



Stock Ownership Guidelines

September 27, 2023

CADENCE BANK
STOCK OWNERSHIP GUIDELINES

The Nominating and Corporate Governance Committee (the Committee) of the Board of Directors (the Board) of Cadence Bank (the Company) has determined that, in order to more closely align the financial interests of the directors and certain executive officers of the Company with those of the Company’s shareholders, the directors and certain executive officers of the Company should be required to hold significant ownership in the Company’s common stock (the Common Stock). As a result of this determination, the Committee has recommended to the Board, and the Board has approved and adopted, these Stock Ownership Guidelines.

Application

These Stock Ownership Guidelines apply to each of the Board’s directors, the Chief Executive Officer and each other individual identified as an Executive Officer of the Company (each a Covered Participant); provided, however, that these Stock Ownership Guidelines shall not apply to a Covered Participant after the effective date of his or her retirement, termination or resignation from the Company.

Minimum Level of Stock Ownership

Each Covered Participant must beneficially own Common Stock at a minimum ownership level for as long as he or she is a Covered Participant, as follows:

<u>Position</u>	<u>Minimum Ownership Level</u>
Chief Executive Officer	6x base salary
All Other Executive Officers	3x base salary
Non-Employee Directors	3x annual retainer

Shares Counted for Stock Ownership

Shares of Common Stock that count toward satisfaction of these Stock Ownership Guidelines include:

- shares beneficially owned by the Covered Participant (including shares held by his or her immediate family members or held in trust for the benefit of the Covered Participant or his or her immediate family members), including shares held in the Cadence Bank 401(k) Profit-Sharing Plan and Trust and other retirement accounts or deferred compensation plans and shares held indirectly through partnerships, trusts or other entities to the extent the Covered Participant has an economic interest in such shares;
- shares of restricted stock upon grant date;
- shares of restricted stock units upon grant date;
- performance shares upon the vesting date; and
- stock options upon the exercise date.

Retention Requirement

Each Covered Participant who is the recipient of Common Stock upon the vesting of an award under the Long-Term Equity Incentive Plan, the 2021 Long-Term Equity Incentive Plan or any other stock incentive program must hold 100% of those shares for at least one year from the date of vesting; this is in addition to any retention period required as a vesting condition. Further, after expiration of one year from the date of vesting, each Covered Participant must continue to retain at least 75% of the net shares of Common Stock acquired on vesting of restricted stock, restricted stock units, performance shares or on exercise of stock options until he or she is in compliance with the minimum ownership level; provided, however, that a Covered Participant may sell Common Stock (i) acquired by exercising stock options for the limited purposes of paying the exercise price of the stock option and any applicable tax liability, or (ii) on vesting of other equity incentive awards for the limited purpose of paying any applicable tax liability.

Exceptions

In the event that these Stock Ownership Guidelines place a severe financial hardship on a Covered Participant, the Committee may, in its discretion, develop an alternative stock ownership guideline for such Covered Participant that reflects the intention of these Stock Ownership Guidelines and his or her personal circumstances. The Committee may also, in its discretion, consider exceptions for charitable gifts, estate planning transactions, and certain other limited circumstances.

Administration

The Stock Ownership Guidelines shall be administered and interpreted by the Committee. The Committee will monitor and review the ownership levels of Covered Participants on an annual basis.