



Whistleblower and Unethical Conduct Reporting Policy

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I. Introduction

Cadence Bank¹ is committed to the highest standards of ethical and professional conduct. The Company's Code of Business Conduct and Ethics Policy ("The Code of Conduct") requires all directors, officers, and employees to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. Doing the right thing, and acting with integrity in an ethical manner, is essential to providing services to our customers and maintaining our good name – even when it is difficult, or seems to conflict with other priorities. Meeting sales goals or profitability targets is important, but nothing is more important than staying true to our values. For more information regarding the Company's policies requiring ethical conduct related to sales incentive programs, the Code of Business Conduct and Ethics Policy can be found on the Company's Intranet and website. The purpose of this Whistleblower and Unethical Conduct Reporting Policy (referred to herein as the "Policy" or the "Whistleblower Policy")² is to strongly encourage Cadence's directors, officers, employees and other interested parties to disclose certain types of suspected wrongdoing that may have an adverse impact upon our customers or the Company, the Company's shareholders, employees, vendors, investors or the public at large and to establish procedures for the anonymous submission, receipt, retention and treatment of any reports received by the Company.

II. The Policy

A. Good Faith Reporting

Anyone who reports a concern pursuant to this Policy must act in good faith and have reasonable grounds for believing the information disclosed indicates an improper business practice, accounting or auditing practice, a violation of the Code of Conduct or illegal or unethical conduct. The Company encourages all directors, officers and employees to err on the side of caution when evaluating whether to make a report and, when in doubt, to make a report of any improper practice or conduct. The Company will consider, investigate and evaluate the merit of any reports and, if necessary, will take appropriate corrective action. The act of making a report should be undertaken seriously by the reporter and unsubstantiated allegations, or reports that are made maliciously, recklessly or with foreknowledge that the allegations are false, is a serious disciplinary offense and may result in discipline up to and including termination of employment.

B. Types of Suspected Wrongdoing Covered

This Policy does not apply to all work-related grievances and, where appropriate, employees are encouraged to evaluate whether the Company's Employee Handbook³ or other policies provide a superior mechanism for reporting employment related grievances not covered under this Policy. Furthermore, not all individuals who make a report pursuant to this Policy will be considered

¹ The terms "Cadence Bank" "Cadence" or the "Company" means Cadence Bank, its subsidiaries and their affiliates.

² Each director and employee of the Company has an obligation to annually review and understand this Policy.

³ The Company's Employee Handbook can be found on the Company Intranet.

“whistleblowers” as defined by 15 U.S.C. § 78u-6⁴ and therefore are not entitled to the protections contained within 15 U.S.C. § 78u-6(h)(1)(A). The reporting process described in this Policy is for reporting cases related to any illegal or unethical conduct, regardless of whether it would fall under the definition provided in 15 U.S.C. § 78u-6.

III. Reporting Procedures

Any report made under this Policy may be made anonymously, but must be made:

1. By using the Company’s toll-free Ethics and Compliance Hotline at 1.855.734.6342 (“the Hotline”) which is available 24 hours a day, 365 days a year for confidential and anonymous reporting of actual or potential illegal or unethical conduct. The Hotline is administered by a third party, which is intended to encourage thorough reporting and reassure the individual making the report. The information provided to the Hotline is accessible only by the General Counsel, the Chief Audit Officer and Chief Human Resource Officer. However, the information may be reported to and shared with the Audit Committee and other members of Management as needed;
2. By filing a report online at bancorpsouth.ethicspoint.com;
3. By directly contacting one or more of the following individuals: the Company’s General Counsel, Chief Audit Officer or Chief Human Resource Officer (hereinafter referred to as “the Recipient”); or
4. If the suspected wrongdoing involves or may involve either, the Company’s General Counsel, Chief Audit Officer, Chief Human Resource Officer, or any member of the Legal Department, Internal Audit Department, or Human Resource Department, the report should be made directly to the Chairperson of the Company’s Audit Committee or the Company’s Chief Executive Officer.

