
**FEDERAL DEPOSIT INSURANCE CORPORATION
WASHINGTON, DC 20429**

FORM 8-K

**CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): June 23, 2022

CADENCE BANK

(Exact Name of Registrant as Specified in Charter)

<u>Mississippi</u> (State or Other Jurisdiction of Incorporation)	<u>11813</u> (FDIC Certificate No.)	<u>64-0117230</u> (IRS Employer Identification No.)
<u>One Mississippi Plaza 201 South Spring Street Tupelo, Mississippi</u> (Address of Principal Executive Offices)		<u>38804</u> (Zip Code)

Registrant's telephone number, including a rea code (662) 680-2000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$2.50 par value per share	CADE	New York Stock Exchange
Series A Preferred Stock, \$0.01 par value per share	CADE-PrA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On June 23, 2022, Cadence Bank (the “Bank”) updated its Dividend Reinvestment Plan (the “DRIP”) and prospectus pursuant to which the Bank offers to all holders of the Bank’s common stock the opportunity to have dividends on their common stock automatically reinvested and to make voluntary cash payments in any amount between \$50 and \$5,000 per quarter, which will be invested in additional shares of the Bank’s common stock.

The Bank provided a copy to holders of its common stock the restated prospectus, which restates the Bank’s prospectus dated September 1, 2011 that related to the DRIP, and the DRIP, copies of which are furnished at Exhibit 99.1 on this Current Report on Form 8-K.

The securities offered pursuant to the DRIP are exempt from registration under the Securities Act of 1933, as amended (“Securities Act”), pursuant to Section 3(a)(2) thereof because the shares of Bank common stock are issued by a bank.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, and shall not be deemed to be incorporated by reference into any filing of the Bank under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Cautionary Statements Regarding Forward-Looking Information.

This Current Report on Form 8-K and certain other communications by the Bank contain statements that constitute “forward-looking statements” within the meaning of, and subject to the protections of, Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act. Such statements are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Bank’s present expectations. Additional information regarding these risks and uncertainties is contained in the Bank’s filings with the Federal Deposit Insurance Corporation. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Bank undertakes no obligation to update such statements.

No Offer or Sale.

This Report does not constitute an offer to sell or a solicitation of an offer to buy shares of the Bank’s common stock pursuant to the DRIP, nor shall there be any sale of shares of the Bank’s common stock pursuant to the DRIP, in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful under the securities laws of any such jurisdiction.

Item 9.01. Financial Statements and Exhibits.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Cadence Bank Dividend Reinvestment Plan Prospectus dated June 23, 2022

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CADENCE BANK
(Registrant)

By: /s/ Cathy S. Freeman
Cathy S. Freeman
Senior Executive Vice President and
Chief Administrative Officer

Date: June 30, 2022

PROSPECTUS

Cadence Bank

Dividend Reinvestment Plan

The date of this prospectus is June 23, 2022.

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PROSPECTUS

Cadence Bank

Dividend Reinvestment Plan

We are offering through our Dividend Reinvestment Plan to all holders of record of our common stock the opportunity to have dividends on their common stock automatically reinvested and to make voluntary cash payments in any amount between \$50 and \$5,000 per quarter, which will be invested in additional shares of our common stock.

The shares that are acquired under the Dividend Reinvestment Plan will be either purchased directly from Cadence Bank as authorized, but unissued shares, or will be purchased on the open market. The price of shares purchased directly from Cadence Bank will be the average of the high and low sale prices of our common stock as reported on the New York Stock Exchange on the date a dividend is to be paid, or if there was no reported sale on that date, the immediately preceding date on which a sale is reported. The price of shares purchased on the open market will be the weighted average price paid for all shares purchased with the aggregate funds used.

We do not expect to receive proceeds through the Dividend Reinvestment Plan. Currently, all shares are purchased on the open market, although we have reserved the right in the Dividend Reinvestment Plan to issue new shares in the future. We are paying all expenses of this offering. This prospectus restates our prospectus, dated September 1, 2011, that related to the Dividend Reinvestment Plan. We recommend that you retain this prospectus for future reference.

Our common stock is traded on the New York Stock Exchange under the ticker symbol "CADE." As of June 23, 2022, the closing sale price of our common stock as reported on the New York Stock Exchange was \$23.31 per share.

The securities offered pursuant to this Dividend Reinvestment Plan are exempt from registration under the Securities Act of 1933, as amended ("Securities Act"), pursuant to Section 3(a)(2) thereof. None of the Securities and Exchange Commission (the "SEC"), the Federal Deposit Insurance Corporation ("FDIC"), the Mississippi Department of Banking and Consumer Finance, nor any other federal or state regulatory body has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

Shares of Cadence Bank common stock are not savings or deposit accounts or other obligations of any bank or non-bank subsidiary of Cadence Bank, and are not insured or guaranteed by the FDIC or any other governmental agency.

The date of this prospectus is June 23, 2022.

SUMMARY

This summary highlights information contained in other parts of this prospectus. Because it is a summary, it does not contain all of the information that you should consider before investing in our common stock. You should carefully read the entire prospectus, including the documents incorporated in this prospectus by reference before making an investment decision. The incorporated documents include financial information about Cadence Bank as well as risk factors you should consider. References to “we,” “our,” “us” or “Cadence” refer to Cadence Bank and its subsidiaries. Reference to “Computershare” refers to Computershare Trust Company, N.A. References to the “Plan” refer to the Cadence Dividend Reinvestment Plan.

History: Cadence Bank

On October 29, 2021, BancorpSouth Bank (NYSE: BXS) and Cadence Bancorporation (NYSE: CADE) successfully closed the previously announced merger in which legacy Cadence Bancorporation, and its wholly-owned subsidiary, Cadence Bank, N.A., merged with and into BancorpSouth Bank, with BancorpSouth Bank as the surviving company. Upon the completion of the mergers, BancorpSouth Bank was renamed Cadence Bank, and on October 29, 2021 its stock began trading on the NYSE under the symbol “CADE.”

Cadence Bank, originally chartered in 1876, conducts commercial banking and financial services operations in Alabama, Arkansas, Florida, Georgia, Illinois, Louisiana, Mississippi, Missouri, Tennessee, and Texas. As of March 31, 2022, Cadence Bank had total assets of \$47.2 billion, total loans of \$27.2 billion, total deposits of \$40.6 billion, and shareholders’ equity of \$4.6 billion. Cadence Bank’s principal office and bank headquarters is located at One Mississippi Plaza, 201 South Spring Street, Tupelo, Mississippi 38804, and its telephone number is (662) 680-2000.

Risk Factors

Our business is subject to uncertainties and risks. You should carefully consider and evaluate all of the information included and incorporated by reference in this prospectus, including the risks described under “Risk Factors” in our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K (which descriptions are incorporated by reference herein), as well as the other information and filings that we make with the FDIC before making a decision to invest in our securities. We encourage you to read these risk factors in their entirety. In addition to these risks, other risks and uncertainties not presently known to us or that we currently deem immaterial may also adversely affect our business operations and financial condition. Such risks could cause actual results to differ materially from anticipated results, which could cause the trading price in our common stock to decline, perhaps significantly, and you may lose part or all of your investment.

