

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM684565

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/01/2018

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
The Brand Banking Company		08/14/2018	Corporation: GEORGIA

RECEIVING PARTY DATA

Name:	Renasant Bank
Street Address:	209 Troy Street
City:	Tupelo
State/Country:	MISSISSIPPI
Postal Code:	38804
Entity Type:	Corporation: MISSISSIPPI

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	1944139	HOMETOUR
Registration Number:	3788334	INVIEW
Registration Number:	2935776	MATURE LIVING CHOICES
Registration Number:	3691183	NEW HOME FINDER
Registration Number:	2921995	NEW HOME FINDER
Registration Number:	3460451	NEW HOMES JOURNAL
Registration Number:	2492583	REALESTATEBOOK.COM
Registration Number:	3797434	SAY IT!
Registration Number:	3298138	SENIOR LIVING CHOICES
Registration Number:	2292689	THE REAL ESTATE BOOK
Registration Number:	1996435	THE REAL ESTATE BOOK
Registration Number:	4446376	N
Registration Number:	4468726	NEWPOINT MEDIA GROUP
Registration Number:	3255821	A APARTMENT RENTAL GUIDE
Registration Number:	3260724	A RENTAL GUIDE APARTMENTS
Registration Number:	3424668	BRING YOUR LISTINGS TO LIFE
Registration Number:	2301653	ESTATES & HOMES
Registration Number:	2739328	HAMPTONS LIVING

OP \$965.00 1944139

Property Type	Number	Word Mark
Registration Number:	3396415	HOGARES Y TERRENOS
Registration Number:	1959590	HOME GUIDE
Registration Number:	1152647	HOMELINE
Registration Number:	1703648	HOMEMAIL
Registration Number:	1256835	HOMES & LAND
Registration Number:	1756790	HOMES&LAND
Registration Number:	3416932	HOMES & LAND
Registration Number:	4440884	HOMES AND LAND
Registration Number:	4440886	HOMES AND LAND
Registration Number:	4440887	HOMES AND LAND
Registration Number:	2627002	HOMES OF EASTERN LONG ISLAND
Registration Number:	2627003	HOMES OF EASTERN LONG ISLAND THE MAGAZIN
Registration Number:	2633678	HOMES OF THE HAMPTONS THE MAGAZINE OF SE
Registration Number:	2627001	HOMES OF THE HAMPTONS
Registration Number:	2743516	HOMESANDLAND.COM
Registration Number:	2124466	NEW HOMES
Registration Number:	2031281	RENTAL GUIDE MAGAZINE
Registration Number:	1992238	THE PRINTING HOUSE, INC.
Registration Number:	2301988	WHERE THE WORLD FINDS HOMES
Registration Number:	4941271	LUXIERE

CORRESPONDENCE DATA

Fax Number: 5124578008

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 5124578000

Email: ssterling@dbcllp.com

Correspondent Name: DUBOIS, BRYANT & CAMPBELL, LLP

Address Line 1: 303 Colorado St.

Address Line 2: Suite 2300

Address Line 4: Austin, TEXAS 78701

NAME OF SUBMITTER:	STEPHANIE R. STERLING
SIGNATURE:	/STEPHANIE R. STERLING/
DATE SIGNED:	10/29/2021

Total Attachments: 62

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STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF DISSOLUTION

I, **Brian P. Kemp**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that articles of dissolution have been filed and that the Department of Banking and Finance has filed a certificate of approval, **effective 09/01/2018**, authorizing the dissolution of

THE BRAND BANKING COMPANY
a Domestic Bank

This certificate is issued pursuant to Title 7 of the Official Code of Georgia Annotated and is conclusive evidence of the facts stated herein.

WITNESS my hand and official seal in the City of Atlanta and
the State of Georgia on 09/07/2018



A handwritten signature in black ink, appearing to read 'B. P. Kemp', is written over the printed name.

Brian P. Kemp
Secretary of State



Department of Banking and Finance

2990 Brandywine Road, Suite 200

Atlanta, Georgia 30341-5565

770-986-1633

dbf.georgia.gov

Nathan Deal
Governor

Kevin B. Hagler
Commissioner

September 4, 2018

Honorable Brian P. Kemp
Secretary of State
Suite 306, West Tower
#2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334

Re: Request to Dissolve the Charter of The Brand Banking Company, Lawrenceville, Gwinnett County, Georgia

Dear Mr. Kemp:

Please find enclosed a copy of the official certification from the Mississippi Secretary of State confirming The Brand Banking Company, Lawrenceville, Gwinnett County, Georgia, merged with and into Renasant Bank, Tupelo, Lee County, Mississippi, on September 1, 2018.

As of September 1, 2018, The Brand Banking Company ceased to exist as a Georgia state-chartered bank. Therefore, the Department requests the charter of The Brand Banking Company be officially dissolved as of September 1, 2018.

Please forward a copy of the Certificate of Dissolution to the Department. If you have any questions regarding the request, please contact the undersigned at (770) 986-1645.

Sincerely,

Murali Ramachandran
Supervisory Manager

Enclosure

cc: Mr. Craig N. Landrum
Jones Walker LLP
PO Box 427
Jackson, Mississippi 39205-0427

2018 SEP -7 PM 1:45
SECRETARY OF STATE
CORPORATIONS DIVISION

**STATE OF MISSISSIPPI
SECRETARY OF STATE'S OFFICE
C. DELBERT HOSEMANN, JR.
SECRETARY OF STATE
JACKSON, MISSISSIPPI**

I, C. Delbert Hosemann, Jr., as Secretary of State of the Great State of Mississippi do hereby certify this Application for Amendment and Merger to the Articles of Incorporation and Approval thereof

**RENASANT BANK
TUPELO, LEE COUNTY, MISSISSIPPI**

Including the merger of

**THE BRAND BANKING COMPANY
LAWRENCEVILLE, GEORGIA**

Merging into

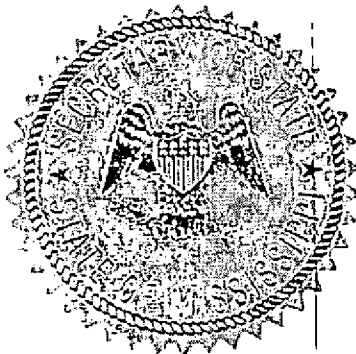
**RENASANT BANK
TUPELO, LEE COUNTY, MISSISSIPPI**

is hereby approved

was pursuant to the provisions of the Laws of Mississippi recorded in the Records of Incorporations in Photostat Book 405 in this office. Accordingly, the undersigned, as such Secretary of State, and by virtue of the authority vested in him, by law, issues this Application of Amendment.

I have hereunto set my hand and caused the Seal of the Great State of Mississippi to be affixed this the 28th day of August, 2018

C. Delbert Hosemann, Jr.
C. DELBERT HOSEMANN, JR.



STATE OF MISSISSIPPI

Office of the Governor



The within and foregoing Amendment and Merger to the Charter of Incorporation of

**RENASANT BANK
TUPELO, LEE COUNTY, MISSISSIPPI**

Including the merger of

**THE BRAND BANKING COMPANY
LAWRENCEVILLE, GEORGIA**

Into

**RENASANT BANK
TUPELO, LEE COUNTY, MISSISSIPPI**

is hereby approved.

In testimony whereof, I have hereunto set my hand and caused the Great Seal of the State of Mississippi to be affixed this 27th day of August, 2018.

A handwritten signature in cursive script that reads "Phil Bryant".

PHIL BRYANT
GOVERNOR

ATTEST:

A handwritten signature in cursive script that reads "C. Delbert Hosemann, Jr.".

C. DELBERT HOSEMANN, JR.
SECRETARY OF STATE

Received at the Office of the Secretary of State, this the 21st day of August, 2018, together with the sum of \$50 deposited to cover the recording fee and referred to the Attorney General for his opinion.

C. Dillard Noanman, Jr.

SECRETARY OF STATE

JACKSON, MISSISSIPPI

August 23, 2018

I have examined this Amendment and Merger to the Charter of Incorporation of RENASANT BANK, Tupelo, Lee County, Mississippi, and am of the opinion that it is not violative of the Constitution and laws of this State, or of the United States.

JIM HOOD
ATTORNEY GENERAL OF MISSISSIPPI

BY: *Geoffrey Morgan*

GEOFFREY MORGAN
ASSISTANT ATTORNEY GENERAL



STATE OF MISSISSIPPI
DEPARTMENT OF BANKING AND CONSUMER FINANCE

August 21, 2018

The Honorable Delbert Hosemann
Secretary of State
125 South Congress Street
Jackson, Mississippi 39202

Dear Secretary Hosemann:

We are enclosing, in triplicate, an Amendment and Merger to the Charter of Incorporation of Renasant Bank, Tupelo, Lee County, Mississippi, to which our certificate of approval is attached. *The Brand Banking Company, Lawrenceville, Gwinnett County, Georgia, is merging into and under the charter of Renasant Bank, Tupelo, Lee County, Mississippi.*

If in order, please process in the usual manner, returning the original and one copy to this department.

We are enclosing a check in the amount of \$50.00 for the recording fee.

Sincerely,

Charlotte N. Corley
Commissioner

CNC/tw

Enclosure

c: Mr. Craig N. Landrum
Attorney At Law
Jones Walker, LLC
190 East Capitol Street, Suite 800
Jackson, Mississippi 39201

Ricky Manning
Assistant State Treasurer
Director – Bond & Collateral Divisions
P.O. Box 138
Jackson, Mississippi 39205

POST OFFICE BOX 12129 • JACKSON, MISSISSIPPI 39236-2129
(601) 321-6901 • FAX (601) 321-6933 • TOLL-FREE 1-800-644-2499
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Accredited by the Conference of State Bank Supervisors, Excellence in Bank Supervision

TRADEMARK
REEL: 007477 FRAME: 0446



STATE OF MISSISSIPPI
DEPARTMENT OF BANKING AND CONSUMER FINANCE

August 21, 2018

The Honorable Jim Hood
Attorney General, State of Mississippi
550 High Street, Suite 1200
Jackson, Mississippi 39201

Dear General Hood:

We have today forwarded to the Secretary of State the Articles of Merger to the Charter of Incorporation of Renasant Bank, Tupelo, Lee County, Mississippi. *The Brand Banking Company, Lawrenceville, Gwinnett County, Georgia is merging into and under the charter of Renasant Bank, Tupelo, Lee County, Mississippi.*

Please find the enclosed documents in order that you may have the necessary information to rule on the legality of this charter.

We trust that this will meet with your approval.