To be considered a Whistleblower for purposes of this Policy, as defined by 15 U.S.C. § 78u-6, it is not sufficient to report a suspected wrongdoing to any other person or in any manner other than as is designated in this section or as provided by any applicable law, statute or regulation. Reports made under this Policy, may be made either openly or anonymously⁵, shall be treated as confidential and only will be shared with persons having a need to know.

Regardless of how you choose to make a report, you must report enough facts (who, what, when, where and how) to allow the Company to follow up and investigate the report. Reports of suspected wrongdoing should be factual rather than speculative or conclusory and should include all supporting or corroborating information known to the individual making the report in order to allow the company to conduct an investigation. The Recipients of the report may in his, her or their reasonable discretion, determine not to commence an investigation if the recipient(s) believe that a report contains general, vague or overbroad allegations of misconduct and do not provide adequately specific factual information to support an investigation. In the event the recipients of a report decide that an investigation is not warranted they will so inform the reporter unless the report was received anonymously. Upon receipt of such notice the reporter may provide additional information if they wish.

⁴ Specifically, “[t]he term ‘Whistleblower’ means any individual who provides, or 2 or more individuals acting jointly who provide, information relating to a violation of the securities laws . . . in a manner established, by rule or regulation, by the Commission.” 15 U.S.C. § 78u-6(a)(6).

⁵ Persons who wish to make an anonymous report are encouraged to utilize either the Hotline or bancorpsouth.ethicspoint.com. Caller-ID and other features which identify the caller or person sending the email are disabled. Persons who make an anonymous report will not receive notice of the disposition of the matter (due to their anonymity) but those who make a report to bancorpsouth.ethicspoint.com are provided a password and can check on the status of the disposition of their report.

IV. Treatment of Whistleblower Reports

All whistleblower reports will be taken seriously and addressed promptly, discreetly, and professionally.

Except where the suspected wrongdoing involves or may involve the Company's General Counsel, Chief Audit Officer, Chief Human Resource Officer, or any member of the Legal Department, Internal Audit Department or Human Resource staff, all reports of misconduct submitted pursuant to this Policy will be immediately forwarded to the General Counsel, Chief Audit Officer, and Chief Human Resource Officer. Upon receipt of a report, the General Counsel, Chief Audit Officer and the Chief Human Resource Officer will:

1. Determine the nature of the report and whether the report pertains to alleged illegal or unethical conduct;
2. Inform the Chair of the Audit Committee and the Chief Executive Officer that a report has been received;
3. Retain a log of all Whistleblower or potential Whistleblower reports in a secure location and manner to protect the confidentiality of the reports and the identity of the person making the report if the person making the report requests anonymity;
4. If the report pertains to accounting or auditing violations, including those regarding the circumvention or attempted circumvention of internal accounting controls or that would otherwise constitute a violation of the Company's accounting policies, direct the report to the Audit Committee for investigation; and
5. Enlist the aid of the Audit Committee, or any other member of Management⁶, other employees, or outside third parties who are believed to have the appropriate expertise or information to assist in the review and investigation of the report.

In determining whether the investigation of a report of suspected wrongdoing should be directed by the General Counsel, Chief Audit Officer, Chief Human Resource Officer, or the Audit Committee, the following factors should be considered:

1. Who is the alleged wrongdoer? If a member of Management Committee or a director is alleged to have engaged in wrongdoing, that factor alone may militate in favor of the Audit Committee conducting the investigation. The more senior the official, then the more appropriate it is for the matter to be referred to the Audit Committee; if the report involves suspected wrongdoing by a director, the report shall be referred to the Audit Committee.
2. How serious is the alleged wrongdoing? The more serious the alleged wrongdoing, the more appropriate that the Audit Committee should undertake the investigation. If the alleged wrongdoing involves the integrity of the financial statements of the Company, that factor alone may militate in favor of the Audit Committee conducting the investigation.
3. How credible is the allegation of wrongdoing? The more credible the allegation, the more appropriate that the Audit Committee should undertake the investigation. In assessing credibility, the Audit Committee should consider all relevant facts surrounding the allegation, including but not limited to whether independent, plausible corroboration exists

⁶The term "Management" means the officers and employees that serve as Management Committee or Senior Staff of the Company, as well as other employees who are responsible for ownership of a product, model or other process. The composition of Management Committee and Senior Staff is established by the Board of Directors from time to time.

and whether reputable media sources have reported, or recognized industry analysts have voiced, the same or similar allegations.

