



BOARD CHARTER

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The Board Charter and related Committee Charters represent corporate governance guidelines and are subject in all respects to the Articles of Incorporation and Bylaws of Trustmark Corporation; the Articles of Association and Bylaws of Trustmark National Bank; the charters and bylaws of any other subsidiaries; and the limitations of law.

I. Background

Trustmark Corporation (“Trustmark” or “the Corporation”) continues to evolve from a traditional bank holding company to a financial services company offering a wider breadth of products in its markets. In light of this changing market positioning, Trustmark’s Board recognized a need to ensure that the Corporation’s governance practices are in alignment with its new strategic direction. In December of 2000, a Governance Committee comprised of Richard Hickson, Ted Kendall, Bill Ray (Chair), Reuben Anderson, Billy Deviney, Sonny Fountain, and Richard Puckett began a comprehensive review of the Corporation’s overall approach to corporate governance. Together with consultants from Nextera-Sibson Consulting Group, the Committee analyzed numerous corporate governance topics including:

1. Role, structure, and composition of the Board and Committees
2. Committee charters, calendars, and decision accountabilities
3. Required Board/Director competencies and traits
4. Nomination, selection, and succession procedures for Directors
5. Board performance evaluation

As a result of the Governance Committee’s analysis, Trustmark’s Board decided to divide governance responsibility between two Boards, one for the Corporation, and a separate Board to address issues particular to Trustmark National Bank (“the Bank”) and its subsidiaries. Along with this structural change, the group implemented a Committee structure and revised Director accountabilities that best enable the Board to address issues of key strategic concern to the Corporation (e.g., business growth, human capital, and technology). These structural changes, along with several other changes to governance policies and practices, were unanimously approved by the full Board in July 2001.

II. Overview of the Board Manual

As part of the implementation plan for the approved governance changes, a Board Charter and various Committee Charters have been developed to document the role, accountabilities, expectations, and functioning of the Boards and certain of their Committees. Together, these documents will be included in a new Board manual that will be used for three purposes: (i) to educate Directors on the role, accountabilities, and functioning of the Board/Committee on which they serve under the newly approved structure, (ii) as an orientation tool for new Directors; and (iii) as a reference document for Directors to learn more about the Board/Committees on which they do not currently serve.

III. The Role of the Boards

The overall role of Trustmark's Boards is to ensure that the businesses of Trustmark Corporation are managed to optimize long-term financial returns, while simultaneously fulfilling their fiduciary responsibilities to shareholders. The Boards are responsible for monitoring the effectiveness of management's policies and activities to ensure that they are in alignment with corporate strategic and financial goals. In fulfilling their role, the Boards must take into account the effects of the Corporation's policies and operations on stakeholders, including employees, local communities, customers, and the environment.

The Corporate Board shall appoint an Executive Committee of the Corporate Board (which shall consist of the Committee Chairs of all Committees of the Corporate Board, and serve as the Executive Committee of both the Corporation and the Bank). The Corporate Board shall also appoint an Audit & Finance Committee and Nominating Committee, which shall be Committees of the Corporate Board, but also serve as Committees of the Bank and its subsidiaries. Either Board may, at their discretion, establish and use other Committees to assist them in the execution of their duties.

In order to provide an appropriate linkage between the Corporate Board and the Subsidiary Bank Board, all Chairs of the Committees of the Subsidiary Bank Board shall also serve on the Corporate Board.

Corporate Board

The role of the Corporate Board is to foster the Corporation's long-term success consistent with its fiduciary responsibility to shareholders. As part of this role, Trustmark's Corporate Board is responsible for:

1. Providing strategic guidance and oversight of the entire Corporation.
2. Acting as a resource for management and subsidiaries with respect to key strategic issues and in matters of planning and policymaking.
3. Ensuring that management's operations contribute to the Corporation's financial soundness.
4. Promoting social responsibility and ethical business conduct.
5. Providing insight and guidance regarding complex business issues and problems related to the banking and financial services industries.
6. Ensuring that an effective system is in place to facilitate selection, succession planning, and compensation setting for the CEO position.
7. Ensuring the Corporation's compliance with all relevant legal and regulatory requirements.