Sincerely,

Charlotte N. Corley
Commissioner

CNC/tw

Enclosure

c: Mr. Craig N. Landrum
Attorney At Law
Jones Walker, LLC
190 East Capitol Street, Suite 800
Jackson, Mississippi 39201



DEPARTMENT OF BANKING AND CONSUMER FINANCE

Certificate of Merger Approval

WHEREAS The Brand Banking Company , Lawrenceville, Gwinnett County, Georgia and Renasant Bank, Tupelo, Lee County, Mississippi, have applied to the Commissioner, Department of Banking and Consumer Finance, State of Mississippi, for permission to merge The Brand Banking Company, Lawrenceville, Georgia under the charter of and with the title, Renasant Bank, Tupelo, Mississippi , as provided for under Miss. Code Ann. §§ 81-5-85 and 81-23-1, *et seq.*, and other restrictions as prescribed in Miss. Code Ann. § 81-7-8, and

WHEREAS the terms and conditions of the merger agreement are lawful, having been duly approved by the Board of Directors of all institutions desiring to merge, and having been ratified by the shareholders of The Brand Banking Company on March 20, 2018, and Renasant Bank, Tupelo, Mississippi on March 28, 2018 statutory notice having been duly given, and

WHEREAS at such time as the merger is consummated Renasant Bank, 209 Troy Street, Tupelo, Lee County, Mississippi 38804, will continue to operate as branch bank; as well as its branches listed below :

Georgia Offices:	Address	City	State	Zip
1. Barrow County, GA	78 N. Broad St.	Winder	GA	30680
2. Cobb County, GA	3415 George Busbee Pkwy., NW, Suite 100	Kennesaw	GA	30144
3. Fulton County, GA	3960 Old Milton Pkwy.	Alpharetta	GA	30005
4. Fulton County, GA	3328 Peachtree Rd., NE	Atlanta	GA	30326
5. Gwinnett County, GA	485 Dacula Rd.	Dacula	GA	30019
6. Gwinnett County, GA	2255 Buford Hwy.	Buford	GA	30518
7. Gwinnett County, GA	6224 Sugarloaf Pkwy.	Duluth	GA	30097
8. Gwinnett County, GA	2100 Grayson Hwy.	Grayson	GA	30017
9. Gwinnett County, GA	106 East Crogan St.	Lawrenceville	GA	30046
10. Gwinnett County, GA	141 Hurricane Shoals Rd., NE	Lawrenceville	GA	30046
11. Gwinnett County, GA	2488 E. Main St.	Snellville	GA	30078
12. Gwinnett County, GA	480 Peachtree Industrial Blvd.	Suwanee	GA	30024
13. Hall County, GA	5319 Atlanta Hwy.	Flowery Branch	GA	30542

and

WHEREAS the merger application has been carefully considered by the Commissioner who is of the opinion that said merger should be approved effective as of September 1, 2018.

NOW THEREFORE, I, Charlotte N. Corley, Commissioner, Department of Banking and Consumer Finance, State of Mississippi, by virtue of authority vested in me under Miss. Code Ann. § 81-5-85, do hereby approve the merger of The Brand Banking Company , with and under the charter of Renasant Bank.

In testimony whereof, I have hereunto set my hand and caused the Seal of the Department of Banking and Consumer Finance, State of Mississippi, to be affixed, this the 21st day of August, 2018.



Charlotte N. Corley

Charlotte N. Corley
Commissioner

MISSISSIPPI

DEPARTMENT OF BANKING AND CONSUMER FINANCE

The within and foregoing Amendment and Merger to the Charter of
Incorporation of

Renasant Bank
Tupelo, Lee County, Mississippi

Including the merger of

The Brand Banking Company
Lawrenceville, Gwinnette County, Georgia

Into and under the charter of

Renasant Bank
Tupelo, Lee County, Mississippi

is hereby approved.

In testimony whereof, I have hereunto set my
hand and caused the Seal of the Department of
Banking and Consumer Finance, State of
Mississippi, to be affixed, this the 21st day of
August, 2018.

Charlotte N. Corley

Charlotte N. Corley
Commissioner

TRADEMARK
REEL: 007477 FRAME: 0451

**BEFORE THE COMMISSIONER
DEPARTMENT OF BANKING AND CONSUMER FINANCE
OF THE STATE OF MISSISSIPPI**

IN THE MATTER OF A MERGER BETWEEN
RENASANT BANK, TUPELO, MISSISSIPPI
AND
THE BRAND BANKING COMPANY, LAWRENCEVILLE , GEORGIA

**APPLICATION FOR APPROVAL OF MERGER
OF
THE BRAND BANKING COMPANY
LAWRENCEVILLE, GEORGIA
INTO
RENASANT BANK
TUPELO, MISSISSIPPI**

Under the Charter of Renasant Bank
With Resulting Bank to be Known as

**RENASANT BANK
TUPELO, MISSISSIPPI**

COME NOW The Brand Banking Company, Lawrenceville, Georgia ("Brand Bank"), and Renasant Bank, Tupelo, Mississippi ("Renasant Bank") (both institutions hereinafter sometimes referred to as "Applicants"), acting by and through their attorneys, and respectively make application, pursuant to Miss. Code Ann. § 81-5-85, as amended, to merge Brand Bank with and into Renasant Bank under the Charter of Renasant Bank, with the resulting bank to be known as Renasant Bank, and the offices of Brand Bank to become branches of Renasant Bank, all in accordance with a written Merger Agreement and Plan of Merger. In support hereof, Renasant Bank and Brand Bank would show unto the Commissioner, Department of Banking and Consumer Finance the following:

1.

Renasant Bank is a state banking corporation organized and chartered under the laws of the State of Mississippi. Renasant Bank has its domicile and principal place of business at 209 Troy Street in the City of Tupelo, Lee County, Mississippi, where it has continually served its community since 1904. Brand Bank is a state banking corporation organized and chartered under the laws of the State of Georgia. Brand Bank has its domicile and principal place of business at 106 East Crogan Street in the City of Lawrenceville, Gwinnett County, Georgia, where it has continually served its community since 1905. Brand Bank has been in continuous operation as a state chartered bank for more than 5 years. Inasmuch as Renasant Bank and its holding company, Renasant Corporation, Tupelo, Mississippi, will be the surviving entities of the transaction, the provisions of Miss. Code Ann. § 81-8-3 do not apply.

2.

The Applicants, as state banking corporations, are permitted to merge under the authority granted by Miss. Code Ann. § 81-5-85 and § 81-23-7, and by O.C.G.A. §7-1-628.4 and §7-1-531 through §7-1-533 and §7-1-537. The resulting bank will not control in excess of twenty-five percent (25%) of the total deposits of all offices located in the State of Mississippi of commercial banks, savings banks, savings and loan associations and credit unions in the State of Mississippi as determined according to Section 81-7-8.

3.

The Applicants have entered into an Agreement and Plan of Merger and a subsidiary merger document entitled Bank Merger Agreement (the "Bank Merger Agreement"). A copy of the Bank Merger Agreement is attached hereto as Exhibit "A" as a part of this Application. If this Application is approved, Brand Bank will merge into Renasant Bank under the charter of Renasant Bank with the resulting bank to be known as Renasant Bank. The proposed transaction is a merger of two state chartered banks. If this Application is approved, the corporate existence of Brand Bank shall be merged into and continued in Renasant Bank. All rights, franchises and interests of Brand Bank, in and to every type of property (real, personal, and mixed) and choses in action shall be deemed to be transferred to and

vested in Renasant Bank without any deed or other transfer, and the said Renasant Bank, without any order or other action on the part of any court or otherwise, shall hold and enjoy the same and all rights of property, franchises and interests, including appointments, designations and nominations, and all other rights and interests as trustee, executor, administrator, registrar or transfer agent of stocks and bonds, guardian, conservator, assignee, receiver, and in every other fiduciary capacity, in the same manner and to the same extent as was held or enjoyed by Brand Bank prior to merger.

4.

At such time as the merger is consummated, the present main office of Renasant Bank in Tupelo, Lee County, Mississippi, will continue as the main office of the resulting bank. The present main office of Brand Bank in Lawrenceville, Georgia, and each branch of Brand Bank, will become branches of Renasant Bank.

5.

The said Bank Merger Agreement, previously identified as Exhibit "A", was adopted by a majority of the Board of Directors of Renasant Bank as of March 28, 2018, and by a majority of the Board of Directors of Brand Bank as of March 20, 2018. Certified copies of the Resolutions approving the Bank Merger Agreement, as taken from the minutes of the meetings of the respective Boards of Directors, are attached hereto as Exhibits "B" (Renasant Bank) and "C" (Brand Bank) and made a part of this Application.

6.

The Agreement and Plan of Merger and the Bank Merger Agreement have been ratified and approved by the parent holding company shareholder of Renasant Bank and by the parent holding company shareholder of Brand Bank. Shareholders owning at least two-thirds (2/3) of the outstanding shares of capital stock of Renasant Bank and of Brand Bank voted in the affirmative. A certified copy of the Resolution approving the Agreement and Plan of Merger and the Bank Merger Agreement adopted by the respective shareholders after due notice or waiver thereof is attached hereto as Exhibit "D" (Renasant Bank) and Exhibit "E" (Brand Bank) and made a part of this Application.

7.

As further evidence of the action of Renasant Bank and Brand Bank in approving the said Bank Merger Agreement, C. Mitchell Waycaster, President and CEO of Renasant Bank, and Bartow Morgan, Jr., Chief Executive Officer of Brand Bank, have executed a notarized Affidavit certifying approval of the Bank Merger Agreement. Copies of the notarized Affidavits are attached hereto as Exhibit "F" (Renasant Bank) and Exhibit "G" (Brand Bank) and made a part of this application.

8.

The Georgia Department of Banking and Finance acting pursuant to O.C.G.A. §7-1-628.4 and §7-1-531 through §7-1-533 and §7-1-537, approved the application of Renasant Bank to acquire Brand Bank via merger of Brand Bank with and into Renasant Bank. A copy of such approval is attached hereto as Exhibit "H".

9.

The capital stock of the resulting bank will not be less than that required under the banking laws of the State of Mississippi.

10.

If the merger requested herein is approved, all the rights, franchises, and interests of the Applicant banks in and to every species of property, real, personal, and mixed, and choses in action thereto belonging, will be deemed to be vested in the resulting bank without any deed or other transfer, and the resulting bank will hold and enjoy the same in all rights of property, franchises, and interest in the same manner and to the same extent as have been held and enjoyed by Renasant Bank and Brand Bank, respectively.

11.

The proposed merger will be in the best interest of the shareholders and depositors of both Applicant banks and to the banking public. As a result of the greater economic strength flowing from the reorganization, the resulting bank will be able to render increased banking services to the banking public in the respective relevant geographic markets of each of the banks party to this

transaction. The merger will further the economic progress and development of Gwinnett County, where seven (7) offices are located, and other counties in which Brand Bank now operates including Hall and Barrow Counties in Georgia (2 offices). Brand has filed applications with the Federal Reserve Bank of Atlanta for the conversion of its loan production offices in Atlanta, Fulton County, Georgia; Kennesaw, Cobb County, Georgia; and Alpharetta, Fulton County, Georgia. A complete list of the branch offices including the four loan production offices approved for conversion to branches are as follows:

COUNTY	BRAND BRANCH ADDRESS	STATUS
Barrow County, GA	78 N. Broad St. Winder, GA 30680	Full Service
Cobb County, GA	3415 George Busbee Parkway NW Suite 100 Kennesaw, GA 30144	Approved as branch and projected to begin operating as a branch on 8/15/2018
Fulton County, GA	3960 Old Milton Parkway Alpharetta, GA 30005	Approved as branch and projected to begin operating as a branch on 8/15/2018
Fulton County, GA	3328 Peachtree Road NE Atlanta, GA 30326	Approved as branch and projected to begin operating as a branch on 8/15/2018
Gwinnett County, GA	485 Dacula Road Dacula, GA 30019	Approved as branch and projected to begin operating as a branch on 9/4/18
Gwinnett County, GA	2255 Buford Hwy. Buford, GA 30518	Full Service
Gwinnett County, GA	6224 Sugarloaf Pkwy. Duluth, GA 30097	Full Service
Gwinnett County, GA	2100 Grayson Highway Grayson, GA 30017	Full Service
Gwinnett County, GA	106 East Crogan Street Lawrenceville, GA 30046	Full Service
Gwinnett County, GA	141 Hurricane Shoals Road NE Lawrenceville, GA 30046	Full Service
Gwinnett County, GA	2488 E. Main Street Snellville, GA 30078	Full Service

COUNTY	BRAND BRANCH ADDRESS	STATUS
Gwinnett County, GA	480 Peachtree Industrial Blvd. Suwanee, GA 30024	Full Service
Hall County, GA	5319 Atlanta Highway Flowery Branch, GA 30542	Full Service

The relevant geographic market areas of Renasant Bank and Brand Bank have market overlap in only two banking markets, Fulton and Gwinnett Counties, both of which are a part of the Atlanta Metropolitan Statistical Area (the "Atlanta MSA"). The acquisition by Renasant Bank is primarily a market expansion within the Atlanta, Georgia market area since the number of offices for Applicant will increase from eighteen (18) in the Atlanta MSA to twenty-seven (27) in the Atlanta MSA, an area that contains over one thousand two hundred twenty-five (1,225) banking offices as of June 28, 2018. The proposed merger will not adversely affect any existing banking institution and will not result in any significant lessening of competition.

