

**TO BE EXECUTED BY THE REGISTERED HOLDER**

**MIDSOUTH BANK**

**STOCK PURCHASE WARRANT EXERCISE FORM**

The undersigned Registered Holder hereby certifies to MidSouth Bank, a Tennessee banking corporation (including its agent(s), the “Bank”), that she/he/it is the lawful holder of one or more stock purchase warrants to purchase one or more shares of the Bank’s common stock, \$1.00 par value. The Registered Holder hereby exercises said stock purchase warrants for \_\_\_\_\_ shares. The Registered Holder is delivering herewith the Purchase Warrant from the Bank for cancellation of the number of warrants exercised, or the Registered Holder hereby delivers said certificate and authorizes notation of the exercise on the books of the Bank or its agent, however applicable. The Registered Holder agrees, as a condition of exercise, that the common stock shares to be issued are not registered under the Securities Act of 1933, as amended, or any applicable state securities laws, and are subject to the provisions of the Bank’s Charter and Bylaws, each as may have been or may hereafter be amended, as well as the terms and conditions set forth on the Purchase Warrant. Full payment for the shares is included herewith.

Dated: \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Name of Registered Holder\*

\_\_\_\_\_  
Name of Registered Holder\*

\_\_\_\_\_  
Signature\*

\_\_\_\_\_  
Signature\*

\_\_\_\_\_  
Capacity (if applicable)

\_\_\_\_\_  
Capacity (if applicable)

Address:\_\_\_\_\_

Phone:\_\_\_\_\_

Email:\_\_\_\_\_

Stock Account No.:\_\_\_\_\_

\_\_\_\_\_  
Number of Warrants Being Exercised

\$ \_\_\_\_\_  
Total Exercise Price

\*NOTICE: The Registered Holder must sign this exercise form in the exact name specified on the Purchase Warrant. The Bank, or its agent, may defer issuing the common stock shares, \$1.00 par value, until such time as payment has become final. The Registered Holder should submit a separate exercise form for each Purchase Warrant evidencing the stock purchase warrants.