Subsidiary Bank Board

The role of the Subsidiary Bank Board is to support the Corporate Board in its mission by fostering the long-term success of the Bank and its subsidiaries, consistent with its fiduciary responsibility to shareholders. The Subsidiary Bank Board is responsible for:

1. Providing strategic guidance and oversight of the Bank and its subsidiaries.
2. Acting as a resource to management of the Bank and its subsidiaries with respect to key strategic issues and in matters of planning and policymaking.
3. Providing insight and guidance regarding complex business issues and problems related to the banking, investments, insurance, and other industries in which the Bank and its subsidiaries operate.
4. Ensuring that policies and procedures are in place that facilitate effective management of the Bank and its subsidiaries consistent with overall corporate strategy and policy.
5. Providing oversight of the Bank's and its subsidiaries' balance sheets and asset/liability management policies and practices.
6. Evaluating and ensuring that management's operations result in a high-quality loan portfolio.
7. Ensuring the Bank's and its subsidiaries' compliance with all relevant legal and regulatory requirements.
8. Overseeing management's activities and policies in the Trust business.

IV. "Value-Added" Mission of the Boards

The value-added mission of the Boards is to serve as trusted advisers to management, and to challenge management to engage in continuous improvement that contributes to corporate success and the building of shareholder value. To do this, Directors must go beyond mere oversight by asking tough questions that encourage open discussions and highlight potential areas for improvement. They should actively contribute insights to discussions and participate in problem solving and decision-making regarding the key strategic concerns of the Corporation. In order to preserve time for these value-added roles, Directors must resist the temptation to become involved in tactics and operational matters that are best executed at the management level.

V. Director Characteristics

In order to appropriately carry out their roles, Directors must demonstrate a variety of personal traits and competencies (which vary, depending on Committee membership). In addition, those in positions of Board leadership (Chairman of the Board and Committee Chairs) must demonstrate an additional set of leadership qualities.

The agreed upon traits, leadership qualities, and individual Director competencies are documented in detail below, and summarized in Appendices A and B. These will be used as a tool by the Executive Committee of the Corporate Board to (i) assess individual Directors' suitability for service on Boards and Committees, (ii) identify competency gaps that should be addressed when electing new Directors, (iii) set formalized standards for continued Board membership (refer to section VI of this document for more detail), and (iv) serve as the basis for performance evaluation systems (refer to Section VIII for more detail). The Nominating Committee will also use these traits, leadership qualities and individual Director competencies to assess future Director nominees' suitability for Board service.

Personal Traits

Board service is an extremely important, high profile role, and carries with it significant responsibility. Due to the nature of the role, it is important that all Directors possess a certain set of personal traits, including the following:

- 1. Personal and Professional Integrity**—Directors should demonstrate high ethical standards in all of their personal and professional dealings.
- 2. Accountability**—Directors should consider the impact of their decisions and actions on others, and take responsibility for them.
- 3. Informed Business Judgment**—Directors must be able to provide fact-based counsel on a broad range of issues. This requires intelligence and sound decision-making skills.
- 4. Mature Confidence**—Directors should be open to others' opinions, willing to listen, and approach others assertively, responsibly, and supportively. They must have the confidence to raise tough questions in a manner that encourages open discussion.
- 5. High Performance Standards**—Directors should demonstrate a strong history of achievements that reflect high standards for themselves and others.
- 6. Initiative/Responsiveness**—In order to add value, Directors should be proactive in carrying out their duties and raising issues for the Boards' consideration. Director candidates should have a proven track record of anticipating issues and performing their duties according to schedule.

- 7. Business Credibility**—Directors must have a history of business-related success and respect in the professional community.

Leadership Qualities

Leading the Boards and/or a Board Committee requires an additional skill set. When seeking individuals to fill leadership roles (e.g., Chairman of the Board, Committee Chairs), the Boards should seek candidates who demonstrate the following leadership qualities:

- 1. Communication Skills**—Board and Committee leaders should be able to communicate effectively with internal and external stakeholders in various formats. They should also demonstrate expertise in translating complex business issues into lay terms.
- 2. Crisis Management Skills**—Board and Committee leaders should have the ability and time to perform their duties during short-term and prolonged crisis situations.
- 3. Facilitation Skills**—Board and Committee leaders should demonstrate a focus on achieving results in collaboration with others and should display conflict management and consensus building skills. They should also be capable of facilitating diverse groups of highly accomplished professionals.
- 4. Relationship Building/Networking**—Board leaders should demonstrate an ability to develop mechanisms to foster efficient and positive interactions with many key constituencies. They should maintain broad and deep relationships with key stakeholders (e.g., leaders in the business community, regulators, etc.) and bring them to bear for the benefit of Trustmark.