Dividend Reinvestment Plan

We have implemented a convenient dividend reinvestment and direct stock purchase plan available for existing shareholders to increase their holdings of our common stock. Participants in the program may elect to make optional cash investments and/or to have cash dividends automatically reinvested in shares of our common stock through the program administrator, Computershare Trust Company, N.A. (“Computershare”).

Program highlights include:

- Reinvesting dividends automatically at no cost;
- Buying additional shares of our common stock by making optional cash contributions in any amount between \$50 and \$5,000 quarterly; and
- Transferring and selling shares of our common stock easily without certificates.

Anyone can participate

You may participate in the Plan if you currently own shares of our common stock that are registered in your name. If you are the beneficial owner of shares of our common stock registered in the name of a broker or other financial intermediary, you may participate in the Plan by directing your broker or financial intermediary to re-register at least one share of our common stock directly in your name. Cadence Bank reserves the right, however, to limit participation by non-U.S. citizens to the extent required to preserve the terms and status of the Plan.

Optional cash purchase

Once you are a registered shareholder, you can purchase shares of our common stock quarterly by making voluntary cash payments in any amount between \$50 and \$5,000. You may either pay by check or have the payment automatically deducted from your bank account.

Dividends

You may elect to reinvest in shares of our common stock all of the cash dividends we pay on your shares of our common stock.

Convenient sales of shares

You can sell shares of our common stock in your account any time by contacting the plan administrator, Computershare. A service charge and processing fee for your stock sales will be charged.

Timing and Control: Because Computershare will sell the shares on behalf of the Plan, neither Cadence Bank nor any participant in the Plan has the authority or power to control the timing or pricing of shares sold or the selection of the broker making the sales. Therefore, you will not be able to precisely time your sales through the Plan, and will bear the market risk associated with fluctuation in the price of our common stock. That is, if you send in a request to sell shares, it is possible that the market price of our common stock could go down or up before the broker sells your shares. In addition, you will not earn interest on a sales transaction.

Full investment

Full investment of your funds is possible through the Plan because your account will be credited with both whole and fractional shares. In the event your cash dividend is not enough to buy a full share, or if after buying full shares the balance is not enough to buy another full share, your account will be credited with a fractional share (computed up to six decimal places).

Certificate Safekeeping

Your shares of common stock will be maintained electronically in an account that is credited with new purchases. You will receive regular statements of account showing the number of shares that you hold under the Plan. You may also elect to have certificates that represent your shares of common stock deposited with Computershare for safekeeping, at no cost to you. If you wish to avoid the cumbersome procedures for safekeeping certificates, you may elect to deposit the certificates into the account maintained for you at Computershare.

In the event you decide to withdraw any or all of your whole shares of our common stock, you can obtain a certificate at that time for the whole shares, and a cash payment will be made for any fractional shares remaining. In lieu of receiving a certificate, you may elect for the whole shares credited to your account to be transferred to your brokerage account.

Gifts and other share transfers

You can make gifts or other transfers of shares of our common stock that you hold in your account.

Dividend Reinvestment Plan administrator

Computershare is the administrator of the Plan. You may contact Computershare in writing at the following address:

Computershare
Dividend Reinvestment Department
P.O. Box 505000
Louisville, KY

You may also contact Computershare by telephone number at (800) 368-5948 or through its website, www.computershare.com/investor.

CADENCE BANK

Cadence Bank, originally chartered in 1876, conducts commercial banking and financial services operations in Alabama, Arkansas, Florida, Georgia, Illinois, Louisiana, Mississippi, Missouri, Tennessee, and Texas. As of March 31, 2022, Cadence Bank had total assets of \$47.2 billion, total loans of \$27.2 billion, total deposits of \$40.6 billion and shareholders' equity of \$4.6 billion. Cadence Bank's principal office and bank headquarters is located at One Mississippi Plaza, 201 South Spring Street, Tupelo, Mississippi 38804, its telephone number is (662) 680-2000, and its website is <https://ir.cadencebank.com/home>. We have included our web address as an inactive textual reference only. The information contained on or accessible through our website is not incorporated by reference and not otherwise part of this prospectus or other offering materials.

Cadence Bank is a Mississippi state-chartered bank. Cadence Bank conducts its operations directly and through its banking-related subsidiaries. Cadence Bank operates over 400 branch locations across Alabama, Arkansas, Florida, Georgia, Illinois, Louisiana, Mississippi, Missouri, Tennessee, and Texas. Cadence Bank has grown through the acquisition of other banks and insurance agencies and through the opening of new branches and offices.

Cadence Bank and its subsidiaries provide a comprehensive range of financial and banking services to individuals and small-to-medium size businesses, including community and commercial banking products, and an array of insurance, wealth management advisory and trust, and mortgage products. All of Cadence Bank's assets are located in the United States and all of its revenues generated from external customers originate within the United States.

INFORMATION ABOUT THE DIVIDEND REINVESTMENT PLAN

This prospectus relates to the open-market purchase of our common stock pursuant to our Dividend Reinvestment Plan. We may in the future, however, make available newly issued shares of our common stock for purchase under the Plan.

1. What is the Plan?

The Plan is designed to provide holders of record of our common stock with a simple and convenient method of investing cash dividends at regular intervals as dividends are paid and investing voluntary cash payments in additional shares without brokerage commissions or service charges.

The most significant aspects of the Plan are as follows:

- Shares may be purchased either directly from us or on the open market;
- No brokerage commissions, service charges or administrative costs will be paid by participants; and

- Participants may purchase additional shares both by reinvesting their dividends and by making optional cash contributions in any amount between \$50 and \$5,000 quarterly.

Participation in the Plan is entirely voluntary, and we give no advice regarding your decision to participate in the Plan. If you decide to participate, please complete the authorization form that is provided by Computershare. A copy of the current form is attached as an addendum to this prospectus.

2. What Options are available under the Plan?

The Plan allows shareholders who elect to participate in the Plan to:

- Have the cash dividends on all of their shares of our common stock automatically reinvested in additional shares;
- Purchase additional shares quarterly by making voluntary cash payments in any amount between \$50 and \$5,000 (no brokerage commissions or service charges are paid in connection with purchases under the Plan);
- Purchase additional shares in whole dollar amounts, rather than a specific quantity of shares, because the Plan permits whole shares, as well as fractional shares (computed up to six decimal places), to be credited to an account for future participation in the Plan (dividends on full and fractional shares in your account will be reinvested through the Plan); and
- Enjoy simplified record keeping for their shares through the account system maintained by Computershare, which provides for regular statements of account to participants. This allows participants to avoid the cumbersome safekeeping of share certificates, if desired.

All of the above options are further discussed in more detail in this prospectus.

3. Who is eligible to participate in the Plan?

All holders of record of our common stock are eligible to participate in the Plan. If you are not a U.S. citizen, you can participate in the Plan provided there are no laws or governmental regulations that would prohibit you from participating or laws or governmental regulations that would affect the terms of the Plan. We reserve the right to terminate the participation of any shareholder if we deem it advisable under any foreign laws or regulations. All program funds must be in U.S. funds and drawn on a U.S. bank.

We also reserve the right to deny, suspend or terminate participation by a shareholder who is using the Plan for purposes inconsistent with the intended purpose of the Plan. In such event, Computershare will notify the shareholder in writing and will continue to safekeep their shares but will no longer accept optional cash investments or reinvest their dividends. Computershare will also issue a certificate upon request.

