



Nominating & Governance
Committee Charter



Trustmark

**TRUSTMARK CORPORATION
TRUSTMARK NATIONAL BANK
NOMINATING & GOVERNANCE COMMITTEE CHARTER**

Committee Purpose

The Nominating & Governance Committee (the “Committee”) is a joint committee of the Boards of Directors (collectively, the “Board”) of Trustmark Corporation (the “Corporation”) and Trustmark National Bank (the “Bank,” and collectively with the Corporation, the “Company”). The purpose of the Committee is to assist the Board in recommending qualified individuals for election to the Board and for assignment to Board committees, evaluating the annual performance of the Board and its committees, and the responsibility for providing overall guidance on Board and corporate governance processes and operations of the Company.

The “value-added” mission of the Committee is to (i) review the qualifications and recommend for nomination qualified Directors who have the knowledge, skills, experience and diversity to enhance the Board’s ability to effectively manage and direct the affairs and business of the Company, consistent with its vision and mission, (ii) exercise general oversight with respect to the governance of the Board, (iii) evaluate and recommend to the Board corporate governance practices applicable to the Company, and (iv) appraise the framework for assessment of the Board and its committees’ performance and self-evaluation.

Committee Composition

The Committee shall be comprised of not less than three (3) independent directors of the Board, who are free from any relationships that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Member independence will be in conformity with the rules and regulations established by the Securities and Exchange Commission and the listing rules of The Nasdaq Stock Market, Inc.

Accountabilities/Decision Roles

The Committee is responsible for seeking and assessing the suitability of individuals to serve as Directors and recommend qualified Director candidates to the Corporate Board and Bank Board. The Committee is also responsible for recommending membership of committees of the Corporate Board and Bank Board.

In carrying out its responsibilities, the Committee will review and evaluate the Company’s governance processes and operations by conducting periodic governance reviews in applicable areas of governance for reasonable best practices to ensure the Board and all its committees are functioning in an effective manner.

The Committee will oversee an annual evaluation of the performance and effectiveness of the Board, its committees, and individual Directors.

In fulfilling its role, the Committee shall:

- 1. Recommend individuals for Board service:** The Committee, at the request of the Board, shall actively seek individuals qualified to become Board members and recommend such individuals to the Corporate Board and Bank Board. It is beneficial to have a range of expertise among directors, including directors with accounting/finance, regulatory, legal, and public company experience. The Committee shall consider whether a change in professional

- responsibilities, residence, competency or personal traits or the board meeting attendance record would affect a Director's qualifications to stand for re-election.
2. **Recommend Board Committee Membership:** The Committee shall determine individuals who are qualified to serve on committees of the Corporate Board and the Bank Board and shall recommend such individuals for approval by the Corporate Board or Bank Board, as appropriate.
 3. **Recommend Shareholder Resolutions:** On an annual basis, the Committee will review proposals brought by shareholders for vote. The Committee may refer shareholder resolutions to other Committees as appropriate.
 4. **Recommend Governance Structure:** The Committee will review and recommend to the Corporate Board the governance structure, practices and overall guidelines that ensure sound, effective and efficient operation of the Company, including the number of directors and other considerations. Management will develop the structure with input from the Committee. The Corporate Board will periodically review and approve the governance structure.
 5. **Review the Organizational Structure:** The Committee is responsible for reviewing the arrangement of major business units of the Company's principal lines of business that are developed by Management, and for reviewing and approving the organizational structure of entities, subsidiaries, and affiliates, etc. of the Company. The organizational structure shall be revisited, and revised, if necessary, following changes in the Company's business strategy, material transactions (e.g., mergers or acquisitions), or other significant events.
 6. **Recommend Director Performance Evaluation and Board Succession Planning:** The Committee will establish, and then periodically evaluate, performance criteria for both Corporate and Bank Board Directors. Annually, the Committee will evaluate each Director's performance against these criteria and will use the evaluations in Board planning. The Committee will use the results of these evaluations in determining whether a director should be nominated for reelection the following year. Further, the Committee is responsible for planning for the future membership of both the Corporate Board and Bank Board and their respective committees, keeping in line with the governance principles and strategic goals of the Company. Periodically, but no less than annually, the Committee will make recommendations to the Corporate Board and Bank Board for Board and Committee membership.
 7. **Review Director Development:** The Committee will periodically review Director development as it relates to onboarding and ongoing training to equip Directors with information and perspectives regarding market trends, technical issues, and other governance topics that will provide context for their value-added duties. Directors receive informal topical updates prior to quarterly Board meetings as well as formal training within Board meetings. Additionally, Directors may participate in external training opportunities related to their Board responsibilities with the prior approval of the Board Chair and Lead Director.
 8. **Execute CEO Selection Criteria and Process:** Periodically review and execute the selection criteria and process for CEO appointment established by the Human Resources Committee.
 9. **CEO Candidates:** The Committee will recommend the appointment of the CEO in the event that the CEO must be replaced. The Corporate Board will have final approval of his/her successor.
 10. **Review Committee Charter:** The Committee will review and assess the adequacy of this Charter on at least an annual basis and, with input from Management and as appropriate, will recommend revisions to the Board for approval.
 11. **External Advisers:** The Committee will provide to the Board for approval any expenditures in excess of \$25,000 for the hiring of external advisers.
 12. **Provide Board Communications:** The Committee will provide presentations to the Board to inform, explain and highlight the Committee's areas of focus. Management, with the Committee's input, will prepare such presentations.

Meetings

The Committee shall hold such scheduled, standing meetings per year as are set forth on the calendar adopted by the Board for the coming year. The Committee may convene additional meetings outside of the normal meeting schedule as circumstances require.