Individual Director Competencies

There are certain competencies that must be represented collectively by the Directors on each of the Board Committees. These competencies must be represented on the Committees as a whole, but each individual Director need not necessarily possess all of them. The specific competencies vary by Committee. For further detail, please refer to the individual Committee Charters. While the personal traits will always be a prerequisite for Board membership, the desired individual Director competencies will likely evolve as Trustmark's business needs change. The Executive Committee of the Corporate Board is charged with annually reviewing and adapting, if necessary, the competencies to ensure that they accurately reflect the current business environment (e.g., market conditions, competition, technological change, Trustmark's stage of growth, and financial conditions). They will also annually evaluate whether or not the required competencies are sufficiently represented by current Board membership. To the extent that they are not, the Nominating Committee of the Corporate Board will seek nominees who can fill any competency gaps.

Individual Director Experience

In addition, professional responsibilities are an important contributor to each Director's selection and eligibility for continuing membership. The relevant professional expertise and relationships that a Director can contribute to the Boards' benefit will be considered when selecting Director candidates. When necessary, the Nominating Committee of the Corporate Board will consider whether a change in an individual's professional responsibilities directly or indirectly impacts that person's ability to fulfill their obligations as a Director, and will factor this in when determining Directors' suitability for continued Board service (refer to section VI of this document for additional detail).

VI. Conditions for Board Membership

In order to ensure that all Directors continue to add value in their roles and are eligible for re-election, the Boards have approved a governance recommendation that establishes a set of conditions that must be met in order to continue a Director's Board service. All of these conditions reflect an attempt to balance the Boards' need for continuity with the benefits that can be derived from fresh perspectives and ideas from new Directors.

Term Limits/Term Expirations

A Director's term shall be one year in length. At the end of each yearlong term, the Executive Committee of the Corporate Board shall evaluate all Directors to determine if any Director should not (based on performance, conduct, attendance at less than 75% of Board/Committee meetings, or other issues) stand for re-election. The Executive Committee of the Corporate Board may also request the resignation of a Director prior to the expiration of his/her current term for cause (e.g., illegal or unethical behavior). Actual removal of a Director must be approved by shareholders. This policy eliminates the need for term limits, while building in a mechanism for continually ensuring that Directors are qualified for continuing Board service.

The Executive Committee of the Corporate Board will periodically consider Committee Chair reassignments to encourage service of between three and five years in a Chair role.

Mandatory Retirement Age

The mandatory retirement age is seventy (70). Upon attaining the age of seventy (70) a Director shall retire effective upon the completion of such Director's then current term of office.

Change in Professional Responsibilities

The Nominating Committee of the Corporate Board will consider whether a change in an individual's professional responsibilities directly or indirectly impacts that person's ability to

fulfill their obligations as a Director. To enable this consideration, any Director who experiences a change in professional responsibilities must promptly submit a letter of notification to the Nominating Committee of the Corporate Board. The Nominating Committee of the Corporate Board will review each notification and determine whether the Director no longer possesses the qualifications necessary to stand for re-election. Those Directors who are deemed to no longer possess these qualifications will not be recommended for re-election, but will continue to serve until the next annual Board meeting.

Change in Competencies or Personal Traits

The Executive Committee of the Corporate Board will evaluate all Directors on an annual basis, using an informal procedure, to determine if there are any Directors who no longer possess the required competencies/personal traits (refer to Section V of this document and individual Committee Charters for more detail). Those Directors who are deemed to no longer possess the required competencies/personal traits will not be recommended for re-election, but will continue to serve until the next annual Board meeting.

Code of Conduct

There is a Code of Conduct in place for Directors (refer to the Code of Conduct tab). The Executive Committee of the Corporate Board will be charged with overseeing implementation and enforcement of the Code and will report all violations to the Corporate Board.

Director Independence

The Sarbanes-Oxley Act of 2002 (“the Act”) requires that a majority of Directors and all Audit and Finance Committee members be independent. Directors should strive to remain independent as that term is defined in the rules and regulations implementing the Act.

Change in Residence

A Director whose domicile changes to a state other than that in which they resided at the time of their election to the Board must submit a letter of notification to the Nominating Committee of the Corporate Board. The Nominating Committee of the Corporate Board will review each notification and determine whether the Director in question should not stand for re-election. In making these decisions, the Nominating Committee of the Corporate Board will weigh the benefits of continuing the Director’s service with the possible drawbacks (e.g., lack of presence in the communities in which the Corporation conducts business) associated with the move. Directors who are deemed not eligible will not be recommended for re-election, but will continue to serve until the next annual Board meeting.