4. How do I enroll in the Plan?

A holder of record of our common stock may enroll in the Plan online at www.computershare.com/investor or by completing and returning the enclosed authorization form to Computershare at its address provided in Question 20. Authorization forms will also be furnished at any time upon request made to Computershare.

The authorization form appoints Computershare as your agent and directs us to pay to Computershare cash dividends payable on all of the shares of our common stock registered in your name and on whole and fractional shares of common stock credited to your account under the Plan. The authorization form also directs Computershare to purchase additional shares with such dividends for your account and to apply any voluntary cash payment to the purchase of whole and fractional shares, and to credit those additional shares for your account.

5. When can I enroll in the Plan?

A holder of record of our common stock may enroll in the Plan at any time by enrolling online or completing the authorization form described in Question 4. The dates on which dividends are reinvested are described in Question 9.

6. I already own shares of Cadence Bank's common stock, but they are held by my bank or broker and registered in "street name." Can I use those shares to participate in the Plan?

Yes. If you are a beneficial owner of shares of our common stock registered in the name of a financial intermediary (for example, a bank or a broker), you may participate in the Plan by directing your financial intermediary to re-register directly in your name as many shares of our common stock for which you wish to have dividends reinvested. You may then enroll as described in Question 4.

7. Are there fees associated with participation?

There are no brokerage commissions or service charges for the investment of dividends or voluntary cash payments under the Plan. All costs of administration of the Plan will be borne by us or one of our subsidiaries. If you transfer shares from your account at Computershare to your brokerage firm, you will be responsible for any fees or commissions charged by that firm.

8. On which shares will dividends be reinvested?

As a participant in the Plan, any cash dividends paid on your shares of our common stock registered in your name as the holder of record and held in your name by the Plan will be automatically reinvested in additional shares of our common stock. The dates on which dividends will be reinvested are described in Question 9. Computershare will continue to reinvest your dividends as you have indicated on your authorization form until you specify otherwise as described in Question 10.

9. On which dates will dividends reinvest?

Our Board of Directors (“Board”) may declare a dividend for distribution under Mississippi law. Payment of dividends is a business decision made by our Board based primarily upon the results of our operations, financial condition and capital requirements. If and to the extent dividends are declared by our Board on our stock, such dividends are eligible for reinvestment under the Plan. We have historically paid dividends on our common stock in the months of January, April, July and October. The date for determining shareholders of record entitled to payment of dividends on our common stock, which is the “record date,” is ordinarily within 21 days prior to a dividend payment date.

To reinvest the next scheduled cash dividend, an authorization form must be received by Computershare from you prior to the record date. If the authorization form is not timely received, the dividends for that record date will be paid in cash and the investment of dividends in additional shares will not start until the following dividend payment date. Future dividends will automatically be reinvested in additional shares of common stock until your withdrawal from the Plan or, if sooner, the termination of the Plan by Cadence Bank. You may also contribute voluntary cash payments as described in Question 11.

10. How may I discontinue reinvesting my dividends?

You may at any time discontinue your participation in the Plan by notifying Computershare through the Internet, by telephone or in writing.

If the notice of withdrawal is received by Computershare near a record date for a dividend, Computershare, in its sole discretion, may either distribute such dividends in cash or reinvest them in shares on your behalf. If such dividends are reinvested, Computershare will process the withdrawal as soon as practicable, but in no event later than five business days after the reinvestment is completed.

If you withdraw from the Plan or if we terminate the Plan, you will receive a Direct Registration System “DRS” statement showing the number of full shares held by Computershare in book-entry form at no charge. At the same time, you will receive a check in payment for any fractional shares in your account, valued at the then-current market price of our common stock, less any applicable processing fees and any other costs of sale. If you prefer, you can request (through the Internet, by telephone or in writing) that your full shares of our common stock held by Computershare be sold as described in Question 23.

Timing and Control: Because Computershare will sell the shares on behalf of the Plan, neither Cadence Bank nor any participant in the Plan has the authority or power to control the timing or pricing of shares sold or the selection of the broker making the sales. Therefore, you will not be able to precisely time your sales through the Plan and will bear the market risk associated with fluctuation in the price of our common stock. That is, if you send in a request to sell shares, it is possible that the market price of our common stock could go down or up before the broker sells your shares. In addition, you will not earn interest on a sales transaction.

11. How do I make an additional investment?

You may purchase additional shares quarterly by making voluntary cash payments in any amount between \$50 and \$5,000, provided any voluntary cash payments are received by Computershare at least three business days, but not more than 35 days, prior to a dividend payment date. Any voluntary cash payment received by Computershare more than 35 days prior to a dividend payment date will be returned. Voluntary cash payments must be received by Computershare at least three business days prior to a dividend payment date to ensure it receives good funds. If voluntary cash payments are not received at least 3 business days before the dividend payment date, the funds will also be returned to you.

Voluntary cash payments may be made by sending a personal check, drawn from a U.S. bank in U.S. currency payable to Computershare at the address listed in Question 20. Cash, traveler's checks, money orders or third party checks are not acceptable.

You may also authorize Computershare, on a direct debit authorization form or Computershare's website, www.computershare.com/investor, to make recurring quarterly voluntary cash payments of a specified dollar amount (\$50-\$5,000) paid for by automatic withdrawal from your U.S. bank account. Funds will be withdrawn from the bank account, via electronic funds transfer, on the 25th day of January, April, July and October (or the next business day if the 25th day is not a business day). Requests will be processed and will become effective as promptly as practicable; however, you should allow two to four weeks for the first investment to be initiated. Automatic deductions will continue at the level set until you change your instructions by notifying Computershare. To terminate quarterly purchases by automatic withdrawal, written and signed instructions must be sent to Computershare. Alternatively, you can terminate quarterly deductions through www.computershare.com/investor. It is your responsibility to notify Computershare if any direct debit information changes.

12. Will interest be paid on the accounts?

No. Interest will not be paid on funds held pending investment.

13. Will dividends be reinvested for additional shares that I acquire?

If you acquire additional shares which become registered in your name, Computershare will automatically reinvest dividends paid on those additional shares acquired.

14. What is the source of shares of Cadence Bank common stock purchased under the Plan?

Shares generally are purchased by Computershare in the open market through a registered broker-dealer. Share purchases in the open market may be made on any stock exchange where shares of our common stock are traded or by negotiated transactions on terms as Computershare may reasonably determine. Computershare, as the administrator of the Plan, has the sole authority or power to direct the date, time or price at which shares of our common stock may be purchased, or the selection of the broker or dealer through or from whom purchases are to be made. Cadence Bank may in the future, however, register newly issued shares of our common stock for purchase under the Plan.

15. How will shares be purchased under the Plan?

We will pay to Computershare cash dividends on all of the shares of common stock registered in your name, as well as cash dividends on shares of common stock credited to your account under the Plan, in accordance with your directions on the authorization form. The total number of additional shares to be purchased for your account depends on the amount of the dividends being reinvested, the amount of any voluntary cash payments you made, the purchase price per share of our common stock, and whether your dividends are subject to withholding tax (See Question 30).

The total amount of the dividends to be reinvested will be combined with any timely voluntary cash payments made by you. The total number of additional shares will be equal to the total amount to be invested divided by the purchase price per share. Your account will be credited with the total number of additional shares purchased, including fractional shares (computed up to six decimal places).

