

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ _____
[See Statement Attached](#)

18 Can any resulting loss be recognized? ▶ _____
[See Statement Attached](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ _____
[See Statement Attached](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶ /s/Allison Webster Date ▶ 12/13/2021

Print your name ▶ Allison Webster Title ▶ SVP, Tax Director

Paid Preparer Use Only	Print/Type preparer's name <u>Heather Wallace</u>	Preparer's signature <u>/s/Heather Wallace</u>	Date <u>12/10/2021</u>	Check <input type="checkbox"/> if self-employed	PTIN <u>P01977717</u>
	Firm's name ▶ <u>Dixon Hughes Goodman LLP</u>			Firm's EIN ▶ <u>56-0747981</u>	
	Firm's address ▶ <u>800 Shades Creek Pkwy, Ste 500, Birmingham, AL 35209-4547</u>			Phone no. <u>205-212-5300</u>	

Cadence Bank (f/k/a BancorpSouth Bank)
Attachment to Form 8937
EIN: 64-0117230
Report of Organizational Actions Affecting Basis of Securities

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations related to the effects of the Merger (as defined below). The information contained herein does not constitute tax advice and does not purport to be complete or describe the tax consequences that may apply to particular persons or categories of persons. Cadence Bancorporation shareholders are encouraged to consult their independent tax advisors regarding the particular consequences of the Merger to them (including the applicability and effect of all federal, state, local and non-U.S. laws) and should carefully read the joint proxy statement/prospectus (the "Proxy Statement"), dated May 27, 2021 and filed with the Securities and Exchange Commission, especially noting the discussion under the heading "Material U.S. Federal Income Tax Consequences of the Merger". You may access the Proxy Statement/Prospectus at www.sec.gov.

Form 8937 Part I, Box 9:

BancorpSouth Bank (BXS) has changed its name, trading symbol, and CUSIP to Cadence Bank (CADE), CUSIP 12740C103 effective October 29, 2021.

The securities subject to reporting include all shares of Cadence Bank f/k/a BancorpSouth Bank ("Survivor Corporation") common stock issued in exchange for the outstanding common stock of Cadence Bancorporation, Inc. ("Target Corporation") as a result of the merger of the Target Corporation with and into Survivor Corporation on October 29, 2021.

Form 8937 Part II, Box 14:

On October 29, 2021, the Target Corporation completed a merger with Survivor Corporation. Pursuant to the terms and conditions of the Agreement and Plan of Merger, dated as of April 12, 2021, the Target Corporation merged with and into Survivor Corporation. As a result of the merger, Survivor Corporation is the surviving corporation while the Target Corporation ceased to exist as a corporation.

As noted in the Agreement and Plan of Merger, dated April 12, 2021, the Target Corporation shareholders have the right to receive in the aggregate a number of shares of common stock of Survivor Corporation. No fractional shares of Survivor Corporation common stock were issued in the merger, but rather Survivor Corporation paid cash in lieu of fractional shares. The cash value of a fractional share was based on the share price of \$29.72 (determined under the "Average Closing Price").

"Average Closing Price" of Survivor Corporation Common Stock shall be the average of the closing price per share of Survivor Corporation Common Stock on The New York Stock Exchange ("NYSE") (as reported in The Wall Street Journal or, if not reported thereby, another alternative source as chosen by Survivor Corporation and reasonably acceptable to the Target Corporation) for the consecutive period of five (5) full trading days ending on the day preceding the closing date.

Upon closing on October 29, 2021, the "Average Closing Price" of Survivor Corporation common stock determined by the calculation described herein was \$29.72 per share. The Target Corporation shareholders received 0.7 shares of Survivor Corporation common stock for each share of the Target Corporation stock.

Form 8937 Part II, Box 15:

The merger of the Target Corporation with and into Survivor Corporation qualifies as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as

amended. As a result, each Target Corporation shareholder will recognize a taxable gain, but not a loss, equal to the lesser of:

- The amount of cash received in the exchange; or
- The amount, if any, by which the sum of the cash received plus the fair market value of the shares of Survivor Corporation common stock received in the exchange (measured at the time of the exchange) exceeds the Target Corporation shareholder's tax basis in the Target Corporation shares surrendered in the exchange.