Attendance

Directors are expected to attend the Annual Shareholders' Meeting, as well as all standing meetings of the Board(s) and Committee(s) on which they serve. The Executive Committee of the Corporate Board shall monitor Directors' attendance at Board and Committee meetings. Any Director who attends fewer than 75% of Board and/or Committee meetings will receive a letter of notification from the Executive Committee of the Corporate Board. The Nominating Committee of the Corporate Board will review each case and determine whether the Director in question should not stand for re-election. Those Directors who are not recommended for re-election will continue to serve until the next annual Board meeting.

VII. Chairman of the Board

Trustmark's Bylaws permit either separation or combination of the Chairman of the Board and CEO positions. In the event that the positions are combined, the Chairman of the Executive Committee of the Corporate Board must be a non-executive Director.

VIII. Lead Director

In the event the Chairman of the Board also serves as CEO, the Chairman of the Executive Committee shall serve as the Lead Director for the Corporate Board and Bank Board and its subsidiaries. The Lead Director's primary responsibility shall be to chair all meetings of the independent directors. The Lead Director shall refer to appropriate Board committee chairs all matters specifically related to committees. The Board members may freely discuss their views with the CEO and other Board members at any time. The Lead Director is the primary communicator between the directors and CEO, although the CEO is directly responsible to the Board in its entirety, and individual Board members may communicate directly with the CEO and vice versa.

IX. Board Performance Evaluation

The purpose of Board performance evaluation is to provide a mechanism for ensuring that Trustmark maintains a high-performing Board. Board performance evaluation also precludes the need to establish term limits.

The Executive Committee of the Corporate Board is charged with conducting all Board evaluations. There will be four types of performance evaluations conducted annually, as follows:

- 1. Overall Board Evaluation**—An overall assessment of Board effectiveness will be made via Board member completion of assessment forms. The desired outcome of this evaluation is an understanding of targeted opportunities to improve overall Board effectiveness.

2. **Board Leadership Evaluation**—Committee members will evaluate the performance of their respective Committee Chairs. In addition, all Directors will be asked to evaluate the performance of the Chairman of the Board.
3. **Individual Director Developmental Self-Assessments**—The Executive Committee of the Corporate Board will provide each Director with a tool that will assist them in self-assessment of their contributions to effective Board functioning and governance of Trustmark. This is intended to be an optional exercise for Directors, and self-assessments will not be collected or reviewed by the Executive Committee of the Corporate Board.
4. **Individual Director Evaluations** —The Executive Committee of the Corporate Board will informally evaluate all Directors, on an annual basis, and the Nominating Committee shall determine if any Directors should not be nominated for service on the Board for the coming year.

X. Accountabilities/Decision Roles

The Boards are responsible for reviewing, and in some cases, approving (refer to approval responsibilities detailed below in this section), policies and practices that are developed and implemented by management. While they may offer opinions and facts that support these items, the Boards are *not* responsible for actually developing and implementing such policies and practices.

The Boards may, at their discretion, establish Committees to help them in carrying out some of their duties. These individual Committees are responsible for providing summary reports and information regarding their activities and decisions to their respective Boards (please refer to individual Committee Charters for more detail on the Committees' decision accountabilities). One role of the Boards is to remain apprised of all relevant issues conveyed through such reports and, in certain instances, ratifying or approving specific Committee reports and/or recommendations. **Please refer to Appendices D and E of this document for a list of the full range of issues that each Board is responsible for reviewing.** Although the Boards may delegate various duties to its Committees, they as a whole ultimately are responsible for oversight of these issues, and must therefore review all substantive Committee activities.

Each Board also has a number of defined approval responsibilities, which are documented below.*

Please refer to Appendix C for specific definitions of the decision accountability terms (e.g., initiate, develop, contribute, oversee, monitor, review, recommend, approve) used in this section.

* This section details areas where the Boards have approval responsibilities. Additional items that the Boards are responsible for reviewing, but not approving, are detailed in Appendices D and E.