In making purchases, Computershare may commingle dividends and cash payments of multiple participants. Computershare will make purchases during the period commencing on a dividend payment date and ending no later than 30 days after such date, except where necessary to comply with applicable laws, rules and regulations including the federal securities laws.

16. At what price will shares of Cadence Bank common stock be purchased under the Plan?

If shares are purchased in the open market, Computershare may combine your purchase requests with other purchase requests received from other Plan Participants and will generally batch purchase types (dividend and optional cash investments) for separate execution by Computershare's broker. Shares for the Plan will be purchased on the New York Stock Exchange, or in privately negotiated transactions. Computershare may also direct its broker to execute each purchase type in several batches throughout a trading day. Depending on the number of shares being purchased and current trading volume in the shares, Computershare's broker may execute purchases for any batch or batches in multiple transactions and over more than one day. If different purchase types are batched, the price per share of the common shares purchased for each Participant's account, whether purchased with reinvested dividends, with initial cash investments or with optional cash, shall be the weighted average price of the specific batch for such shares purchased by Computershare's broker on that day to satisfy Plan requirements. For shares that are newly issued by us, the per share price of shares purchased from us will be the average of the high and low sale prices of our common stock on the dividend payment date as reported on the New York Stock Exchange, or if no sale reported on such date, the next preceding date on which a sale is reported.

17. What reports will I receive?

You will receive a regular statement of your account. These statements are your continuing record of the cost of purchases of shares of our common stock. These statements contain important information that you should retain for income tax and other purposes. You

may also view year-to-date transaction activity in your account for the current year, as well as activity in prior years, by accessing your Plan account at www.computershare.com/investor.

In addition, you will receive, as a holder of our common stock, certain communications from us, including annual reports, notices of the meetings of shareholders and proxy statements, and annual information returns on Form 1099-DIV or Form 1042-S reporting dividend income received for tax purposes.

18. Who will hold my certificates representing shares of Cadence Bank common stock?

Shares purchased and credited to your account under the Plan will be held by Computershare or its nominee for your benefit. The number of shares credited to an account under the Plan will be shown on your statement of account. This electronic record provides a convenience and protects against loss, theft or destruction of stock certificates, permits ownership of fractional shares and reduces the costs to be borne by us. Upon your election, certificates for your shares will be deposited with Computershare until you request delivery, as described in Question 19.

19. How may I receive a certificate representing shares of Cadence Bank common stock?

Certificates for any number of whole shares credited to your account under the Plan will be issued, upon direction from you. The automatic reinvestment of dividends will continue on those shares for which certificates are issued until you otherwise direct Computershare. Any remaining whole or fractional shares will continue to be credited to your account. Your request for the issuance of certificates can be made by phone, internet or by mail to Computershare at the address specified in Question 20.

Certificates for fractional shares will not be issued under any circumstances, but cash payments will be made as described in Question 10.

Shares credited to your account under the Plan may not be pledged. If you wish to pledge the whole shares credited to your account, you must request that a certificate for those shares be issued to you.

Your account will be maintained in the name in which your shares were registered at the time you entered the Plan. Consequently, certificates for whole shares will be similarly registered when issued to you.

20. Who administers the Plan? How do I contact them?

Computershare administers the Plan, keeps records, sends statements of account to participants and performs such other duties relating to the administration of the Plan as may be appropriate. Computershare will purchase any shares that are purchased in the open market.

Shares purchased under the Plan will be held by Computershare for the benefit of participants in the Plan. All authorization forms, voluntary cash payments, notices of withdrawal and other communications with Computershare should be sent to the address below. You may contact Computershare in writing at the following address:

Computershare
Dividend Reinvestment Department
P.O. Box 505000
Louisville, KY 40233-5000

You may also contact Computershare by telephone (800)368-5948 or through its website, www.computershare.com/investor.

21. How do I vote my shares of Cadence Bank common stock held under the Plan?

You will be entitled to vote shares of common stock in your account to the same extent that you are entitled to vote shares of common stock registered in your name. You will receive a single proxy card covering the total number of shares held by you, including both the shares registered in your name and the whole shares and fractional shares credited to your account.

22. What happens if I dispose of shares registered in my name?

If you dispose of shares of common stock registered in your name outside of the Plan, Computershare will continue to reinvest the dividends on the shares credited to your account under the Plan until you otherwise notify Computershare.

23. How do I sell shares credited to my account?

You may instruct Computershare to sell a portion of the shares of common stock registered in your account with Computershare at any time. Computershare will continue to reinvest the dividends on the remaining shares until otherwise notified. Shares may be sold through a market order, limit order, good-til cancelled limit order, or a batch order, depending on how the sale request is submitted.

Market Order: A market order is a request to sell shares promptly at the current market price. Market order sales are only available at www.computershare.com/investor through Investor Centre or by calling Computershare directly at (800) 368-5948 (within the United States and Canada) or (781) 575-4223 (outside the United States and Canada). Market order sale requests received at www.computershare.com/investor through Investor Centre or by telephone will be placed promptly upon receipt during market hours (normally 9:30 a.m. to 4:00 p.m. Eastern Time). Any orders received after 4:00 p.m. Eastern Time will be placed promptly on the next day the market is open. Computershare will use commercially reasonable efforts to honor requests by participants to cancel market orders placed outside of market hours. Depending on the number of shares being sold and current trading volume in the shares, a market order may only be partially filled or not filled at all on the trading day in which it is placed, in which case

the order, or remainder of the order, as applicable, will be cancelled at the end of such day. To determine if your shares were sold, you should check your account online at www.computershare.com/investor or call Computershare directly at (800) 368-5948 (within the United States and Canada) or (781) 575-4223 (outside the United States and Canada). If your market order sale was not filled and you still want the shares to be sold, you will need to re-enter the sale request. The price shall be the market price of the sale obtained by Computershare's broker, less a service charge of \$25 and applicable processing fees, currently \$0.12 per share*.

Batch Order: A batch order is an accumulation of all sales requests for a security submitted together as a collective request. Batch orders are submitted on each market day, assuming there are sale requests to be processed. Sale instructions for batch orders received by Computershare will be processed no later than five business days after the date on which the order is received (except where deferral is required under applicable federal or state laws or regulations), assuming the applicable market is open for trading and sufficient market liquidity exists. Batch order sales are available by writing to Computershare. All sales requests received in writing will be submitted as batch order sales. Computershare may combine each selling participant's shares with those of other selling participants. In every case of a batch order sale, the price to each selling program participant shall be the weighted average sale price obtained by Computershare's broker for each aggregate order placed by Computershare and executed by the broker, less a service charge of \$25 and applicable processing fees, currently \$0.12 per share*. Proceeds are normally paid by check, which are distributed within 24 hours after a Participant's sale transaction has settled.

Day Limit Order: A day limit order is an order to sell shares when and if they reach a specific trading price on a specific day. The order is automatically cancelled if the price is not met by the end of that day (or, for orders placed after-market hours, the next day the market is open). Depending on the number of shares being sold and the current trading volume in the shares, such an order may only be partially filled, in which case the remainder of the order will be cancelled. The order may be cancelled by the applicable stock exchange, by Computershare at its sole discretion or, if Computershare's broker has not filled the order, at your request made online at www.computershare.com/investor, or by calling Computershare directly at (800)368-5948 (within the United States and Canada) or (781)575-4223 (outside the United States and Canada). A service fee of \$25 and a processing fee of \$0.12 per share* sold will be deducted from the sale proceeds.