For purposes of calculating this taxable gain, the amount of cash received in the exchange does not include cash received in lieu of fractional shares of Survivor Corporation common stock (see discussion of cash received in lieu of fractional shares below).

Gain or loss must be calculated separately for each identifiable block of the Target Corporation common shares surrendered in the exchange having a common tax basis. Each Target Corporation shareholder is encouraged to consult their own personal tax advisor regarding the determination of this realized gain or loss on the exchange.

Each Target Corporation shareholder is required to determine the tax basis of the shares of Survivor Corporation stock received in the exchange by performing the following calculations separately for each identifiable block of the Target Corporation common shares surrendered in the exchange having a common tax basis:

- Begin with the aggregate tax basis of the Target Corporation common shares surrendered in the exchange
- Add the amount of taxable gain, if any, determined from the above calculation (excluding any gain or loss resulting from the deemed receipt and sale of fractional shares described below)
- Subtract the total amount of cash received (excluding any cash received in lieu of fractional shares described below)
- Subtract the tax basis in any fractional shares of Survivor Corporation common stock that were deemed to have been received in the exchange and immediately sold (see the treatment of fractional shares described below)

The resulting figure represents the aggregate tax basis of the shares of Survivor Corporation common stock received in the exchange for that identifiable block of the Target Corporation common shares transferred. The tax basis of each individual share of Survivor Corporation common stock within this identifiable block is determined by dividing this aggregate tax basis by the number of Survivor Corporation common shares that comprise this identifiable block.

The Target Corporation shareholders who receive cash in lieu of a fractional share of Survivor Corporation common stock are, for purposes of determining the taxability of that cash, deemed to have received the fractional share in the exchange and then as having sold the fractional share for cash. These Target Corporation shareholders will generally recognize a taxable gain or loss equal to the difference between the tax basis of the common shares deemed to have been exchanged for the fractional share and the amount of cash received.

The Target Corporation shareholders are advised to consult with their own tax advisors regarding the proper tax treatment of the receipt of the consideration paid by Survivor Corporation, including the future payments and the effect of the receipt of the right of the future payments and payments thereon on their tax basis in the shares of Survivor Corporation they receive in the transaction.

Form 8937 Part II, Box 16:

Refer to the description of the basis calculation in Part II, Box 15 above. The October 28, 2021 closing price of Survivor Corporation was the price per share used in the exchange. The closing price on October 28, 2021 for a share of Survivor Corporation common stock on the New York Stock Exchange was \$28.76 per share.

Form 8937 Part II, Box 17:

Survivor Corporation's acquisition of the Target Corporation, pursuant to the merger completed on October 29, 2021, was structured to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, as amended. In general, the income tax consequences to the shareholders are determined under Internal Revenue Code sections 354 and 361 of the Code.

Form 8937 Part II, Box 18:

In general, none of the Target Corporation shareholders who received Survivor Corporation common stock for all of their Target Corporation stock will recognize any loss. A Target Corporation shareholder who received cash in lieu of a fractional share of Target Corporation common stock may recognize loss if the amount of cash received is less than the basis in the fractional share, as applicable.

Form 8937 Part II, Box 19:

In general, any adjustment to the tax basis that causes gain or loss recognized by the Target Corporation shareholder as a result of the completion of the merger should be reported for the taxable year which includes October 29, 2021. A calendar year shareholder would report the transaction on a 2021 federal income tax return. The holding period of Survivor Corporation common stock received in exchange for shares of Target Corporation common stock will include the holding period of the Target Corporation common stock for which it is exchanged. A holder of Target Corporation common stock who received cash in lieu of a fractional share of Survivor Corporation common stock will generally be treated as having received the fractional share pursuant to the merger and then as having sold the fractional share of common stock for cash.

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No ruling from the Internal Revenue Service (the "IRS") has been requested, or will be obtained, regarding the U.S. federal income tax consequences of the merger described in this report. This report is not binding on the IRS and the IRS and the U.S. Courts could disagree with one or more of the positions described above.

The information in this form does not constitute tax advice and each holder of Target Corporation common stock is urged to consult its tax advisor with respect to the application of United States federal income tax laws to the holder's particular situation.