Corporate Board: Approval Responsibilities

- 1. Governance Structure**—Approve, on an annual basis, the governance structure and practices that ensure sound operation of the Corporation and its subsidiaries. Management will develop the actual structure, with input from the Executive Committee of the Corporate Board.
- 2. Strategic Business and Financial Objectives**—Approve, on an annual basis, the short- and long-term financial goals of the Corporation. Approve, at least every three years, or whenever they are developed, the short- and long-term strategic business goals of the Corporation (the strategic business and financial objectives of the Bank and its subsidiaries shall be approved by the Subsidiary Bank Board). After they are approved, monitoring and oversight responsibility lies with the Executive Committee.
- 3. Technology Strategy**—Approve, on an annual basis, the Corporation’s policies and practices regarding investment in technology. The actual technology strategy will be developed and implemented by management, with input from the Executive Committee. After the technology strategy is approved, the Executive Committee is responsible for oversight of its implementation.
- 4. Corporate Budget**—Approve the Corporation’s annual budget (the budget of the Bank and its subsidiaries shall be approved by the Subsidiary Bank Board). Management will develop the budget, with input from the Audit & Finance Committee. The Audit & Finance Committee will periodically monitor corporate performance against the budget.
- 5. CEO Succession Planning and Selection**—Approve selection criteria and succession process for CEO appointment developed by the Executive and Human Resources Committees with assistance from management. In the event that the CEO must be replaced, the Corporate Board will have final approval of his/her successor.
- 6. CEO Compensation and Benefits**—Approve, on an annual basis, the compensation, benefits, and perquisites provided to the CEO. The Human Resources Committee will develop the recommended compensation package.
- 7. CEO Performance Evaluation**—Approve, on an annual basis, the performance standards and evaluation process for the CEO. The Human Resources Committee will be responsible for developing and recommending an approach to CEO performance evaluation, for approval by the Corporate Board. The Committee will also manage the performance evaluation process.
- 8. Director Selection, Performance Evaluation, and Succession Planning**—Approve, on an annual basis, the slate of Directors for election by shareholders and performance standards for Directors. The Nominating Committee of the Corporate Board will engage in the Director selection process, with assistance from management, and recommend the candidates to the Corporate Board for approval (pending shareholder election). The Executive Committee of the Corporate Board will ~~also~~ recommend the

Director performance criteria that serve as the basis for Director performance evaluation, for approval by the Corporate Board.

- 9. Director Compensation**—Approve, on an annual basis, the compensation, benefits, and perquisites to be provided to Directors. Management will develop the recommended compensation package, with input from the Human Resources Committee.
- 10. Officer Appointment and Promotion**—Approve all Human Resources Committee recommendations regarding the appointment, promotion, and continuing service of officers of the Corporation. The Subsidiary Bank Board shall approve similar recommendations (made by the Human Resources Committee for members of the Executive Management Committee and by management for members of the Management Committee) for officers of the Bank.
- 11. Officer Compensation**—Approve, on an annual basis, the Human Resources Committee’s recommendations regarding the compensation, perquisites, and benefits provided to officers of the Corporation. The Subsidiary Bank Board shall approve similar recommendations for members of the Executive Management Committee. Management shall develop and approve compensation for members of the Management Committee.
- 12. Equity Compensation Awards**—Approve all issuances of equity compensation under the Corporation’s equity compensation plan(s), except as noted in the following sentence. The Corporate Board and the Human Resources Committee have delegated to the CEO, consistent with applicable laws, rules, regulations, exchange requirements and the Corporation’s equity compensation plan(s), the authority to award a limited number of equity grants to hire or promote senior level officers. The Human Resources Committee will review all such grants.
- 13. Capital Management**—Approve management policies and practices related to the Corporation’s distribution of dividend payments (the Bank’s dividend shall be approved by the Subsidiary Bank Board). Approve share repurchases recommended by management on an as needed basis.
- 14. Privacy Policy**—Approve, on an annual basis, the Corporation’s Information Security Policy for addressing issues related to customer privacy. Management will develop the policy itself, with input from the Enterprise Risk Management Committee.
- 15. Committee Charters**— Approve, on an annual basis, the Charters detailing the role and responsibilities of the Committees of the Corporate Board. The Charters will be reviewed (and revised, if necessary) annually by management and the Committees.
- 16. Material transactions**—Approve *definitive* agreements for proposed material transactions for the Corporation (the Subsidiary Bank Board approves definitive agreements for proposed transactions that are material to the Bank and/or its subsidiaries). The Executive Committee will approve policy and criteria for evaluating transactions, work with management to evaluate

opportunities, and may recommend transactions to the Corporate Board for approval, but do not approve transactions themselves. Due to possible timing issues, the Executive Committee of the Corporate Board may approve *non-binding* agreements, but final definitive agreements must be approved at the Corporate Board level.

- 17. External Advisers**—Unless otherwise provided in a specific Committee’s Charter, approve expenditures by the Committees of the Corporate Board in excess of \$10,000 for the hiring of external advisers to assist the Committees in carrying out their accountabilities. The Corporate Board is *not* responsible for approving similar expenditures for advisers to members of management.

Detailed accountabilities for the Corporate Board, its Committees, and management can be found in Appendix D.

