets:** Senior Management and Financial Officers may not use Company assets, labor or information for personal use, other than incidental use, unless approved by the Audit Committee of the Board of Directors of the Company or as part of a compensation or expense reimbursement program.
- **Financial interests in other business:** Senior Management and Financial Officers should avoid having an ownership interest in any other entity if that interest compromises or appears to compromise your loyalty to the Company.
- **Outside employment or activities with a competitor:** Simultaneous employment with or serving as a director of a competitor of the Company is strictly prohibited, as is any activity that is intended, or that you should reasonably expect, to advance a competitor's interests at the expense of the Company.

If you have any doubt as to whether or not conduct would be considered a conflict of interest, please consult with the Audit Committee Chairman.

Accurate Periodic Reports and Other Public Communications

As you are aware, full, fair, accurate, timely and understandable disclosure in our periodic reports filed with the SEC and in our other public communications is required by SEC rules and is essential to our continued success. You are expected to provide information that is accurate, complete, objective, relevant, fair, timely and understandable in all such reports and other public disclosures. Please exercise the highest standard of care in preparing such materials. We have established the following guidelines in order to ensure the quality of our periodic reports.

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the material provisions of the laws of each applicable jurisdiction.
- All records must fairly and accurately reflect in all material respects the transactions or occurrences to which they relate.
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses.
- The Company's accounting records must not contain any intentionally misleading entries.
- No transactions may be intentionally misclassified to accounts, departments or accounting periods or in any other manner.
- All transactions must be supported by documentation in reasonable detail.
- No information may be intentionally concealed from the internal auditor or the independent auditors.
- Compliance in all material respects with Generally Accepted Accounting Principles and the Company's system of internal accounting controls is required at all times.

Compliance with Laws, Rules and Regulations

You are required to comply with both the letter and spirit of all applicable governmental statutes, rules and regulations and this Code, and to report any suspected violations of applicable governmental rules and regulations or this Code to the internal auditor to be presented to the Audit Committee. No one will be subject to retaliation because of a good faith report of a suspected violation.

Encouraging the Reporting of any Illegal or Unethical Behavior

Senior Management and Financial Officers should foster an environment in which the Company:

- (a.) encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation;
- (b.) encourages employees to report violations of laws, rules and regulations to appropriate personnel; and
- (c.) informs employees that the Company will not allow retaliation for reports made in good faith.

No Rights Created

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's Senior Management and Financial Officers in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, supplier, competitor, shareholder or any other person or entity.