12.

Renasant Bank is a state non-member banking corporation insured by the Federal Deposit Insurance Corporation. Brand Bank is a Federal Reserve member bank insured by the Federal Deposit Insurance Corporation. Pursuant to the requirements of Section 18(c) of the Federal Deposit Insurance Act, as amended, 12 U.S.C. §1828(c), the merger must be approved by the Federal Deposit Insurance Corporation before it can become effective. Such approval was granted August 3, 2018, by the Federal Deposit Insurance Corporation. A copy of the Order approving the application is attached hereto as Exhibit "I". Additionally, officers of each bank, by delegated authority from the respective Boards of Directors of Renasant Bank and Brand Bank, have determined that the merger between the two institutions be consummated effective at 12:01 a.m. Central Daylight Savings Time on September 1, 2018, as stated in the attached Exhibits "J" and "K" respectively.

13.

WHEREFORE, Renasant Bank, Tupelo, Mississippi, and Brand Bank, Lawrenceville, Georgia, respectfully move the Commissioner of Banking and Consumer Finance of the State of Mississippi, in accordance with the provisions of Miss. Code Ann. §§ 81-5-85 and 81-23-1, *et seq.*, to approve the merger of Brand Bank into Renasant Bank so as to be effective at the time specified in Articles of Merger to be filed according to the terms of the Bank Merger Agreement previously identified as Exhibit "A" to this Application under the Charter of Renasant Bank, Tupelo, Mississippi, with the resulting bank to be known as Renasant Bank. The Applicant banks move for such other and general relief as to which they may be entitled.

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THIS the 16th day of August, 2018.

Respectfully submitted,

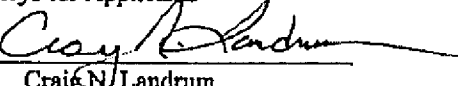
RENASANT BANK
Tupelo, Mississippi, Applicant

BRAND BANK
Lawrenceville, Georgia, Applicant

TROUTMAN SANDERS LLP
Attorneys for Applicants

BY: 
James Stevens

JONES WALKER LLP
Attorneys for Applicants

BY: 
Craig N. Landrum

(Signature page for Application for Approval of Merger)

ARTICLES OF MERGER
OF
THE BRAND BANKING COMPANY
LAWRENCEVILLE, GEORGIA
WITH AND INTO
RENASANT BANK
TUPELO, MISSISSIPPI

WHEREAS, Renasant Bank, having its main office and registered office located at 209 Troy Street, Tupelo, Lee County, Mississippi, is a state chartered bank operating under a Charter of Incorporation granted by the State of Mississippi in 1904;

WHEREAS, The Brand Banking Company, having its main office and registered office located at 106 East Crogan Street, Lawrenceville, Gwinnett County, Georgia, is a state chartered bank operating under a Charter and Articles of Incorporation granted in 1905; and

WHEREAS, on March 28, 2018, Renasant Bank ("Renasant Bank"), acting by its Board of Directors pursuant to the provisions of Section 81-5-85 of the Mississippi Code of 1972, as amended, adopted and executed an Agreement and Plan of Merger and on March 28, 2018, adopted and executed a Bank Merger Agreement whereby The Brand Banking Company would be merged into Renasant Bank; and

WHEREAS, on March 20, 2018, The Brand Banking Company ("Brand Bank"), acting by its Board of Directors pursuant to the provisions of O.C.G.A. §7-1-628.4 and §7-1-531 through §7-1-533 and §7-1-537, adopted and executed an Agreement and Plan of Merger and on March 20, 2018, adopted and executed a Bank Merger Agreement (the "Agreement") whereby Brand Bank would be merged into Renasant Bank; and

WHEREAS, the Agreement was ratified and approved by the sole shareholder of Renasant Bank on March 28, 2018, with shareholders owning more than two-thirds (2/3) of the outstanding capital stock of Renasant Bank voting in the affirmative; and

WHEREAS, the Agreement was ratified and confirmed by the shareholder of Brand Bank on March 28, 2018, with shareholders owning at least two-thirds (2/3) of the outstanding capital stock of Brand Bank voting in the affirmative; and

WHEREAS, on July 24, 2018, the Georgia Department of Banking and Finance, acting pursuant to O.C.G.A. §7-1-628.5, approved the application of Renasant Bank to acquire Brand Bank via the merger of Brand Bank with and into Renasant Bank; and

WHEREAS, on August 3, 2018, the Federal Deposit Insurance Corporation, acting pursuant to Section 18(c) of the Federal Deposit Insurance Act, 12 U.S.C. § 1828(c), entered an Order granting the consent of the Federal Deposit Insurance Corporation to the proposed merger and further directing that the merger may be consummated immediately, subject to a Department of Justice waiting period which has expired; and

WHEREAS, by separate resolutions, the respective Boards of Directors of Renasant Bank and Brand Bank have authorized the officers of each respective bank to set the time and date of merger and, pursuant to such authority, the officers of each bank have set the time and date of the merger to be effective at 12:01 a.m. Central Daylight Savings Time on September 1, 2018; and

WHEREAS, the matters recited above are evidenced by certain documents, copies of which are a part of the annexed Application for Approval of Merger of Brand Bank, Lawrenceville, Georgia, into Renasant Bank, Tupelo, Mississippi, a copy of which is attached hereto, which documents are identified as follows:

- A. Bank Merger Agreement between Renasant Bank and Brand Bank.
- B. Certified copy of Renasant Bank's Board of Directors Resolution Approving the Agreement adopted on March 28, 2018.
- C. Certified copy of Brand Bank's Board of Directors Resolution Approving the Agreement adopted on March 20, 2018.
- D. Certified copy of Renasant Bank's Shareholder Resolution Approving the Agreement adopted on March 28, 2018.
- E. Certified copy of Brand Bank's Certification of Shareholder Approval of the Agreement adopted on March 28, 2018.
- F. Affidavit of Chief Executive Officer of Renasant Bank.
- G. Affidavit of Chief Executive of Brand Bank.
- H. Approval of the Georgia Department of Banking and Finance, July 24, 2018.
- I. Order of Federal Deposit Insurance Corporation approving the Application for Merger on August 3, 2018.
- J. Certificate of Renasant Bank Designating of the Effective Time.
- K. Certificate of Brand Bank Designating the Effective Time.

NOW, THEREFORE, Renasant Bank, Tupelo, Mississippi and Brand Bank, Lawrenceville, Georgia, each respective bank acting by and through its undersigned officers, hereby request the Commissioner, Mississippi Department of Banking & Consumer Finance, to approve the Articles of Merger subject to the terms of the annexed Bank Merger Agreement such merger to be effective at 12:01 a.m. Central Daylight Savings Time on September 1, 2018, to attach his Certificate of Approval thereto and to forward these Articles of Merger to the Attorney General for processing and subsequent transmittal to the Governor and Secretary of State, all in accordance with Section 81-3-15 of the Mississippi Code of 1972, as amended.

THIS the 14th day of August, 2018.

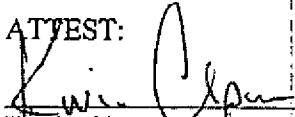
Respectfully submitted,

Renasant Bank
Tupelo, Mississippi

BY: _____


C MITCHELL WAYCASTER, President
and Chief Executive Officer

ATTEST:


Kevin Chapman, Chief Financial Officer

Brand Bank
Lawrenceville, Georgia

BY: _____

BARTOW MORGAN, JR.,
Chief Executive Officer.

ATTEST:

Suzanne Deep, Secretary

(Signature page for Bank Articles of Merger)

THIS the 14th day of August, 2018.

Respectfully submitted,

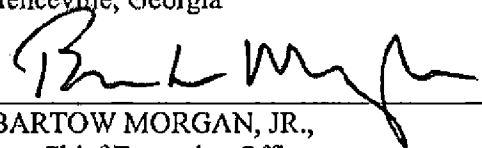
Renasant Bank
Tupelo, Mississippi

BY: _____
C. MITCHELL WAYCASTER, President
and Chief Executive Officer

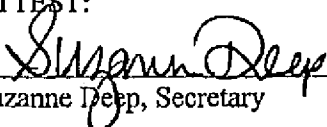
ATTEST:

Kevin Chapman, Chief Financial Officer

Brand Bank
Lawrenceville, Georgia

BY: 
BARTOW MORGAN, JR.,
Chief Executive Officer

ATTEST:



Suzanne Deep, Secretary

(Signature page for Bank Articles of Merger)

STATE OF MISSISSIPPI

COUNTY OF LEE

PERSONALLY appeared before me, the undersigned authority in and for the said jurisdiction, the within named C. MITCHELL WAYCASTER, who having been duly sworn by me, stated under oath the following:

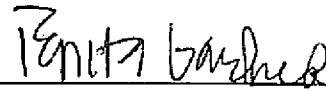
I, the undersigned, C. MITCHELL WAYCASTER, President and Chief Executive Officer of Renasant Bank, Tupelo, Mississippi, do hereby certify that the matters set forth in the foregoing Articles of Merger are true and correct as therein stated, and that I have signed the foregoing Articles of Merger on behalf of Renasant Bank, having full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my signature on this the 14th day of August, 2018.



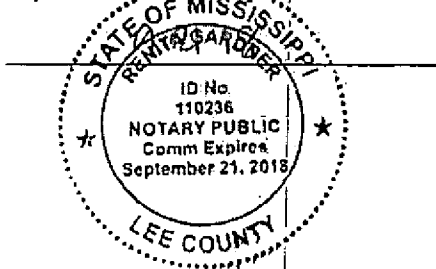
C. MITCHELL WAYCASTER, President and Chief Executive Officer

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 2018.



NOTARY PUBLIC

My Commission Expires:



(Notarization – Bank Articles of Merger)

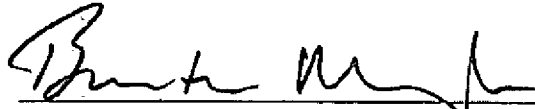
STATE OF GEORGIA

COUNTY OF GWINNETT


PERSONALLY appeared before me, the undersigned authority in and for the said jurisdiction, the within named BARTOW MORGAN, JR., who having been duly sworn by me, stated under oath the following:

I, the undersigned, BARTOW MORGAN, JR., Chief Executive Officer of Brand Bank, Lawrenceville, Georgia, do hereby certify that the matters set forth in the foregoing Articles of Merger are true and correct as therein stated, and have signed the foregoing Articles of Merger on behalf of Brand Bank, having full power and authority to do so.

IN WITNESS WHEREOF, I have affixed my signature on this the 14th day of August, 2018.

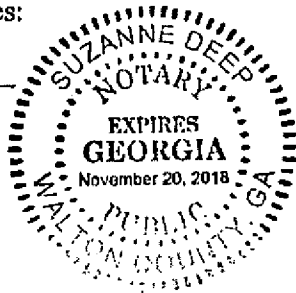

BARTOW MORGAN, JR., Chief Executive Officer

SWORN TO AND SUBSCRIBED BEFORE ME, on this the 14th day of August, 2018.


NOTARY PUBLIC

My Commission Expires:

11/20/18



(Notarization – Bank Articles of Merger)

EXHIBIT A

BANK MERGER AGREEMENT

Attached on following page.