Good-Til-Cancelled ("GTC") Limit Order: A GTC limit order is an order to sell shares when and if the shares reach a specific trading price at any time while the order remains open (generally up to 30 days). Depending on the number of shares being sold and current trading volume in the shares, sales may be executed in multiple transactions and over more than one day. If an order is traded for more than one day during which the market is open, a separate fee will be charged for each such day. The order (or any unexecuted portion thereof) is automatically cancelled if the trading price is not met by the end of the order period. The order may be cancelled by the applicable stock exchange, by Computershare at its sole discretion or, if Computershare's broker has not filled the order, at your request made online at www.computershare.com/investor or by calling Computershare directly at (800) 368-5948 (within the United States and Canada) or (781)575-4223 (outside the United States and Canada). A service fee of \$25 and a processing fee of \$0.12 per share sold* will be deducted from the sale proceeds.

*All per share fees described in this Question 23 include any brokerage commissions Computershare is required to pay. Any fractional share will be rounded up to a whole share for purposes of calculating the per share fee. All sales requests processed over the telephone by a customer service representative entail an additional fee of \$15.

Computershare may, for various reasons, require a transaction request to be submitted in writing. Participants should contact Computershare to determine if their particular request, including any sales request, must be submitted in writing. Computershare reserves the right to decline to process a sale if it determines, in its sole discretion, that supporting legal documentation is required. In addition, no one will have any authority or power to direct the time or price at which shares for the Plan are sold and no one, other than Computershare, will select the broker(s) or dealer(s) through or from whom sales are to be made.

24. How can I request a change of address or update other personal data?

It is important that our records contain your most up-to-date personal data. If you need to request a change of address or update other personal data, please contact Computershare. You may change this information through the Computershare website www.computershare.com/investor or through the contact information provided in Question 20.

25. What effect will a rights offering have on my shares?

In the event of a rights offering, rights on shares of common stock registered in your name, as well as on whole and fractional shares credited to your account under the Plan, will be provided directly to you in the same manner as to holders of common stock not participating in the Plan.

26. What if Cadence Bank issues a stock dividend or declares a stock split?

Any shares representing stock dividends or stock splits distributed by us on shares of common stock credited to your account under the Plan will be added to your account and automatically become subject to the Plan. Shares representing stock dividends or stock splits distributed on shares registered in your name or held for your benefit outside of the Plan will be provided in the same manner as to shareholders who are not participating in the Plan. Dividends paid on such shares will automatically be reinvested or treated according to your elections under the terms of the Plan.

27. What are the responsibilities of Computershare and Cadence Bank under the Plan?

Computershare has had no responsibility with respect to the preparation or contents of this prospectus. Neither we nor Computershare, in administering the Plan, will be liable for any act done in good faith, or for any good faith omission to act, including without limitation any claims of liability arising out of failure to terminate your account upon your death prior to receipt of notice in writing of such death, or with respect to the prices at which shares are purchased or sold for your account, and as to any inability to purchase or sell common shares or as to the times when such purchases or sales are made, or with respect to any loss or fluctuations in the market value after the purchase of the shares. Neither we nor Computershare have any duties, responsibilities or liabilities except as expressly set forth in the Plan or as imposed by applicable laws, including, without limitation, federal securities laws.

We will pay the expense of operating the Plan. We expect these expenses to be nominal. Computershare will carry fractional shares in excess of the fractions allocated to participants' accounts and will pay the value of the fractional shares, if any, to withdrawing participants (See Question 10).

Your investment in shares acquired under the Plan will be no different from an investment in directly held shares. If you choose to participate in the Plan, then you should recognize that none of us, our subsidiaries and affiliates, nor Computershare can assure you of a profit or protect you against loss on the shares that you purchase under the Plan. You bear the risk of loss and will realize the benefits of any gain and market price changes with respect to all shares held by you in the Plan or otherwise. You need to make your own independent investment and participation decisions consistent with your situation and needs. None of us, our subsidiaries and affiliates, nor Computershare can guarantee liquidity in the markets, and the value and marketability of your shares may be adversely affected by market conditions.

28. Who governs the Plan?

We reserve the right to interpret and regulate the Plan as we deem necessary or desirable in connection with our operations, subject to applicable laws and regulations. Any interpretation by us will be final. We have plenary authority to interpret the Plan and approve forms that in our discretion we deem appropriate. We also have other powers and operate under guidelines specified in the Plan.

29. Can the Plan be changed or terminated?

We reserve the right to suspend, modify or terminate the Plan at any time. Notice of any such suspension, modification, or termination will be mailed to all participants. We and Computershare also reserve the right to change any administrative procedures of the Plan.

30. What are the U.S. federal income tax consequences of participating in the Plan?

The following is only a summary of material U.S. federal income tax consequences of participation in the Plan. This summary is limited to Plan participants who hold our common stock as a capital asset (generally, property held for investment. This summary is based on current law (including administrative guidance), is for general information only, and is not tax advice. This summary does not reflect every possible outcome that could result from the participation in the Plan and does not purport to deal with all aspects of taxation that may be relevant to particular investors in light of their personal investment circumstances, or certain types of investors subject to special treatment under U.S. federal income tax laws. **You are urged to consult your own tax advisors with respect to the tax consequences of participation in the Plan (including federal, state, local, foreign, and other tax laws) applicable to your particular situation.**

Tax Consequences to U.S. Participants. This section applies to you if you are a "U.S. participant." You are a U.S. participant if, for U.S. federal income tax purposes, you are a participant in the Plan and you are an individual U.S. citizen or resident alien; a corporation or entity taxable as a corporation for U.S. federal income tax purposes that was created under U.S. federal or state law; an estate whose worldwide income is subject to U.S. federal income tax; or

a trust if either a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust, or if the trust has validly elected to be treated as a U.S. person.

Shares of our common stock purchased on the open market or purchased from us with reinvested distributions generally will have a basis equal to the amount of the distribution a U.S. participant is treated as receiving, as described above, less the amount of any tax withholding deducted from the reinvested distribution. A U.S. participant's holding period for such shares generally will begin on the day following the date on which such shares are credited to the participant's Plan account.

Reinvestment of Dividends. In general, cash dividends reinvested under the Plan will be taxable for U.S. federal income tax purposes as having been received by you even though you have not actually received them in cash. If a reinvested dividend is used to acquire shares of our common stock from us, a U.S. participant generally will be treated as having received a distribution in an amount equal to the fair market value of the acquired common stock. If a reinvested dividend is used to purchase common shares in the open market, a U.S. participant generally will be treated as having received a distribution equal to the amount of the cash dividend used to make such purchase (including any amount used to pay applicable brokerage commissions). In all cases, the amount of distribution received by a U.S. participant, for U.S. federal income tax purposes, will include the amount of any tax withholding that was deducted from the reinvested dividend. Generally, any such distribution (including deemed distributions described above) will be taxable to a U.S. participant as ordinary dividend income to the extent of the participant's pro rata share of our current or accumulated earnings and profits for U.S. federal income tax purposes. Dividend income recognized by a corporation may be eligible for the dividends-received deduction if certain holding period and other requirements are met. Dividend income recognized by an individual or other non-corporate participant may be taxable at the preferential rates applicable to long-term capital gain if certain holding period and other requirements are met. Otherwise, dividends will be taxable at ordinary income tax rates. The amount of any distribution in excess of a U.S. participant's pro rata share of our current and accumulated earnings and profits will reduce the participant's tax basis in the common stock with respect to which the distribution was received, and, to the extent it exceeds such tax basis, results in capital gain that will be taxable as long-term capital gain if the distribution is with respect to shares that have been held by the participant for more than one year. Shares of our common stock purchased on the open market or purchased from us with reinvested distributions generally will have a basis equal to the amount of the distribution a U.S. participant is treated as receiving, as described below, less the amount of tax withholding deducted from the reinvested distribution. A U.S. participant's holding period for such shares generally will begin on the day following the date on which such shares are credited to the participant's Plan account.