Subsidiary Bank Board: Approval Responsibilities

- 1. Strategic Business and Financial Objectives**—Approve the short- and long-term business and financial goals of the Bank and its subsidiaries. Management shall develop such goals, with input from the Executive Committee.
- 2. Budget of the Bank and its Subsidiaries**—Approve, on an annual basis, the allocation of funds needed to accomplish the goals of the Bank and its subsidiaries. Management will develop the budget, with input from the Audit & Finance Committee. The Audit & Finance Committee will periodically monitor performance against the budget.
- 3. Adherence to Federal Reserve Regulation “O”**—Approve, on an ongoing/as needed basis, loans that fall under the provisions of Federal Regulation “O.”
- 4. Privacy Policy**—Approve, on an annual basis, Trustmark National Bank and its subsidiaries’ Information Security Policy for addressing issues related to customer privacy. Management will develop the policy itself, with input from the Audit & Finance Committee. The Subsidiary Bank Board may elect to use the information security program developed and approved at the Corporate Board level, but it must still conduct an independent review to ensure that the program is suitable and complies with requirements prescribed by the OCC.
- 5. Material Transactions**—Approve *definitive* agreements for proposed transactions that are material to the Bank and/or its subsidiaries. As a Committee of the Corporate Board, the Executive Committee will approve policy and criteria that the Subsidiary Bank Board will use for evaluating transactions. The Executive Committee may also, in an advisory capacity and at the request of the Subsidiary Bank Board, work with management to evaluate opportunities and may recommend transactions to the Subsidiary Bank Board for approval, but do not approve transactions themselves. Due to possible timing issues, the Executive Committee of the Corporate Board may

approve non-binding agreements, but final definitive agreements must be approved at the Subsidiary Bank Board level.

6. **Capital Management**—Approve management policies and practices related to the Bank’s distribution of dividend payments (the Corporation’s dividend shall be approved by the Corporate Board).
7. **Committee Charters**—Approve, on an annual basis, the Charters detailing the role and responsibilities of the Committees of the Subsidiary Bank Board. The Charters will be reviewed (and revised, if necessary) annually by management and the Committees.
8. **Officer Appointment and Promotion**—Approve all management (for members of the Management Committee) and Human Resources Committee (for members of the Executive Management Committee) recommendations regarding the appointment, promotion, and continuing service of officers of the Bank.
9. **Officer Compensation**—Approve, on an annual basis, the Human Resources Committee’s recommendations regarding the compensation, perquisites, and benefits provided to members of the Executive Management Committee. Management shall develop and approve compensation for members of the Management Committee.
10. **External Advisers**—Approve expenditures by the Committees of the Subsidiary Bank Board in excess of \$10,000 for the hiring of external advisers to assist them in carrying out their accountabilities. The Subsidiary Bank Board is *not* responsible for approving similar expenditures for advisers to members of management.

Detailed accountabilities for the Subsidiary Bank Board, its Committees, and management can be found in Appendix E.

XI. Outside Advisers

The Boards and their Committees may seek advice or counsel from external advisers (e.g., attorneys, management consultants, topical experts, etc.) on an as needed basis. Unless otherwise provided in a specific Committee’s Charter, the Committees of the Boards may each spend, annually, a cumulative amount not to exceed \$10,000 for the hiring of external advisers by the Committees on their own behalf, and the Committee Chair of each Committee must seek the approval of its respective Board for any expenditures in excess of this amount. This authority applies only to those advisers that are hired by the Committees as a legal entity, on behalf of themselves, and does not apply to external advisers hired by members of management.

XII. Meeting Schedules

Corporate Board

There shall be four annual, scheduled, standing meetings of the Corporate Board. Meetings shall be held on the fourth Tuesday of the following months: January, April, July, and October. Exact meeting dates and times are to be determined at a later date. Additionally, the Board's independent Directors shall meet in Executive Session without members of management present at least twice annually, in conjunction with regularly scheduled Board meetings.

Subsidiary Bank Board

There shall be four annual, scheduled, standing meetings of the Subsidiary Bank Board. Meetings shall be held on the second Tuesday of the following months: March, June, September, and December. Exact meeting dates and times are to be determined at a later date.