BANK MERGER AGREEMENT

This Bank Merger Agreement (this "**Bank Merger Agreement**") dated as of March 28, 2018, is made by and between Renasant Bank, a Mississippi banking corporation ("**Renasant Bank**"), and The Brand Banking Company, a Georgia banking corporation ("**Brand Bank**"). Each of Renasant Bank and Brand Bank is a "**party**" to this Bank Merger Agreement, and one or more of them are "**parties**" hereto, as the context may require.

WITNESSETH:

WHEREAS, Renasant Corporation, a Mississippi corporation, Renasant Bank, Brand Group Holdings, Inc., a Georgia corporation, and Brand Bank have entered into an Agreement and Plan of Merger, dated as of March 28, 2018 (the "**Merger Agreement**"); and

WHEREAS, pursuant to the Merger Agreement and this Bank Merger Agreement, and subject to the terms and conditions set forth therein and herein, Brand Bank shall be merged with and into Renasant Bank, with Renasant Bank being the surviving banking corporation in such merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein and in the Merger Agreement, the parties hereto do mutually agree as follows:

ARTICLE I DEFINITIONS

Except as otherwise provided herein, the capitalized terms set forth below shall have the following meanings:

"**Effective Time**" shall mean the date and time at which the Merger becomes effective as provided in Section 2.2 of this Bank Merger Agreement.

"**Merger**" shall refer to the merger of Brand Bank with and into Renasant Bank as provided in Section 2.1 of this Bank Merger Agreement.

"**Merging Banks**" shall mean Renasant Bank and Brand Bank.

"**Brand Bank Common Stock**" shall mean the common stock, par value \$5.00 per share, of Brand Bank.

"**Surviving Bank**" shall mean Renasant Bank as the surviving banking corporation in the Merger.

ARTICLE II TERMS OF THE MERGER

2.1 THE MERGER. Subject to the terms and conditions set forth in the Merger Agreement, at the Effective Time, Brand Bank shall be merged with and into Renasant Bank in accordance with Title 81 of the Mississippi Code of 1972, as amended (the "**Mississippi Code**") and Title 7 of the Official Code of Georgia Annotated, as amended (the "**Georgia Code**"). Renasant Bank shall be the Surviving Bank in the Merger and shall continue to be governed by the laws of the State of Mississippi. At the Effective Time, the Merger shall have the effects set forth in Mississippi Code Annotated Section 81-5-85 and the separate existence and corporate organization of Brand Bank shall cease, and all right, title and interest in

and to all real estate and other property owned by, and every contract right possessed by, Brand Bank shall be vested in Renasant Bank as the Surviving Bank, without reversion or impairment, without further act or deed and without any transfer or assignment having occurred (but subject to any existing liens or other encumbrances thereon), and all liabilities of Brand Bank shall be vested in Renasant Bank as the Surviving Bank, as the primary obligor therefor, and, except as set forth in the Merger Agreement, no other person shall be liable therefor, and all proceedings pending by or against Brand Bank shall be continued by or against Renasant Bank as the Surviving Bank, and all liabilities, obligations, assets or rights associated with such proceedings shall be vested in Renasant Bank as the Surviving Bank.

2.2 EFFECTIVE TIME. The Merger shall become effective upon the date and time stated in the Certificate of Merger Approval issued by the Mississippi Commissioner of Banking and Consumer Finance ("MCB").

2.3 NAME OF THE SURVIVING BANK. The name of the Surviving Bank shall be "Renasant Bank."

2.4 CHARTER OF INCORPORATION. On and after the Effective Time, the Charter of Incorporation of the Surviving Bank shall be the Charter of Incorporation of Renasant Bank as in effect immediately prior to the Effective Time until thereafter amended in accordance with applicable law.

2.5 BYLAWS. On and after the Effective Time, the Bylaws of the Surviving Bank shall be the Bylaws of Renasant Bank as in effect immediately prior to the Effective Time until thereafter amended in accordance with applicable law.

ARTICLE III CANCELLATION OF SHARES

3.1 CANCELLATION OF SHARES. At the Effective Time, each share of Brand Bank Common Stock issued and outstanding immediately prior to the Effective Time shall be automatically cancelled and the certificate or certificates therefor shall be surrendered and cancelled. There shall be no conversion, exchange or consideration for such Brand Bank Common Stock. All of the shares of Renasant Bank issued and outstanding immediately prior to the effective time of the Merger shall remain issued and outstanding after the Effective Time of and shall be unaffected by the Merger. The authorized capital stock of Renasant Bank as the Surviving Bank following the Effective Time of the Merger shall be 772,822 shares of common stock, \$5.00 par value per share, unless and until the same shall be changed in accordance with applicable Mississippi law.

ARTICLE IV FILING OF ARTICLES OF MERGER

The approval of this Bank Merger Agreement by the respective sole stockholders of Renasant Bank and Brand Bank shall be certified in Articles of Merger which shall be signed and acknowledged by the President or Vice President of each of the Merging Banks.

ARTICLE V MISCELLANEOUS

5.1 CONDITIONS PRECEDENT. The respective obligations of each party under this Bank Merger Agreement shall be subject to the satisfaction, or waiver by the party permitted to do so, of the conditions set forth in Article VI of the Merger Agreement.

5.2 TERMINATION. This Bank Merger Agreement shall be terminated automatically without further act or deed of either of the parties in the event of the termination of the Merger Agreement in accordance with Article VII thereof.

5.3. AMENDMENTS. To the extent permitted by the Mississippi Code, this Bank Merger Agreement may be amended by a subsequent writing signed by each of the parties hereto upon the approval of the Board of Directors of each of the parties.

5.4 SUCCESSORS. This Bank Merger Agreement shall be binding on the successors of Brand Bank.

IN WITNESS WHEREOF, Renasant Bank and Brand Bank have caused this Bank Merger Agreement to be executed by their duly authorized officers as of the day and year first above written.

RENASANT BANK

By: 

Name: C. Mitchell Waycaster
Title: Chief Executive Officer

THE BRAND BANKING COMPANY

By: _____

Name: Bartow Morgan, Jr.
Title: Chief Executive Officer

5.2 TERMINATION. This Bank Merger Agreement shall be terminated automatically without further act or deed of either of the parties in the event of the termination of the Merger Agreement in accordance with Article VII thereof.

5.3. AMENDMENTS. To the extent permitted by the Mississippi Code, this Bank Merger Agreement may be amended by a subsequent writing signed by each of the parties hereto upon the approval of the Board of Directors of each of the parties.

5.4 SUCCESSORS. This Bank Merger Agreement shall be binding on the successors of Brand Bank.

IN WITNESS WHEREOF, Renasant Bank and Brand Bank have caused this Bank Merger Agreement to be executed by their duly authorized officers as of the day and year first above written.

RENASANT BANK

By: _____
Name: C. Mitchell Waycaster
Title: Chief Executive Officer

THE BRAND BANKING COMPANY

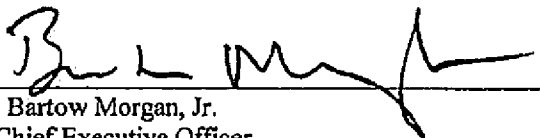
By: 
Name: Bartow Morgan, Jr.
Title: Chief Executive Officer

EXHIBIT B

CERTIFICATE

RENASANT BANK

Board Resolutions

I, C. Mitchell Waycaster, President and Chief Executive Officer of Renasant Bank, a Mississippi banking corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of Directors of the Company, approving the Bank Merger Agreement and the merger of The Brand Banking Company, Lawrenceville, Georgia, with and into Company, which were duly adopted on March 28, 2018, and have not been rescinded as of this date.

This the 16th day of August, 2018.



C. MITCHELL WAYCASTER, President and
Chief Executive Officer

ATTEST:



Kevin Chapman, Chief Financial Officer

**RENASANT BANK
RESOLUTIONS OF THE BOARD OF DIRECTORS**

Approval of the Merger

WHEREAS, Renasant Bank, a Mississippi banking corporation (the "Bank"), intends to enter into an Agreement and Plan of Merger (the "Merger Agreement") by and among Renasant Corporation, a Mississippi corporation (the "Company"), the Bank, Brand Group Holdings, Inc., a Georgia corporation, and The Brand Banking Company, a Georgia banking corporation ("Brand Bank"), pursuant to which, among other things, Brand Bank will merge with and into the Bank (the "Merger") and the separate existence of Brand Bank shall cease and the Bank shall continue as the surviving banking corporation;

WHEREAS, the Board of Directors has determined in its opinion that the Merger is in the best interests of the sole stockholder of the Bank and is on terms that are fair, from a financial point of view, to such stockholder;

WHEREAS, the Board of Directors desires to take any and all other actions necessary to consummate the Merger.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby approve the Merger, the Merger Agreement and the other transaction documents referred to in the Merger Agreement relating to the Merger (the "Transaction Documents"), and does hereby recommend that the Company, in its capacity as the sole stockholder of the Bank, adopt and approve the Merger and the Merger Agreement;

FURTHER RESOLVED, that E. Robinson McGraw, C. Mitchell Waycaster, Kevin D. Chapman and such other officers of the Bank as each or any of them may designate, orally or in writing (the "Authorized Officers"), are, and each of them acting singly is, hereby authorized and directed to negotiate, execute and deliver on behalf of the Bank the Merger Agreement and the other Transaction Documents, all such documents to be in such form and to contain such warranties, representations, covenants, agreements, terms and conditions as such Authorized Officers shall determine in their sole discretion, the exercise of which shall be conclusively presumed from their signatures on such documents;

Employment Agreements

WHEREAS, the Board of Directors has determined that it is in the best interests of the Bank to enter into employment agreements with each of Richard A. Faircy and Mike Dunlap, respectively (the "Employment Agreements"), effective as of the Effective Time; and

BE IT RESOLVED, that the Authorized Officers be and each of them acting individually are hereby authorized to execute and deliver the Employment Agreements, and all other instruments, documents, agreements and certificates as may be now or hereafter required from time to time in connection therewith, all of the foregoing to contain such warranties, representations, covenants, agreements, terms and conditions as may be determined by the Authorized Officers, acting in their sole and absolute discretion, the exercise of which shall be conclusively presumed from the execution and delivery of each such agreement, document, certificate or instrument or the taking of each such action, by the Authorized Officers on behalf of the Company; and

Enabling Resolutions

FURTHER RESOLVED, that the Authorized Officers are, and each of them acting singly is, hereby authorized and directed to negotiate, execute and deliver on behalf of the Bank all other agreements, documents, certificates or instruments necessary to effectuate fully these resolutions, each such agreement, document, certificate or instrument to be in such form and to contain such warranties, representations, covenants, agreements, terms and conditions as such Authorized Officers shall determine in their sole discretion, the exercise of which shall be conclusively presumed from their signature on such documents;

FURTHER RESOLVED, that the Authorized Officers are, and each of them acting singly is, hereby authorized and directed to take all actions and do all things, including filing applications with the regulatory agencies which the Authorized Officers determine are required to approve the Merger, as may be required, or as may in their sole discretion be necessary or advisable, in order to effectuate fully these resolutions; and

FURTHER RESOLVED, that all actions taken by the Authorized Officers, or such agents as they may have appointed, either orally or in writing, prior to the date of the adoption of these resolutions with respect to the Merger Agreement, the Merger, the Employment Agreements or otherwise in furtherance of the purposes of these resolutions are hereby approved, ratified and confirmed in all respects.