The total amount of dividends paid to you during the calendar year, whether or not reinvested pursuant to the Plan, will be reported to you and the IRS on Form 1099-DIV shortly after the end of each year. In addition, when Computershare purchases shares of our common stock for your account on the open market rather than directly from us, you must include in your gross income, as an additional dividend, your allocable share of any brokerage fees and commissions paid by us. This amount will also be reported to you and the IRS on Form 1099-DIV or Form 1042-S shortly after the end of each year.

The cost of administering the Plan, which is paid by us, is not added to your tax basis in shares acquired under the Plan. We believe these costs should not be treated as a taxable dividend.

Deposit or Sale of Shares. You generally will not realize gain or loss for U.S. federal income tax purposes upon a transfer of shares of our common stock to your account or the withdrawal of whole shares of our common stock from your account. You will, however, realize gain or loss when shares are sold (including the receipt of cash for fractional shares). The amount of gain or loss will be the difference between the amount that you receive for the shares (including cash received for fractional shares) and your tax basis in the shares (or fractional shares). In order to determine the tax basis for shares of our common stock in your account, you should retain all account statements. Generally, such gain or loss will be a capital gain or loss, and either long-term or short-term depending on your holding period. Under current law, net long-term capital gains recognized by individuals and other non-corporate participants are generally eligible for taxation at a preferential rate. The deductibility of capital losses is subject to limitations.

Tax Consequences to Non-U.S. Participants. This section applies to you if you are a “non-U.S. participant.” A non-U.S. participant is a participant in the Plan that is neither a U.S. participant nor a partnership or other entity treated as a partnership for U.S. federal income tax purposes. **Non-U.S. participants should consult their own tax advisors regarding the applicability of U.S. federal withholding tax to them and all other tax consequences to them under applicable tax laws and any applicable income tax treaties.**

Reinvestment of Dividends. In general, cash dividends reinvested under the Plan will be taxable for U.S. federal income tax purposes as having been received by you even though you have not actually received them in cash. Subject to the discussion below on backup withholding and FATCA, dividends paid to a non-U.S. participant that are not effectively connected with the non-U.S. participant’s conduct of a trade or business within the United States will be subject to U.S. federal withholding tax at a rate of 30% of the gross amount of the dividends (or a lower rate specified under an applicable income tax treaty.) In order to receive a reduced treaty rate, a non-U.S. participant must provide to the applicable withholding agent an IRS Form W-8BEN or W-8BEN-E (or applicable substitute or successor form) properly certifying eligibility for the reduced rate. Non-U.S. participants should consult their tax advisors regarding their entitlement to benefits under an applicable income tax treaty. In the case of dividend reinvestments by a non-U.S. participant who is subject to U.S. federal withholding tax on distributions, the amount of tax required to be withheld will be deducted from the amount of dividends and only the remaining amount will be invested in Plan shares.

Subject to the discussion below on backup withholding and FATCA, dividends that are effectively connected with a non-U.S. participant’s conduct of a trade or business in the United States and, if an income tax treaty so requires, are attributable to a permanent establishment maintained by the non-U.S. participant in the United States, are taxed on a net-income basis at the regular graduated U.S. income tax rates and in the manner applicable to U.S. persons. In that case, the applicable withholding agent will not have to withhold U.S. federal withholding tax if the non-U.S. participant complies with applicable certification and disclosure requirements

(which generally are met by providing an IRS Form W-8ECI). In addition, a “branch profits tax” may be imposed at a 30% rate (or a lower rate specified under an applicable income tax treaty) on a foreign corporation’s effectively connected earnings and profits for the taxable year, as adjusted for certain times.

Deposit or Sale of Shares. As described above under “Tax Consequences to U.S. Participant—Deposit or Sale of Shares,” a non-U.S. participant generally will not realize gain or loss for U.S. federal income tax purposes upon a transfer of shares of our common stock to their account or the withdrawal of whole shares of our common stock from their account. Subject to the discussion of backup withholding below, any gain realized by a non-U.S. participant on the sale or other taxable disposition of any of its shares held in the Plan (including the receipt of cash for fractional shares) generally will not be subject to U.S. federal income tax, unless either: (i) such gain is effectively connected with the non-U.S. participant’s conduct of a trade or business in the United States and, if the non-U.S. participant is entitled to the benefits under an applicable tax treaty, is attributable to a permanent establishment or a fixed base in the United States; or (ii) the non-U.S. participant is an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are satisfied. If clause (i) applies, the non-U.S. participant generally will be subject to U.S. federal income tax with respect to such gain in the same manner as U.S. participants, as described above, unless an applicable income tax treaty provides otherwise. In addition, if such non-U.S. participant is a corporation, it may also be subject to the branch profits tax described above. If clause (ii) applies, the non-U.S. participant generally will be subject to U.S. federal income tax at a rate of 30% (or at a reduced rate under an applicable income tax treaty) on the amount by which capital gains from U.S. sources (including gains from the sale or other taxable disposition of its shares held in the Plan) exceed capital losses allocable to U.S. sources.

Information Reporting Backup Withholding. Distributions with respect to, or the proceeds of the sale or other taxable disposition of, our common stock may be subject to information reporting. Participants that fail to provide certain U.S. federal income tax certifications in the manner required by law may be subject to U.S. federal backup withholding tax. If your dividends are subject to U.S. federal backup withholding tax, the administrator will deduct the appropriate amount of tax required to be withheld, and only the remaining amount will be reinvested under the Plan or paid to you. U.S. participants are generally not subject to U.S. federal backup withholding tax if the U.S. participant supplies properly completed Form W-9 providing their taxpayer identification number, certified under penalties of perjury, as well as certain other information, or otherwise establishes an exemption from backup withholding. If you are a non-U.S. participant, information reporting may apply to distributions with respect to our common stock. In addition, if you are a non-U.S. participant, you may be required to comply with certification procedures to establish that you are not a U.S. person in order to avoid backup withholding tax on distributions with respect to, and proceeds from the disposition of, our common stock. Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules can be refunded or credited against your U.S. federal income tax liability, provided that the required information is timely furnished to the IRS. If you are subject to such withholding, you should contact your tax advisors or the IRS for additional information.

We must report annually to the IRS and to each participant the amount of all actual and deemed distributions and the amount of tax withheld from those distributions. The Plan

administrator, as required, will report to the participant and to the IRS the proceeds from the sale of any Plan shares and the tax basis of the shares sold.