XIII. Meeting Preparation and Processes

Directors have a responsibility to remain apprised of key business issues and activities through the review of materials (e.g., summary reports, data, financials, etc.) from management and Board Committees. During meetings, they must balance this review with active discussion regarding the key strategic issues facing Trustmark. To ensure that at least half of actual meeting time will be made available for value-added activities (e.g., considering the implications of major policy or market shifts; performing strategic reviews of competitor actions, potential acquisitions, industry trends, etc.), the following guidelines will be used:

- 1. Review of Material Prior to Board/Committee Meetings:** In order to ensure that the majority of meeting time is being spent on the most strategic issues faced by Trustmark, much of the typical "review" function should take place outside of the context of Board meetings. This requires that Directors receive reports, data, etc., to review beforehand, rather than relying on management and Committee Chairs to present materials in meetings. Management should provide such information as soon as is practical on the Trustmark Board of Directors' Website.
- 2. Meeting Process:** During Board/Committee meetings, management will present data, information, reports, etc., which address important issues that should be brought to the Directors' attention. Management should spend no more than half of scheduled meeting time reporting this information. The remaining 50% of meeting time should be used for meaningful discussion of the issues presented and other matters that Directors believe should be brought to management's attention, in addition to "value-added" activities. During discussion time, Directors should focus on items such as significant variances

(both operational and financial), issues where greater than expected exceptions to existing policy have been made, and areas where they have significant questions or concerns. This will ensure that discussion is centered on items of key importance.

3. **Board Communications:** Management should prepare communications related to the business of the Committees. Where appropriate and beneficial, these materials should be forwarded to Directors in advance delivered either electronically or by mail.

IVX. Appendices

Appendix A: Summary of Individual Director Personal Traits and Leadership Qualities

Appendix B: Summary of Individual Director Competencies

Appendix C: Decision Responsibility Matrices: Terms and Descriptions

Appendix D: Decision Accountability Matrices: Corporate Board

Appendix E: Decision Accountability Matrices: Subsidiary Bank Board

SUMMARY OF INDIVIDUAL DIRECTOR PERSONAL TRAITS AND DIRECTOR LEADERSHIP QUALITIES

	Corporate Board Committees						Subsidiary Bank Board Committees		
	All Directors	Board Leadership*	Audit/ Finance	Executive	Human Resources	Nominating	Asset /Liability	Credit Policy	Wealth Management
Individual Director Personal Traits									
1. Personal and Professional Integrity	✓	✓	✓	✓	✓	✓	✓	✓	✓
2. Accountability	✓	✓	✓	✓	✓	✓	✓	✓	✓
3. Informed Business Judgment	✓	✓	✓	✓	✓	✓	✓	✓	✓
4. Mature Confidence	✓	✓	✓	✓	✓	✓	✓	✓	✓
5. High Performance Standards	✓	✓	✓	✓	✓	✓	✓	✓	✓
6. Initiative/Responsiveness	✓	✓	✓	✓	✓	✓	✓	✓	✓
7. Business Credibility	✓	✓	✓	✓	✓	✓	✓	✓	✓
Director Leadership Qualities									
1. Communication Skills		✓	Leadership qualities, while desirable for any Director, are not strict requirements for Committee membership						
2. Crisis Management Skills		✓							
3. Facilitation Skills		✓							
4. Relationship Building /Networking		✓							

* Board Leadership includes Committee Chairs and the Chairman of the Board.

SUMMARY OF INDIVIDUAL DIRECTOR COMPETENCIES

The following competency inventory summarizes the individual Director competencies required by each Committee.

	Corporate Board Committees					Subsidiary Bank Board Committees			
	Audit & Finance	Executive	Human Resources	Nominating		Asset/ Liability	Credit Policy	Enterprise Risk Management	Wealth Management
Individual Director Competencies									
1. Financial Acumen									
Accounting & finance knowledge	✓	✓		✓		✓	✓	✓	✓
Financial statement analysis	✓					✓			✓
Knowledge of capital markets	✓	✓				✓			✓
Financial planning	✓					✓	✓	✓	✓
Ability to communicate financial concepts in lay terms	✓	✓				✓			✓
2. Organizational Effectiveness									
Talent management			✓						
Understanding of compensation issues			✓						
Ability to discern candidate qualifications			✓	✓					
3. Strategic Direction									
Vision		✓		✓					
Strategic perspective		✓		✓		✓		✓	
Technology knowledge	✓								
Industry knowledge	✓	✓		✓		✓	✓	✓	✓

DECISION ACCOUNTABILITIES: TERMS AND DESCRIPTIONS

The terms below describe specific actions and are used in the decision accountability matrices that appear on the following pages.