EXHIBIT C

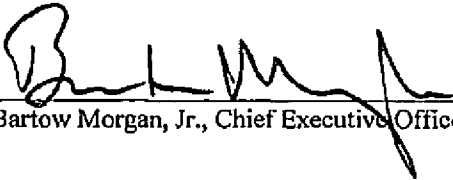
CERTIFICATE

THE BRAND BANKING COMPANY


Board Resolutions

I, Bartow Morgan, Jr., Chief Executive Officer of The Brand Banking Company, a Georgia banking corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of Directors of the Company, approving the Bank Merger Agreement and the merger of the Company, with and into Renasant Bank, Tupelo, Mississippi, which were duly adopted on March 20, 2018, and have not been rescinded as of this date.

This the 16th day of August, 2018.


Bartow Morgan, Jr., Chief Executive Officer

ATTEST:


Suzanne Deep, Secretary

RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
THE BRAND BANKING COMPANY

March 20, 2018

Approval of Merger Agreement

WHEREAS, it is proposed to the Board of Directors (the "*Board of Directors*") of The Brand Banking Company (the "*Bank*") for the Bank to merge (the "*Bank Merger*") with Renasant Bank, a Mississippi banking corporation ("*Renasant Bank*") pursuant to the terms and conditions of an Agreement and Plan of Merger by and among Brand Group Holdings, Inc., a Georgia corporation and the sole shareholder of the Bank (the "*Company*"), and the Bank, on the one hand, and Renasant Corporation, a Mississippi corporation and the sole shareholder of Renasant Bank ("*Renasant*"), and Renasant Bank, on the other hand, in the form presented to the Board of Directors at this meeting (the definitive form of such agreement, the "*Merger Agreement*"), and that Renasant Bank be the survivor in the Bank Merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of the Bank; and

WHEREAS, the board of directors of the Company, as the sole shareholder of the Bank, will approve and adopt the Merger Agreement, pursuant to which, among other things, the Company will merge with and into Renasant, with Renasant as the surviving corporation (the "*Parent Merger*");

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentations made to the Board of Directors, and such other matters as were deemed relevant by the Board of Directors, the Board of Directors (a) determines that the Merger Agreement and the transactions and matters contemplated thereby (including, without limitation, the Bank Merger), are advisable and in the best interests of the Bank, its sole shareholder and the Bank's other constituencies and (b) hereby approves the Merger Agreement and the transactions contemplated thereby, including the Bank Merger;

FURTHER RESOLVED, that the appropriate officers of the Bank are hereby authorized and directed to execute and deliver on behalf of the Bank the Merger Agreement, in substantially the form presented to the Board of Directors with such changes as the officer executing the same shall, with the advice and assistance of counsel, authorize and approve, such authorization and approval to be conclusively evidenced by the execution and delivery thereof in final form;

FURTHER RESOLVED, that the Merger Agreement be submitted to the Company, the sole shareholder of the Bank, for its approval pursuant to Section 7-1-531 of the Financial Institutions Code of Georgia;

FURTHER RESOLVED, that the appropriate officers of the Bank are, and each of them hereby is, authorized and directed, for and on behalf of the Bank, to do all acts and prepare, execute and file all documents as they may deem necessary or desirable to carry out the intents and purposes of the foregoing resolutions, including without limitation, the preparation, filing and taking of all necessary and appropriate action in connection with any applications, requests for approval, consents, interpretations, no-action requests or other determinations, notices and other information and documents, and any modifications or supplements thereto, to any Governmental Entity, Regulatory Agency, or other federal, state, local or foreign governmental authorities or other third party, including the Federal Reserve System, the Federal Deposit Insurance Corporation, the Mississippi Commissioner of Banking and Consumer Finance and the Georgia Department of Banking and Finance, and for approval of the Merger Agreement or any of the transactions contemplated thereby, including the Bank Merger, and in this connection to file

such certificates, documents and other instruments as such officers shall deem necessary or appropriate; and that the appropriate officers of the Bank, and its counsel, are hereby authorized to file such applications, notices or other information or documents with any Governmental Entity, Regulatory Agency or other federal, state, local or foreign governmental authorities as are deemed necessary or appropriate in connection with the transactions contemplated by the Merger Agreement, including the Bank Merger; and the appropriate officers of the Bank, and its counsel, are hereby authorized to seek such approvals from, and to give such notices to, any other persons (individual, corporate or otherwise) as are deemed necessary or appropriate for the consummation of the transactions contemplated by the foregoing resolutions, the Bank Merger and the Merger Agreement, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Bank have authorized such action;

General Authorizations

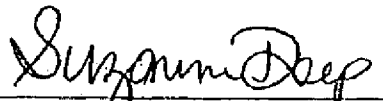
FURTHER RESOLVED, that, without limiting the foregoing, the appropriate officers of the Bank are, and each of them hereby is, authorized and directed, for and on behalf of the Bank, to execute and deliver, or cause to be delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that they may deem necessary or advisable, in order to effect the purpose of each and all of the foregoing resolutions, and to pay any and all fees and expenses in connection therewith;

FURTHER RESOLVED, that any actions taken by such officers prior to the date of this meeting that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the act and deed of the Bank;

FURTHER RESOLVED, that any resolutions inconsistent with the foregoing or with any action of any officer pursuant to the foregoing are hereby modified or rescinded so as to be consistent herewith and therewith; and

FURTHER RESOLVED, that the Board of Directors hereby adopts and incorporates by reference any form of specific resolution that in the opinion of the appropriate officers of the Bank is necessary or advisable to carry into effect the purpose and intent of the foregoing resolutions, or covering authority included in matters authorized in the foregoing resolutions, including forms of resolutions in connection therewith that may be required by the SEC, Nasdaq, any Governmental Entity, Regulatory Authority state, institution, person, agency or otherwise, and any trustee or other party to any indenture, trust or similar agreements of the Bank or Renasant Bank and their respective subsidiaries, and the Secretary of the Bank hereby is directed to insert a copy thereof in the minute book of the Bank and to certify the same as having been duly adopted thereby, which will thereupon be deemed to be adopted by the Board of Directors with the same force and effect as if presented at this meeting.

Attest:



Suzanne Deep
Secretary

EXHIBIT D

CERTIFICATE

RENASANT CORPORATION

Sole Shareholder Resolutions

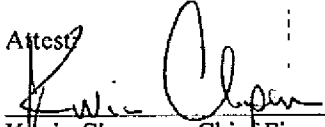
I, E. Robinson McGraw, Chairman of Renasant Corporation, a Mississippi corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of Directors of the Company as sole shareholder of Renasant Bank approving the Bank Merger Agreement and the merger of Brand Bank, Lawrenceville, Georgia with and into its subsidiary bank, Renasant Bank, Tupelo, Mississippi, which was duly adopted on March 28, 2018. These resolutions have not been rescinded as of this date.

This the 16th day of August, 2018.



E. Robinson McGraw, Chairman

Attest


Kevin Chapman, Chief Financial Officer

**RENASANT CORPORATION
RESOLUTIONS OF THE BOARD OF DIRECTORS**

Approval of the Mergers

WHEREAS, Renasant Corporation, a Mississippi corporation (the "Company"), intends to enter into an Agreement and Plan of Merger (the "Merger Agreement") by and among the Company, Renasant Bank, a Mississippi banking corporation, Brand Group Holdings, Inc., a Georgia corporation ("Brand"), and The Brand Banking Company, a Georgia banking corporation ("Brand Bank"), pursuant to which Brand will merge with and into the Company (the "Parent Merger") and Brand Bank will merge with and into Renasant Bank (the "Bank Merger," and together with the Parent Merger, the "Mergers"), and the separate existence of each of Brand and Brand Bank shall cease and the Company and Renasant Bank shall continue as the surviving corporation and surviving banking corporation, respectively;

WHEREAS, in the Parent Merger, in exchange for each share of common stock, no par value per share, of Brand, Brand shareholders will receive (i) cash in the amount of \$77.50 less any applicable withholding taxes, and (ii) 32.87 shares (or fraction thereof) of common stock, \$5.00 par value per share, of the Company (the "Merger Consideration"), all as more fully set forth in the Merger Agreement;

WHEREAS, the Board of Directors has received an opinion and presentation from Keefe, Bruyette & Woods, Inc. that the Merger Consideration is fair, from a financial point of view, to the Company;

WHEREAS, the Board of Directors of Renasant Bank has recommended that the Company, in its capacity as the sole shareholder of Renasant Bank, adopt and approve the Bank Merger and the Merger Agreement;

WHEREAS, the Board of Directors has determined in its opinion that the Parent Merger is in the best interests of the shareholders of the Company and is on terms that are fair, from a financial point of view, to such shareholders and that the Bank Merger is in the best interest of the Company in its capacity as the sole shareholder of Renasant Bank and is on terms that are fair, from a financial point of view, to the Company in its capacity as the sole shareholder of Renasant Bank;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby approve the Parent Merger, the Merger Agreement and the other transaction documents referred to in the Merger Agreement relating to the Parent Merger, including the schedules to the Merger Agreement (the "Parent Merger Transaction Documents"), and E. Robinson McGraw, C. Mitchell Waycaster, Kevin D. Chapman and such other officers of the Company as any of them may designate, orally or in writing (the "Authorized Officers"), are, and each of them acting singly is, hereby authorized and directed to negotiate, execute and deliver on behalf of the Company the Merger Agreement and the other Parent Merger Transaction Documents, all such documents to be in such form and to contain such warranties, representations, covenants, agreements, terms and conditions as such Authorized Officers shall determine in their sole discretion, the exercise of which shall be conclusively presumed from their signatures on such documents;

FURTHER RESOLVED, that the Board of Directors, acting in the Company's capacity as the sole shareholder of Renasant Bank, does hereby authorize and approve the Bank Merger, the Merger Agreement and the other transaction documents referred to in the Merger Agreement relating the Bank Merger (the "Bank Merger Transaction Documents"), and the Authorized Officers are, and each of them acting singly is, hereby authorized and directed to negotiate, execute and deliver on behalf of the Company, in its capacity as the sole shareholder of Renasant Bank, the Merger Agreement and the other Bank Merger

Transaction Documents, all such documents to be in such form and to contain such warranties, representations, covenants, agreements, terms and conditions as such Authorized Officers shall determine in their sole discretion, the exercise of which shall be conclusively presumed from their signatures on such documents; and

S-4 Registration Statement; Reservation of Shares

WHEREAS, the Board of Directors has been advised that the Company must file a Registration Statement on Form S-4 under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission (the "Commission"), together with any proxy statements, prospectuses, financial statements, schedules, and exhibits included as a part thereof (collectively, the "Registration Statement"), substantially in the form to be reviewed by this Board of Directors, relating to the payment of the stock portion of the Merger Consideration in the Parent Merger;

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company to delegate to the Authorized Officers the power and authority to prepare and file, or cause to be prepared and filed, with the Commission the Registration Statement on behalf of the Company; and

WHEREAS, the Board of Directors deems it advisable and in the best interests of the Company to reserve and set-aside sufficient shares of the Company's common stock in order to issue and pay the stock portion of the Merger Consideration upon the consummation of the Parent Merger and, upon closing of the Parent Merger, issue such shares.