The Audit Committee, General Counsel, Chief Audit Officer or the Chief Human Resource Officer (or some combination of them) who is given the task of investigating the report shall have the discretion and authority to engage, at the Company's expense, outside auditors, legal counsel or other experts to assist in the investigation and in the analysis of the results.

The General Counsel shall provide advice and counsel to, and work with, the Chief Audit Officer and Chief Human Resource Officer or the Audit Committee. All communication involving the General Counsel, and work done or commissioned by the General Counsel, is subject to the attorney client communication and work product privileges.

All employees of the Company are required to cooperate with any investigation conducted under this Policy. Failure to cooperate may be grounds for disciplinary action, including termination.

If the individual who made the report is not satisfied with the response to the report, he or she should communicate his or her concerns to the person(s) tasked with undertaking the investigation. If after such communications the individual still is not satisfied, he or she should contact the General Counsel or Audit Committee Chair to report his or her concerns. The General Counsel or Audit Committee Chair then may, in his or her own discretion, undertake his or her own investigation into the merits of the report and/or the adequacy of the investigation or response to the initial report. In each such situation the General Counsel or Audit Committee Chair shall make a record of the report, which shall be made available to the Audit Committee.

If it is determined that facts alleged in a report under this Policy cannot be substantiated:

1. The reporting party will be informed of the conclusion of the investigation and the person(s) responsible for investigating the report (the Audit Committee, General Counsel, Chief Audit Officer or Chief Human Resource Officer as the case may be) shall have the discretion to share with the reporting party the conclusions of the investigation; and
2. Any documents related to the allegations and investigation will be removed from any personnel record of the person against whom any allegation was made in the report.

The General Counsel, Chief Audit Officer and the Chief Human Resource Officer shall provide a quarterly report (and more frequently if circumstances require) to the full Audit Committee.

All reports or records created as a result of matters reported and handled under this Policy will be maintained for a period of seven (7) years.

V. Confidentiality and Protection of Whistleblowers

The identity of any individual who makes a report pursuant to this Policy shall be kept confidential to the extent possible and shall not be revealed to persons who do not have a need to know the information. To the extent feasible, reports made by employees pursuant to this Policy shall not be revealed to persons in the employee's department or work location. The Company will make good faith efforts to protect the confidentiality of employees making reports. In some investigations, however, the Company or its employees and agents may discuss the matter with persons who, from the discussions or the circumstances, may determine the reporting employee's identity. The Company will use its best efforts

to prevent that from happening and to prevent any unauthorized persons from ascertaining the identity of the person who makes an anonymous report.

The Company will not retaliate, and will not tolerate retaliation, against any individual who, in good faith, makes a Whistleblower report pursuant to this Policy. Any act of retaliation by an employee of the Company shall warrant discipline, up to and including termination.⁷

VI. Annual Review

This Policy shall be reviewed annually by the Audit Committee after consultation with the General Counsel, the Chief Audit Officer, and the Chief Human Resource Officer, taking into account the effectiveness of the Policy in promoting proper reporting, response to reports, and disclosure.

VII. Publication

A link to this Policy shall be available via www.bancorpsouth.com. A copy of this Policy may also be requested at any time from the Company's General Counsel, Chief Audit Officer or the Chief Human Resource Officer.

⁷If it is determined that an individual who is not an employee of the Company (for example, a vendor or supplier to the Company) has violated this Policy's prohibition against retaliation, the Company shall take appropriate action, which could include terminating the contractor, subcontractor or agency relationship.