FATCA. Under the Foreign Account Tax Compliance Act (“FATCA”) and related IRS guidance, a 30% withholding tax is imposed on dividends payable in respect of our common stock to foreign financial institutions and other non-U.S. persons that fail to comply with information reporting requirements in respect of their direct and indirect U.S. shareholder or U.S. account holders. If withholding is required under FATCA, the appropriate amount of tax will be deducted and only the remaining amount will be reinvested or paid to you. Prospective participants should consult their tax advisor regarding the effects of FATCA on their investment in the Plan.

31. Should I obtain advice as to the income tax consequences of participating in the Plan?

Yes. The above tax information is provided only for general information purposes and may not be applicable to your specific circumstances. You are strongly advised to consult your own tax advisor with respect to the income tax consequences applicable to your particular situation and potential changes in the applicable law as to all federal, state, local, foreign and other tax matters in connection with the reinvestment of dividends and the purchase, ownership and disposition of shares of our common stock.

USE OF PROCEEDS

Generally, there are no proceeds to Cadence Bank for shares that are acquired through open market purchases. In the event that we provide newly issued shares under the Plan, the proceeds from the purchase of our common stock through the Plan will be used for working capital and other general corporate purposes. We cannot at this time estimate the amount of such proceeds, if any.

PLAN OF DISTRIBUTION

For shares that are purchased in the open market, we will pay any related fees, commissions and expenses incurred due to such open market purchases under the Plan. If we, from time to time, directly issue new shares of our common stock to participants in the Plan, we will bear all expenses of such an offering. We will not pay any commissions, discounts, concessions or other compensation to any underwriter or broker-dealer in connection with this offering.

WHERE YOU CAN FIND INFORMATION

In accordance with the Exchange Act and as a state-chartered bank that is not a member of the Federal Reserve System, Cadence Bank files certain annual, quarterly and current reports, proxy statements and other information required by the Exchange Act with the FDIC, copies of which can be inspected and copied at the public reference facilities maintained by the FDIC, at

the Public Reference Section, Room F-6043, 550 17th Street, N.W., Washington, D.C. 20429. Requests for copies may be made by telephone at (202)898-8913 or by fax (202)898-3909. The FDIC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the FDIC, including Cadence Bank, which can be accessed at <https://efr.fdic.gov/fexweb/efr/index.html>. In addition, documents filed with the FDIC by Cadence Bank will be available free of charge by accessing Cadence Bank's website at <https://ir.cadencebank.com/fdic-filings> or, alternatively, by directing a request by telephone or mail to Cadence Bank, One Mississippi Plaza, 201 South Spring Street, Tupelo, Mississippi 38804, (662) 680-2000.

Prior to November 1, 2017, Cadence Bank was required to file certain reports, proxy materials, information statements and other information required by the Exchange Act with the SEC. Accordingly, information filed electronically by Cadence Bank prior to November 1, 2017, may be obtained by visiting the SEC's website at <https://www.sec.gov/>. You will be able to obtain these documents, free of charge, from Cadence Bank's investor relations website at <https://ir.cadencebank.com/fdic-filings>.

We have included the web address of the FDIC and Cadence Bank as inactive textual references only. The information contained on or accessible through these websites is not part of this prospectus.

We "incorporate by reference" into this prospectus information we file with the FDIC, which means:

- Incorporated documents are considered part of this prospectus;
- We can disclose important information to you by referring you to those documents; and
- Information that we file later with the FDIC will automatically update and supersede information in this prospectus.

We are incorporating by reference the documents listed below which we filed with the FDIC into this prospectus:

- Annual report on Form 10-K for the year ended December 31, 2021 filed with the FDIC on February 25, 2022 (including portions of our definitive proxy statement on Schedule 14A for our 2022 Annual Meeting of Shareholders filed with the FDIC on March 18, 2022, to the extent specifically incorporated by reference into our Annual Report on Form 10-K for the fiscal year ended December 31, 2021);
- Quarterly report on Form 10-Q for the three months ended March 31, 2022;
- Current reports on Form 8-K filed with the FDIC on January 25, 2022, February 16, 2022, April 25, 2022, and April 28, 2022 (except to the extent any parts of such reports were deemed furnished and not filed); and
- The description of our common stock, par value \$2.50 per share, filed as Exhibit 4(e) to our Annual Report on Form 10-K for the year ended December

31, 2019, filed with the FDIC on February 27, 2020, and any other amendment or report filed for the purpose of updating such description.

We also incorporate by reference any future filings made by us with the FDIC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and until the termination of this offering (other than documents or information deemed furnished and not filed in accordance with FDIC and SEC rules).

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any other subsequently filed document that is deemed to be incorporated by reference into this prospectus modifies or supersedes the statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

This prospectus does not contain all the information you can find in the documents that are incorporated into this prospectus by reference.

We will provide to each person, including any beneficial owner, to whom a prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in the prospectus but not delivered with the prospectus. Exhibits to the filings will not be sent, however, unless those exhibits have specifically been incorporated by reference into such documents. You can obtain copies of the documents incorporated by reference in this prospectus, at no cost, by writing or calling us at the following address:

Cadence Bank
One Mississippi Plaza
201 South Spring Street
Tupelo, Mississippi 38804
Attention: Corporate Secretary
(662) 680-2000

CAUTIONARY STATEMENT ABOUT FORWARD-LOOKING INFORMATION

Certain information included or incorporated by reference in this prospectus may be deemed to be “forward-looking statements” within the meaning of, and subject to the protections of Section 27A of the Securities Act of 1933, as amended, or the Exchange Act. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, anticipations, assumptions, estimates, and intentions about future performance, and involve known and unknown risks, uncertainties and other factors, which may be beyond our control, and which may cause our actual results, performance or achievements to be materially different from those set forth in the forward-looking statements.

All statements, other than statements of historical fact, are statements that could be forward-looking statements. You can identify these forward-looking statements through our use of words such as “may,” “will,” “anticipate,” “assume,” “should,” “indicate,” “would,” “believe,” “contemplate,” “expect,” “estimate,” “continue,” “further,” “plan,” “point to,” “project,” “could,” “intend,” “target,” and other similar expressions or statements regarding future periods. These forward-looking statements may not be realized due to a variety of factors, including, without limitation:

- potential delays or other problems in implementing and executing our growth, expansion and acquisition strategies, including delays in obtaining regulatory or other necessary approvals, or the failure to realize any anticipated benefits or synergies from any acquisitions or growth strategies;
- the risks of changes in interest rates and their effects on the level and composition of deposits, loan demand and the values of loan collateral, securities and interest sensitive assets and liabilities; the failure of assumptions underlying the establishment of reserves for possible credit losses, fair value for loans, and other real estate owned;
- change in real estate values;
- the availability of and access to capital; possible downgrades in our credit ratings or outlook which could increase the costs or availability of funding from capital markets;
- the ability to attract new or retain existing deposits or to retain or grow loans;
- the ability to grow additional interest and fee income or to control noninterest expense;
- the potential impact of the proposed phase-out of LIBOR or other changes involving LIBOR;
- competitive factors and pricing pressures, including their effect on our net interest margin;