RESOLVED, that the Authorized Officers are hereby authorized, empowered and directed to prepare and file, or cause to be prepared and filed, with the Commission, at such time as determined in their sole and absolute discretion, the Registration Statement with respect to the stock portion of the Merger Consideration to be issued in connection with the Parent Merger;

FURTHER RESOLVED, that E. Robinson McGraw shall be named in such Registration Statement as the agent for service and that such agent is hereby authorized and designated to act on behalf of this Company as agent as to all matters relating to such Registration Statement, including any amendments thereto or withdrawal thereof or the de-registration (or similar action) of the securities registered thereunder, with the powers enumerated in the rules and regulations of the Commission under the Securities Act and the rules and regulations promulgated thereunder, including, without limitation, Rule 478 thereof;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized, empowered and directed to prepare and deliver, or cause to be prepared and delivered, a prospectus or prospectuses complying with the requirements of Form S-4, and to prepare or cause to be prepared any supplement to any such prospectus(es) as may be required under applicable law;

FURTHER RESOLVED, that each officer and director of the Company who may be required to sign the Registration Statement is hereby authorized to execute a power of attorney appointing E. Robinson McGraw, C. Mitchell Waycaster and Kevin D. Chapman, or each or any of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, for him or her in his or her name in any and all capacities to sign the Registration Statement, any amendments thereto and all documents in connection therewith to enable the Company to comply with the Securities Act and other federal and state securities laws;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized to sign the Registration Statement, and all documents in connection therewith and all instruments necessary to enable

the Company to comply with the Securities Act and other federal and state securities laws, and to file any such documents or instruments with the Commission in the name of each such officer and director who shall have executed such power of attorney;

FURTHER RESOLVED, that the Authorized Officers are hereby authorized, empowered and directed to prepare or cause to be prepared and to execute in the name and on behalf of the Company and to cause to be filed with the Commission such amendments and supplements to the Registration Statement or prospectuses as are deemed necessary or advisable in order that the Registration Statement shall remain effective and in compliance with the rules and regulations of the Commission;

FURTHER RESOLVED, that the Board of Directors hereby authorizes the issuance of the Merger Consideration upon the closing of the Parent Merger; and

FURTHER RESOLVED, that, to the extent shares of the Company's \$5.00 par value common stock are registered pursuant to the Registration Statement and subsequently issued in accordance with the terms and conditions thereof, upon issuance of any and all such shares in exchange for shares of Brand common stock, such shares shall be deemed duly authorized, validly issued, fully paid and nonassessable; and

Nasdaq Listing

WHEREAS, the Board of Directors believes that it is in the best interests of the Company that the stock portion of the Merger Consideration be listed for trading with The NASDAQ Stock Market, Inc. ("Nasdaq");

RESOLVED, that the Authorized Officers are, and each of them acting singly is, hereby authorized and empowered to file on behalf of the Company with Nasdaq an application or such other instrument as may be required by Nasdaq to effect the listing thereon of the stock portion of the Merger Consideration, and that such Authorized Officers are hereby authorized and empowered to take all such actions, and to file with Nasdaq all such documents, which they shall deem necessary or advisable to effect such listing in their sole and absolute discretion, the exercise of which shall be conclusively presumed from their taking of such action or delivery of such documents; and

Blue Sky Filings

WHEREAS, the Board of Directors believes that it is in the best interests of the Company that the stock portion of the Merger Consideration be qualified, registered for sale or deemed exempt from such registration or qualification under the Blue Sky laws or stated securities law of various states;

BE IT RESOLVED, that it is desirable and in the best interests of the Company that the stock portion of the Merger Consideration be qualified or registered for sale in various states; that the Authorized Officers or such agents as they may appoint, either orally or in writing, be, and each of them hereby is, authorized, empowered and directed to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the stock portion of the Merger Consideration as such Authorized Officers or agents may deem advisable; that such Authorized Officers or agents are hereby authorized to perform on behalf of the Company any and all such acts as they deem necessary or advisable in order to effect the registration or qualification (or exemption therefrom) of the stock portion of the Merger Consideration for issue, offer or sale under the Blue Sky or securities laws of such states; and in connection therewith to execute, verify and file all requisite papers and documents, including, but not limited to applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; to take any and all further action that they may deem necessary or advisable in order to maintain

such registration or qualification for as long as such Authorized Officers or agents deem necessary; and the execution by such Authorized Officers or agents of any such paper or document or by taking any action in connection with the foregoing matters shall conclusively establish their authority for the Company and the approval and ratification by the Company of the papers and documents so executed and the actions so taken; and

FURTHER RESOLVED, that in connection with the foregoing, this Board of Directors hereby adopts and makes a part of these resolutions, as though fully recited herein, any prescribed forms of resolutions or consents as may be required or specified by any of such states in connection with the registration or qualification of the stock portion of the Merger Consideration therein; and

Termination Agreements

WHEREAS, the Board of Directors of Brand and Brand Bank previously resolved to enter into a termination agreement with each of Bartow Morgan, Jr., Robert L. Cochran and Richard A. Fairey (the "Termination Agreements");

RESOLVED, that at the Effective Time the Company shall assume the Termination Agreements;

Employment Agreement

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company to enter into an employment agreement with Bartow Morgan, Jr., (the "Employment Agreement"), effective as of the Effective Time; and

BE IT RESOLVED, that the Authorized Officers be and each of them acting individually are hereby authorized to execute and deliver the Employment Agreement, and all other instruments, documents, agreements and certificates as may be now or hereafter required from time to time in connection therewith, all of the foregoing to contain such warranties, representations, covenants, agreements, terms and conditions as may be determined by the Authorized Officers, acting in their sole and absolute discretion, the exercise of which shall be conclusively presumed from the execution and delivery of each such agreement, document, certificate or instrument or the taking of each such action, by the Authorized Officers on behalf of the Company; and

Enabling Resolutions

RESOLVED, that the Authorized Officers are hereby authorized and directed to negotiate, execute and deliver, or cause to be negotiated, executed and delivered, on behalf of the Company all other agreements, documents, certificates or instruments, and to take, or cause to be taken, all such actions, including filing applications with the regulatory agencies which the Authorized Officers determine are required to approve either of the Mergers or any of the other transactions contemplated by the Merger Agreement, which may be necessary or advisable to effect fully these resolutions, each such agreement, document, certificate or instrument to be in such form and to contain such warranties, representations, covenants, agreements, terms and conditions as may be determined by the Authorized Officers, acting in their sole and absolute discretion, the exercise of which shall be conclusively presumed from the execution and delivery of each such agreement, document, certificate or instrument or the taking of each such action, by the Authorized Officers on behalf of the Company; and

FURTHER RESOLVED, that all actions taken by the Authorized Officers, or such agents as they may have appointed, either orally or in writing, prior to the date of the adoption of these resolutions with respect to the Merger Agreement, the Mergers, the Registration Statement, the Merger Consideration, the

Termination Agreements, the Employment Agreement or otherwise in furtherance of the purposes of these resolutions are hereby approved, ratified and confirmed in all respects.

EXHIBIT E

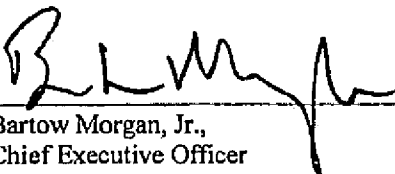
CERTIFICATE

THE BRAND BANKING COMPANY

Shareholder Resolutions

I, Bartow Morgan, Jr., Chief Executive Officer of Brand Group Holdings, Inc., a Georgia corporation (the "Company"), do hereby certify that the attached is a true and correct copy of the resolutions of the Board of Directors of the Company as sole shareholder of The Brand Banking Company approving the Bank Merger Agreement and the merger of the bank, The Brand Banking Company, Lawrenceville, Georgia, with and into Renasant Bank, Tupelo, Mississippi, which was duly adopted on March 28, 2018. These resolutions have not been rescinded as of this date.

This the 16th day of August, 2018.



Bartow Morgan, Jr.,
Chief Executive Officer

Attest:



Suzanne Deep, Secretary

RESOLUTIONS OF THE
BOARD OF DIRECTORS OF
BRAND GROUP HOLDINGS, INC.

March 28, 2018

Approval of the Merger, the Bank Merger and the Merger Agreement

WHEREAS, the Board of Directors (the "*Board of Directors*") of Brand Group Holdings, Inc. (the "*Company*") has considered a merger proposal pursuant to which the Company will merge with and into Renasant Corporation, a Mississippi corporation ("*Renasant*"), with Renasant as the surviving corporation (the "*Merger*"), and immediately following the Merger, the Company's wholly owned Georgia bank subsidiary, The Brand Banking Company (the "*Bank*"), will merge with and into Renasant's wholly owned Mississippi bank subsidiary, Renasant Bank, with Renasant Bank as the surviving corporation (the "*Bank Merger*"), as more particularly set forth in the draft of the Agreement and Plan of Merger and the exhibits and schedules thereto by and among the Company and the Bank, on the one hand, and Renasant and Renasant Bank, on the other hand, the definitive form of which (such definitive form, the "*Merger Agreement*") would govern the terms and conditions of the Merger and the Bank Merger, and a copy of which is attached hereto as *Exhibit A* (capitalized terms used in these resolutions and not otherwise defined herein shall have the meaning ascribed thereto in the Merger Agreement);

WHEREAS, in connection with the Merger, pursuant to the terms and conditions set forth in the Merger Agreement, among other things, (i) each share of common stock, no par value per share, of the Company (including shares of non-voting common stock, "*Company Common Stock*") (excluding shares of Company Common Stock owned by the Company or Renasant) issued and outstanding immediately prior to the effective time of the Merger shall be converted into the right to receive Merger Consideration as set forth in the Merger Agreement and (ii) the Seller Equity Awards (as defined in the Merger Agreement) shall be treated as set forth in Section 1.6 of the Merger Agreement (the "*Seller Equity Awards Treatment*");

WHEREAS, the Board of Directors has consulted with (i) Troutman Sanders LLP, (ii) Evercore Group, L.L.C. ("*Evercore*") and (iii) the Company's management, and has reviewed and considered the Merger and the Bank Merger and the terms and conditions thereof contained in the Merger Agreement;

WHEREAS, the Company has submitted the draft of the Merger Agreement to Evercore, the Company's financial advisor, and representatives of Evercore have met with the Board of Directors and have delivered a fairness opinion to the Board of Directors that the Merger Consideration is fair from a financial point of view to the holders of Company Common Stock;

WHEREAS, in the exercise of its business judgment, the Board of Directors has considered, among other things, those matters permitted by the Georgia Business Corporation Code (the "*GBCC*") and the Articles of Incorporation of the Company (the "*Articles*"); and

WHEREAS, following due consideration of the Merger and the drafts of the Merger Agreement and the advice of Evercore as to the fairness of the Merger Consideration to the holders of Company Common Stock, the Board of Directors has determined that it is advisable and in the best interests of the Company and its shareholders, as well as the Company's other respective constituencies, to approve the Merger and the draft of the Merger Agreement, in substantially the form attached hereto as *Exhibit A*, and to recommend that the Merger and the Merger Agreement be approved by the shareholders of the Company;

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentations made to the Board of Directors at this meeting and at prior meetings, and upon such other matters as were deemed relevant by the Board of Directors, the Board of Directors (a) determines that the Merger Agreement and the transactions and matters each contemplated thereby (including, without limitation, the Merger and the Bank Merger), are advisable and in the best interests of the Company, its shareholders and the Company's other constituencies and (b) hereby approves the Merger Agreement, the Merger, the Bank Merger and the other transactions contemplated by the Merger Agreement, including the Seller Equity Awards Treatment, with the foregoing approvals to be deemed to constitute, without limitation, the requisite approvals of the Board of Directors for purposes of the applicable provisions of the Articles, the Bylaws, the Mississippi Business Corporation Act and the GBCC;

FURTHER RESOLVED, that the Merger Agreement is hereby approved and adopted in substantially the form submitted to this meeting and attached hereto as *Exhibit A*, with such changes as the Chief Executive Officer or any appropriate officer of the Company may approve as necessary or appropriate;

FURTHER RESOLVED, that the Chief Executive Officer or any appropriate officer of the Company is authorized to execute and deliver on behalf of the Company the Merger Agreement, which shall be in such form and contain such terms and provisions, not inconsistent with the resolutions adopted at this meeting, as the officer executing the same shall approve, the execution thereof by such officer to be conclusive evidence of such approval, with the corporate seal to be thereunto affixed if required, but the affixing of the corporate seal shall not be necessary to the validity of such Merger Agreement;

FURTHER RESOLVED, that the Merger and the definitive form of the Merger Agreement shall be submitted to the Company's shareholders for approval at a meeting of shareholders, and that the Board of Directors of the Company recommends that the shareholders vote in favor of the Merger, the Merger Agreement and the other transactions contemplated thereby;

FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company, to do all acts and prepare, execute and file all documents as they may deem necessary or desirable to carry out the intents and purposes of the foregoing resolutions, including without limitation, (i) the preparation and filing of appropriate Articles of Merger with the Georgia Secretary of State or the Mississippi Secretary of State and (ii) the preparation, filing and taking of all necessary and appropriate action in connection with any applications, requests for approval, consents, interpretations, no-action requests or other determinations, notices and other information and documents, and any modifications or supplements thereto, to any Governmental Entity, Regulatory Agency, or other federal, state, local or foreign governmental authorities or other third party, and for approval of the Merger Agreement or any of the transactions contemplated thereby, including the Merger and the Bank Merger, and in this connection to file such certificates, documents and other instruments as such officers shall deem necessary or appropriate; and that the appropriate officers of the Company, and its counsel, are hereby authorized to file such applications, notices or other information or documents with any Governmental Entity, Regulatory Agency or other federal, state, local or foreign governmental authorities as are deemed necessary or appropriate in connection with the transactions contemplated by the Merger Agreement, including the Merger and the Bank Merger; and the appropriate officers of the Company, and its counsel, are hereby authorized to seek such approvals from, and to give such notices to, any other persons (individual, corporate or otherwise) as are deemed necessary or appropriate for the consummation of the transactions contemplated by the foregoing resolutions, the Merger, the Bank Merger and the Merger Agreement, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Company have authorized such action;

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to take any and all actions in connection with initiating or defending legal proceedings in any court or agency as such appropriate officer shall, after consulting with counsel for the Company, deem necessary or appropriate, in connection with the Merger Agreement or any of the transactions contemplated thereby, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Company have authorized such action; and

FURTHER RESOLVED, that the appropriate officers of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company, to take any and all such further actions and prepare, execute and deliver any and all such further instruments, documents and papers and to pay all such expenses and fees as provided for in the Merger Agreement, or, as in their judgment, with the advice of counsel, they may deem necessary or appropriate to carry into effect the full intent and purpose of the foregoing resolutions, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Company have authorized such action;

Approval of the 280G Proposal

WHEREAS, in connection with the Merger, certain payments and other benefits will accrue to Bartow Morgan, Jr., Richard A. Fairey, Robert L. Cochran and potentially other "disqualified individuals," which could be reasonably expected to result in the payment of "excess parachute payments" within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the "*280G Proposal*"), and the Board of Directors, without Bartow Morgan, Jr., who abstains from the recommendation with respect to the 280G Proposal, has determined that it is advisable and in the best interests of the Company and its shareholders, to approve the 280G Proposal and to recommend that the 280G Proposal be approved by the shareholders of the Company;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors, without Bartow Morgan, Jr., has determined that the 280G Proposal is advisable and in the best interests of the Company, its shareholders and the Company's other constituencies and hereby approves the 280G Proposal; and

FURTHER RESOLVED, that the 280G Proposal shall be submitted to the Company's shareholders for approval at a meeting of shareholders, and that the Board of Directors of the Company, without Bartow Morgan, Jr., who abstains from the recommendation with respect to the 280G Proposal, recommends that the shareholders vote in favor of the 280G Proposal;

Termination of Employee Stock Purchase Plan Participation Periods

WHEREAS, the Company maintains the Brand Group Holdings Inc. Employee Stock Purchase Plan (the "*ESPP*") to assist the Company and its affiliates in recruiting and retaining individuals with ability and initiative by enabling such persons to participate in the future success of the Company and its designated subsidiaries by aligning their interests with those of the Company and its shareholders;

WHEREAS, pursuant to Section 1.7 of the Merger Agreement, the current "Participation Period" (as defined in the ESPP), which ends on March 31, 2018, shall be the final Participation Period under the ESPP, and the Company is required to take such action necessary to provide that (a) no new Participation Period shall commence or occur on or after April 1, 2018, (b) all outstanding "Purchase Rights" (as defined in the ESPP) shall be exercised, shares of Company Common Stock delivered and the ESPP terminated no later than the Effective Time (as defined in the Merger Agreement), (c) any accumulated payroll deductions under the ESPP shall be returned to the extent not used to exercise Purchase Rights, and (d) no further Purchase Rights shall be granted or exercised except as provided under the Merger Agreement;

WHEREAS, the Board of Directors may amend the ESPP pursuant to Section 14 thereof;

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company to amend the ESPP to memorialize the requirements of the Merger Agreement;

NOW, THEREFORE, BE IT RESOLVED, that the ESPP is deemed amended to reflect that (i) the final "Participation Period" under the ESPP shall be the Participation Period beginning January 1, 2018 and ending March 31, 2018 (the "*Final Participation Period*"), (ii) no new "Participation Period" shall commence on or after April 1, 2018, and (iii) the final Participation Rights granted under the ESPP shall be with respect to the Final Participation Period and no future Participation Rights shall be granted thereafter.

FURTHER RESOLVED, the appropriate officers of the Company (or their delegates) are hereby authorized and directed to take any action necessary and appropriate to carry out the intent of these resolutions, including, but not limited to, executing any document necessary to document the amendment of the ESPP and sending communications to Participants in the Plan.

Submission to Shareholders

FURTHER RESOLVED, that the appropriate officers of the Company are authorized to cause the Merger Agreement and the transactions contemplated thereby, including the Merger to be submitted for adoption and approval by the shareholders of the Company at a meeting of such shareholders in accordance with the Bylaws of the Company and the GBCC, at such date, time and place, and with such record date for determining shareholders entitled to notice of and to vote at such meeting (the "*Record Date*") as the Board of Directors or the Meeting Committee (as defined below) may from time to time designate (the "*Company Shareholders Meeting*"), and to take any action in connection therewith that the appropriate officers of the Company considers desirable or appropriate, in his discretion;

FURTHER RESOLVED, that in accordance with the Bylaws of the Company and applicable law, a committee of the Board consisting of Michael J. Coles and Bartow Morgan Jr. (the "*Meeting Committee*") be and is hereby established, with full authority, in the name and on behalf of the Company, to establish the date, time and place of the Company Shareholders Meeting, to fix the Record Date for the Company Shareholders Meeting (and any adjournment or postponement thereof) and appoint proxies as appropriate, to select the inspector of election for the Company Shareholders Meeting, to make any decision on postponing and/or rescheduling the Company Shareholders Meeting, and to take any other action in connection with the Company Shareholders Meeting that the Meeting Committee considers desirable or appropriate, in its discretion, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Company have authorized such action;

FURTHER RESOLVED, that the appropriate officers of the Company, upon the advice of the Company's counsel, shall have the authority to (i) prepare the forms, terms and provisions of the notice of Company Shareholders Meeting, the Proxy Statement/Prospectus, proxy and voting instructions covering the matters to be submitted to the vote of the Company shareholders at the Company Shareholders Meeting and other materials related thereto and any and all other statements, reports or other information concerning the Merger Agreement and the transactions contemplated thereby that may be required or advisable, including under the Securities Act and the Exchange Act and (ii) as necessary or advisable, engage a proxy solicitor with respect to the Company Shareholders Meeting;

FURTHER RESOLVED, that the appropriate officers of the Company, upon the advice of the Company's counsel, shall have the authority to take all such other actions and to execute all such documents as such officers may deem necessary or advisable for compliance with the Securities Act, the Exchange Act or any applicable state "blue sky" or similar securities or similar laws, regulations and rules

in connection with the Merger Agreement and the transactions contemplated thereby, the taking of any such action to be deemed conclusive evidence that the Board of Directors and the Company have authorized such action;

FURTHER RESOLVED, that the Board of Directors hereby recommends that the Merger Agreement and the transactions contemplated thereby, including the Merger, and any other proposals that are included in the Proxy Statement/Prospectus relating to the adjournment of the Company Shareholders Meeting be adopted or approved, as applicable, by the shareholders of the Company and that the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to communicate such recommendation to, and to solicit proxies on behalf of the Board of Directors from, the holders of Company Common Stock entitled to vote at the Company Shareholders Meeting with respect thereto;

FURTHER RESOLVED, that the appropriate officers of the Company be, and each of them hereby is, authorized and directed, for and on behalf of the Company, to mail to the shareholders of record as of the close of business on the Record Date, a notice of meeting accompanied by the Proxy Statement/Prospectus and a form of proxy; and

FURTHER RESOLVED, that the appropriate officers of the Company are authorized to cause the Merger Agreement and the transactions contemplated thereby, including the to be submitted for adoption and approval by the shareholders of the Company at a meeting of such shareholders in accordance with the Bylaws of the Company and the GBCC, at such date, time and place, and with such record date for determining shareholders entitled to notice of and to vote at such meeting (the "*Record Date*") as the Board of Directors or the Meeting Committee (as defined below) may from time to time designate (the "*Company Shareholders Meeting*"), and to take any action in connection therewith that the appropriate officers of the Company considers desirable or appropriate, in his discretion;

Takeover Statutes

FURTHER RESOLVED, that the Board of Directors hereby approves the Merger Agreement and the transactions contemplated thereby for the express purpose of rendering inapplicable to the Merger Agreement and the transactions contemplated thereby any applicable Takeover Statutes and any applicable anti-takeover provisions of the Articles or Bylaws;

General Authorizations

FURTHER RESOLVED, that, without limiting the foregoing, the appropriate officers of the Company are, and each of them hereby is, authorized and directed, for and on behalf of the Company, to execute and deliver, or cause to be delivered, such additional or other agreements, documents, certificates and instruments, and to take any and all steps and to do all things that they may deem necessary or advisable, including but not limited to, engaging any agent or advisor that may necessary or advisable and to execute and deliver such agreements, documents, certificates and instruments as may be reasonably requested by each such agent or advisor in connection with its appointment or in connection with the Merger Agreement and the transactions contemplated thereby, in order to effect the purpose of each and all of the foregoing resolutions, and to pay any and all fees and expenses in connection therewith;

FURTHER RESOLVED, that any actions taken by such officers prior to the date of this meeting that are within the authority conferred hereby are hereby ratified, confirmed and approved in all respects as the act and deed of the Company;

FURTHER RESOLVED, that any resolutions inconsistent with the foregoing or with any action of any officer pursuant to the foregoing are hereby modified or rescinded so as to be consistent herewith and therewith; and

FURTHER RESOLVED, that the Board of Directors hereby adopts and incorporates by reference any form of specific resolution that in the opinion of the appropriate officers of the Company is necessary or advisable to carry into effect the purpose and intent of the foregoing resolutions, or covering authority included in matters authorized in the foregoing resolutions, including forms of resolutions in connection therewith that may be required by the SEC, Nasdaq, any Governmental Entity, Regulatory Authority state, institution, person, agency or otherwise, and any trustee or other party to any indenture, trust or similar agreements of the Company or Renasant and their respective subsidiaries, and the Secretary of the Company hereby is directed to insert a copy thereof in the minute book of the Company and to certify the same as having been duly adopted thereby, which will thereupon be deemed to be adopted by the Board of Directors with the same force and effect as if presented at this meeting.