- general economic, unemployment, credit market and real estate market conditions, and the effect of such conditions on the creditworthiness of borrowers, collateral values, the value of investment securities and asset recovery values;
- changes in legal, financial and/or regulatory requirements;
- recently enacted and potential legislation and regulatory actions, including those actions in response to the COVID-19 pandemic such as the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), the Economic Aid to Hard-Hit Small Businesses, Nonprofits, and Venues Act (the “Economic Aid Act”) and any related rules and regulations;
- changes in U.S. Government monetary and fiscal policy;
- FDIC special assessments or changes to regular assessments;
- the enforcement efforts of federal and state bank regulators; possible adverse rulings, judgments, settlements and other outcomes of pending, ongoing and future litigation and governmental, administrative and investigatory matters (including litigation or actions arising from our participation in and administration of programs related to the COVID-19 pandemic (including, among other things, the Paycheck Protection Program (“PPP”) loans programs authorized by the CARES Act and the Economic Aid Act);
- the ability to keep pace with technological changes, including changes regarding maintaining cybersecurity; the impact of failure in, or breach of, our operational or security systems or infrastructure, or those of third parties with whom we do business, including as a result of cyber-attacks or an increase in the incidence or severity of fraud, illegal payments, security breaches or other illegal acts impacting us or our customers;
- natural disasters or acts of war or terrorism;
- the adverse effects of the ongoing global COVID-19 pandemic, including the magnitude and duration of the pandemic, and the effect of actions taken to mitigate the impact of the COVID-19 pandemic on us, our employees, our customers, the global economy and the financial markets;
- international or political instability;
- impairment of our goodwill or other intangible assets;
- losses of key employees and personnel;
- adoption of new accounting standards, including the effects from the adoption of the current expected credit loss methodology on January 1, 2020, or changes in existing standards;

- the outcome of any legal proceedings that may be instituted against us;
- our ability to meet expectations regarding the accounting and tax treatment of the merger with legacy Cadence Bancorporation;
- the possibility that the anticipated benefits of the merger with legacy Cadence Bancorporation will not be realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where the combined company does business;
- the possibility that the merger may be more expensive than anticipated, including as a result of unexpected factors or events;
- diversion of management's attention from ongoing business and opportunities;
- the possibility that the parties may be unable to achieve expected synergies and operating efficiencies in the merger within the expected timeframes, or at all, and to successfully integrate legacy Cadence Bancorporation's operations with ours;
- such integration may be more difficult, time consuming or costly than expected;
- revenues following the merger may be lower than expected;
- potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the merger;
- the combined company's success in executing its business plan and strategies and managing the risks involved in the foregoing;
- the dilution caused by our issuance of additional shares of our capital stock in connection with the merger; and
- other factors described herein or as detailed from time to time in Cadence Bank's press and news releases, reports and other filings we file with the FDIC.

We caution you that the factors listed above, as well as the risk factors included or incorporated by reference in this prospectus, may not be exhaustive. We operate in a continually changing business environment, and new risks emerge from time to time. We cannot predict such new risks, nor can we assess the impact, if any, of such new risks on our business or the extent to which any factor or combination of factors may cause actual results to differ materially from those expressed or implied by any forward-looking statements.

All forward-looking statements attributable to us or persons acting on our behalf apply only as of the date of this prospectus and are expressly qualified in their entirety by the cautionary statements included in this prospectus. We undertake no obligation to publicly update or revise

forward-looking statements, which may be made to reflect events or circumstances after the date made, or to reflect the occurrence of unanticipated events, except as required by applicable securities laws. Shareholders and investors are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this prospectus.

INDEMNIFICATION

Our bylaws provide for the indemnification of our officers and directors, and of persons who serve at our request as officers or directors of our subsidiaries, against certain liabilities.

WE HAVE NOT AUTHORIZED ANY DEALER, SALESPERSON OR OTHER PERSON TO GIVE ANY INFORMATION OR REPRESENT ANYTHING NOT CONTAINED IN THIS PROSPECTUS. YOU SHOULD NOT RELY ON ANY UNAUTHORIZED INFORMATION. THIS PROSPECTUS IS NOT AN OFFER TO SELL, OR A SOLICITATION OF AN OFFER TO PURCHASE, ANY SECURITIES OTHER THAN SHARES OF OUR COMMON STOCK TO WHICH IT RELATES, AN OFFER TO ANY PERSON IN ANY JURISDICTION WHERE SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED OR IN WHICH THE PERSON MAKING SUCH OFFER IS NOT QUALIFIED TO DO SO, OR AN OFFER TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH AN OFFER. THE INFORMATION IN THIS PROSPECTUS IS CURRENT AS OF THE DATE ON THE COVER.



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TEST NAME 111BB
 150 ROYALL STREET
 TAMPA FL 33625

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Holder Account Number

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Use a black pen. Print in CAPITAL letters inside the grey areas as shown in this example.

Dividend Reinvestment Plan - Enrollment Form

Please refer to the plan prospectus or brochure before enrolling. (If you do not want to enroll in the plan and you want to receive all your dividends in cash you do not need to complete this form.)

Check the box below. If you do not check the box, then FULL DIVIDEND REINVESTMENT will be assumed. If the plan permits, you may make optional cash investments at any time under the participation option below.

Full Dividend Reinvestment

Please mark this box if you wish to reinvest all dividends that become payable on this account, on all stock now held or any future holdings, including shares purchased with optional cash investments.

By participating in the plan, I agree to be bound by the terms and conditions of the prospectus or brochure that governs the plan. I have read and fully understand the terms and conditions of the prospectus or brochure. I further agree that my participation in the plan will continue until I notify Computershare in writing that I desire to terminate my participation in the plan. Upon providing such notification, I acknowledge that my withdrawal from the plan will be subject to the terms and conditions of the prospectus or brochure that governs the plan.

Enrollment forms will be processed within 5 business days of receipt. Confirmation of enrollment will not be mailed; however, a transaction statement will be mailed once there is activity in your account. If you would like to confirm your enrollment in the plan, please call us at the above referenced telephone number.

To be valid, this form must be signed by all registered shareholders. If you do not sign and return this form, you will continue to receive dividend payments in cash.

Signature 1 - Please keep signature within the box.

Signature 2 - Please keep signature within the box.

Date (mm/dd/yyyy)

Daytime Telephone Number

Please return completed form to:

Computershare
 PO Box 505000
 Louisville, KY 40233-5000



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Privacy Notice

At Computershare, we take privacy seriously. In the course of providing services to you in connection with employee stock purchase plans, dividend reinvestment plans, direct stock purchase plans, direct registration services and/or custody services, we receive nonpublic, personal information about you. We receive this information through transactions we perform for you, from enrollment forms, automatic debit forms, and through other communications with you in writing, electronically, and by telephone. We may also receive information about you by virtue of your transaction with affiliates of Computershare or other parties. This information may include your name, address (residential and mailing), social security number, bank account information, stock ownership information, date of birth, government-issued identification number, and other financial information.

With respect both to current and former customers, Computershare does not share nonpublic personal information with any non-affiliated third-party except as necessary to process a transaction, service your account or as required or permitted by law. Our affiliates and outside service providers with whom we share information are legally bound not to disclose the information in any manner, unless required or permitted by law or other governmental process. We strive to restrict access to your personal information to those employees who need to know the information to provide our services to you. Computershare maintains physical, electronic and procedural safeguards to protect your personal information.

Computershare realizes that you entrust us with confidential personal and financial information and we take that trust very seriously.