Attest:

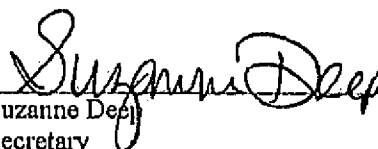

Suzanne Deep
Secretary

EXHIBIT F
AFFIDAVIT OF PRESIDENT
RENASANT BANK

STATE OF MISSISSIPPI
COUNTY OF LEE

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named C. MITCHELL WAYCASTER, who having been duly sworn by me, stated under the oath the following:

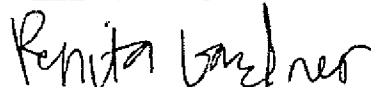
I, the undersigned, C. MITCHELL WAYCASTER, President of Renasant Bank do hereby state and certify that the Bank Merger Agreement (the "Agreement") by which The Brand Banking Company, Lawrenceville, Georgia will merge with and into Renasant Bank, Tupelo, Mississippi, was duly adopted by the Board of Directors of Renasant Bank on March 28, 2018, and that the said Agreement was ratified and confirmed by Renasant Corporation, the sole shareholder of Renasant Bank, by written consent on March 28, 2018, with shareholders owning more than two-thirds (2/3) of the shares of outstanding common stock of Renasant Bank voting in favor of the ratification and confirmation, all in accordance with *Miss. Code Ann.* § 81-5-85, as amended.

This the 14th day of August, 2018.



C. MITCHELL WAYCASTER, President

SWORN TO AND SUBSCRIBED BEFORE ME, this the 14th day of August, 2018.



NOTARY PUBLIC

My Commission Expires: _____

9.21.18

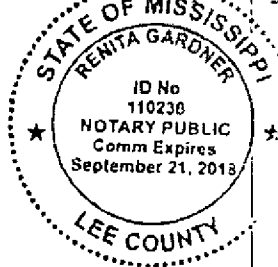


EXHIBIT G

AFFIDAVIT OF THE CHIEF EXECUTIVE OFFICER

THE BRAND BANKING COMPANY

STATE OF GEORGIA
COUNTY OF GWINNETT

PERSONALLY appeared before me, the undersigned authority in and for the aforesaid jurisdiction, the within named BARTOW MORGAN, JR., who having been duly sworn by me, stated under the oath the following:

I, the undersigned BARTOW MORGAN, JR., Chief Executive Officer of The Brand Banking Company do hereby state and certify that the Bank Merger Agreement (the "Agreement") by which The Brand Banking Company, Lawrenceville, Georgia will merge with and into Renasant Bank, Tupelo, Mississippi, was duly adopted by the Board of Directors of Brand Bank on March 20, 2018, and that the said Agreement was ratified and confirmed by the sole shareholder of The Brand Banking Company, on March 28, 2018, with shareholders owning more than two-thirds (2/3) of the shares of outstanding common stock of Brand Bank voting in favor of the ratification and confirmation, all in accordance with Title 7 of the Georgia Code, as amended.

This the 6th day of August, 2018.


BARTOW MORGAN, JR., Chief Executive Officer

SWORN TO AND SUBSCRIBED BEFORE ME, this the 6th day of August, 2018.


NOTARY PUBLIC

My Commission Expires: 11/20/18



EXHIBIT H

Georgia Department of Banking and Finance
Approval



Department of Banking and Finance

2990 Brandywine Road, Suite 200
Atlanta, Georgia 30341-5565
770-986-1633
dbf.georgia.gov

Nathan Deal
Governor

Kevin B. Hagler
Commissioner

July 24, 2018

Mr. Craig N. Landrum
Jones Walker LLP
P.O. Box 427
Jackson, Mississippi 39205-0427

Re: Approval to merge The Brand Banking Company Bank, Lawrenceville, Gwinnett County, Georgia, with and into Renasant Bank, Tupelo, Lee County, Mississippi

Dear Mr. Landrum:

The Department, as authorized under O.C.G.A. §7-1-553, hereby approves the above referenced bank merger transaction as of July 24, 2018. The parties to the merger may proceed with the merger transaction after obtaining the prerequisite approvals from each bank's respective shareholders and all other pertinent banking regulators.

Please inform the Department in writing of the effective date of the merger and provide a copy of the recorded merger document. We will request the Georgia Secretary of State to cancel the charter The Brand Banking Company Bank as of the effective date of the merger. If you have any questions concerning this letter, please contact the undersigned at (770) 986-1645.

Sincerely,

Murali Ramachandran
Supervisory Manager

EXHIBIT 1

Federal Deposit Insurance Corporation
Approval



Federal Deposit Insurance Corporation
Dallas Regional Office
1601 Bryan Street, Dallas, Texas 75201
(214) 754-0098 FAX (972) 761-2082

Division of Risk Management Supervision
Memphis Area Office
6060 Primacy Parkway, Suite 300, Memphis, TN 38119
(901) 685-1603 FAX (901) 821-5308

August 3, 2018

Mr. Craig N. Landrum
Jones Walker LLP
190 East Capitol Street, Suite 800
Jackson, Mississippi 39201

Dear Mr. Landrum:

Subject: Renasant Bank
Tupelo, Mississippi
(An Insured State Nonmember Bank)

Application to Merge With:

The Brand Banking Company (Brand)
Lawrenceville, Georgia
(An Insured State Member Bank)

Pursuant to the authority delegated by the Board of Directors of the FDIC and the Director of its Division of Risk Management Supervision, I have approved this merger application, subject to the conditions specified in the enclosed Order and Basis for Corporation Approval. Please note that the merger transaction may not be completed for 15 days from the date of our approval.

Please advise us of the date of consummation of the transaction. If an extension of the six-month time limitation included in the Order becomes necessary, a letter-application requesting a specified extension should be submitted to this office.

This transaction must be consummated as proposed in the application. If any of the terms, conditions, or parties to the transaction change, this office must be notified in writing prior to consummation in order to determine if any additional action by the FDIC is required.

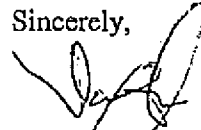
We expect Renasant Bank to abide by the commitments, representations, agreements, warranties, terms, and covenants in the subject merger application. After consummation of the proposed merger, Renasant Bank's conformance with the merger application will receive regulatory follow-up during the FDIC's continuous examination program.

In addition, we expect that the affected depositors will be given timely advance notice that their accounts are being transferred to another financial institution.

Since Renasant Bank will be assuming all the deposits of Brand, you will need to provide written certification to this office that the deposit liabilities of the target banks have been assumed, as required by Section 307.2 of the FDIC's Rules and Regulations. This certification must be filed with this office within 30 calendar days after the assumption takes place.

Thank you for your cooperation in this matter. If you have any questions, please contact Case Manager Bill Freeman at (972) 761-2040. Please address correspondence to Kristie K. Elmquist, Regional Director, Dallas Regional Office, 1601 Bryan Street, Suite 1410, Dallas, Texas 75201.

Sincerely,



Nathan M. Heizer
Assistant Regional Director

Enclosure

cc:

Kevin Chapman
Chief Financial Officer
Renasant Bank
209 Troy Street
Tupelo, Mississippi 38804

FEDERAL DEPOSIT INSURANCE CORPORATION

Re: Renasant Bank, Tupelo, Mississippi

Application for Consent to Merge
And Establish 13 Branches

ORDER AND BASIS FOR CORPORATION APPROVAL

Pursuant to Section 18(c) and other provisions of the Federal Deposit Insurance Act (FDI Act), Renasant Bank, Tupelo, Lee County, Mississippi, an insured state nonmember bank with total resources of \$10,221,404,000 and total deposits of \$8,430,373,000 as of March 31, 2018 has filed an application for the Corporation's consent to: (1) Merge under Renasant Bank's charter and title with The Brand Banking Company (Brand), Lawrenceville, Gwinnett County, Georgia, an insured state member bank with total resources of \$2,426,579,000 and total deposits of \$1,926,072,000 as of March 31, 2018; and (2) Establish the 13 offices of Brand as branches of the resultant bank. Notice of the proposed transaction, in a form approved by the Corporation, has been published pursuant to the FDI Act.

A review of available information, including the Community Reinvestment Act (CRA) Statements of the proponents, discloses no inconsistencies with the purposes of the CRA. The resultant institution is expected to continue to meet the credit needs of its entire community, consistent with the safe and sound operation of the institution.

In connection with the application, the Corporation has taken into consideration the competitive effects of the proposed transaction, the financial and managerial resources and future prospects of the proponent institutions and the resultant bank, the convenience and needs of the community to be served, and the risk to the stability of the United States banking or financial system. The FDIC has also taken into consideration the effectiveness of the insured depository institutions involved in the proposed merger transaction in combating money laundering activities.

Having found favorably on these statutory factors and having considered other relevant information, it is the Corporation's judgment that the application should be and hereby is approved, subject to the following conditions:

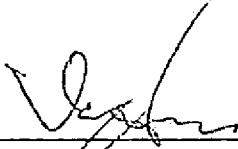
- (1) All necessary and final approvals are obtained from the appropriate federal or state authority or other appropriate authority.
- (2) The transaction shall not be consummated before the fifteenth calendar day following the date of this Order or later than six months after the date of this Order, unless such period is extended for good cause by the Federal Deposit Insurance Corporation.
- (3) Until the proposed transaction becomes effective, the Corporation shall have the right to alter, suspend, or withdraw its approval should any interim development be deemed to warrant such action.

By Order of the Regional Director of the Dallas Region, acting pursuant to delegated authority
for the Board of Directors of the Corporation.

Dated this 3rd day of August 2018.

FEDERAL DEPOSIT INSURANCE CORPORATION

By:



Nathan M. Heizer
Assistant Regional Director
Federal Deposit Insurance Corporation
Dallas Region

EXHIBIT J

OFFICER'S CERTIFICATE

RENASANT BANK

SETTING EFFECTIVE TIME AND DATE

I, C. MITCHELL WAYCASTER, hereby certify that I am the duly elected, qualified and acting President and Chief Executive Officer of Renasant Bank, a Mississippi banking corporation, and by delegated authority of the Board of Directors, I hereby set the effective time and date for the merger of The Brand Banking Company with and into Renasant Bank at 12:01 a.m. Central Daylight Savings Time on September 1, 2018.

This the 16th day of August, 2018.

RENASANT BANK



C. MITCHELL WAYCASTER, President
and Chief Executive Officer

EXHIBIT K

OFFICER'S CERTIFICATE

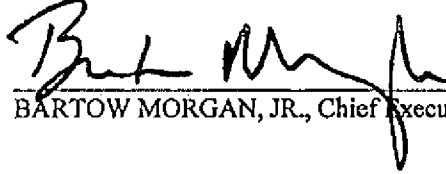
THE BRAND BANKING COMPANY

SETTING EFFECTIVE TIME AND DATE

I, BARTOW MORGAN, JR., hereby certify that I am the duly elected, qualified and acting Chief Executive Officer of The Brand Banking Company, a Georgia banking corporation, and by delegated authority of the Board of Directors, I hereby set the effective time and date for the merger of The Brand Banking Company with and into Renasant Bank at 12:01 a.m. Central Daylight Savings Time on September 1, 2018.

This the 16th day of August, 2018.

BRAND BANK



BARTOW MORGAN, JR., Chief Executive Officer

F0013

2018228950

Fee: \$ 50



Filed: 08/28/2018 01:29 PM
C. Delbert Hosemann, Jr.
Secretary of State

DELBERT HOSEMANN
Secretary of State

P.O. BOX 136
JACKSON, MS 39205-0136

TELEPHONE: (601) 359-1633

Articles of Merger

Effective Date of Merger: 09/01/2018

Merging Business(es)

<i>Business ID</i>	<i>Name of Entity</i>	<i>Entity Type</i>	<i>State</i>
	The Brand Banking Company	Profit Corporation	GA

Survivor Details

Business ID: 112100

Business Name: Renasant Bank

State: MS

Entity Type: Profit Corporation

New Principal Office Address:

209 Troy Street
Tupelo, MS 38804

A statement that the plan or merger was approved by shareholders and members or that shareholder/member approval was not required signed by a representative of each company involved in the merger must be attached.