Initiate	Propose the organization's approach to an item
Develop	Build and enhance the concepts that support and constitute an item; recommend key action items
Contribute	Provide input, opinions, facts, etc., in defining the approach, building the detail, and/or resolving an item
Oversee	Check an item and regulate as the item progresses
Monitor	Watch over the management of an item, without becoming involved in action
Review	Examine and understand an item's critical aspects; provide additional input if appropriate and necessary
Recommend	Suggest an option for final approval
Approve	Confirm and sanction final decisions related to an item

By identifying the decision-making accountabilities of the Corporate Board, Subsidiary Bank Board, Committees, and management with respect to key governance issues, Trustmark can clarify the expectations and accountabilities for each group.

DECISION ACCOUNTABILITIES: CORPORATE BOARD

Role: Foster Trustmark Corporation’s long-term business success consistent with its fiduciary responsibility to shareholders.

		Decision Roles			
Governance Item	Description	Management	Specific Committee	Corporate Board	Frequency
1. Governance Structure	The governance structure and practices that ensure sound operation of the Corporation and its subsidiaries	Develop	Executive Committee — Contribute, Review, Recommend	Review, Approve	As Needed (develop practices) Annually (review /approve governance practices)
2. Strategic Business and Financial Objectives	Short- and long-term business and financial goals	Initiate, Develop	Executive Committee — Contribute, Monitor, Recommend (for the Corporation and the Bank and its subsidiaries)	Review, Approve (for the Corporation; the Subsidiary Bank Board approves for the Bank and its subsidiaries)	As Needed (develop/ approve strategic plan) As Needed (develop intermediate goals) Annually (monitor performance against goals)
3. Organizational Structure	The arrangement of major business units/affiliates of the Corporation’s principal lines of business	Initiate, Develop, Approve	Executive Committee — Review	Review	As Needed
4. Technology Strategy	The Corporation’s policies and practices regarding investment in technology	Initiate, Develop	Executive Committee — Review, Recommend	Review, Approve	Periodically (Executive Committee reviews strategy) Annually (Corporate Board reviews/approves strategy)
5. Corporate Budget	The allocation of funds designated to accomplish specific business goals	Initiate, Develop	Audit & Finance —Monitor, Review	Review, Approve (for the Corporation; the Subsidiary Bank Board approves the budget for the Bank and its subsidiaries)	Annually (develop/approve budget) Periodically (monitor performance against budget)

**DECISION ACCOUNTABILITIES:
CORPORATE BOARD *continued***

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Corporate Board	
6. Unplanned Expenditures	All expenditures outside of the budget in excess of \$100,000 for land, \$500,000 all others	Initiate, Develop	Audit & Finance — Review, Approve Executive Committee - Review, Approve (between meetings of Audit & Finance)	Review	As Needed
7. Financial Reporting	Adherence to operational and financial reporting policies	Initiate, Develop, Oversee	Audit & Finance —Monitor, Approve	Review	As Needed (develop/approve policy) Periodically (monitor compliance)
8. Internal Controls and Risk Management	Management processes designed to assure operational efficiency and reliability of financial condition and information	Initiate, Develop, Oversee	Audit & Finance —Review, Monitor, Approve	Review	Periodically
9. Internal Auditors	The management of the function within the Corporation that establishes the internal control environment	Initiate, Develop, Oversee	Audit & Finance —Monitor, Approve	Review	As Needed (approve policies) Periodically (monitor controls)
10. Accounting Principles	The methods used to record financial transactions	Initiate, Develop, Oversee	Audit & Finance —Review, Monitor, Approve	Review	Periodically (monitor compliance with GAAP) As Needed (review/approve to reflect changing standards)

DECISION ACCOUNTABILITIES: CORPORATE BOARD *continued*

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Corporate Board	
11. Regulatory Compliance	Adherence to all relevant rules and regulations of the OCC, SEC, FDIC, Federal Reserve, and any other applicable regulatory bodies	Initiate, Develop, Oversee	Audit & Finance —Review, Monitor, Approve (all compliance for the Corporation, the Bank, and its subsidiaries)	Review	Annually (review policy) As Needed (develop/approve policy) Periodically (monitor compliance)
12. CEO Succession Planning	Succession process under various scenarios	Develop	Human Resources —Initiate, Review, Recommend	Approve	Annually (review process) As Needed (develop process)
13. CEO Qualifications	The skills and experience required of the CEO	Initiate, Develop	Human Resources — Review, Recommend	Review, Approve	Periodically
14. CEO Selection	Selection criteria and process for CEO appointment	Develop	Executive Committee — Initiate, Review, Approve (criteria & process)	Review, Approve	Periodically (review selection criteria) As Needed (select CEO)
15. CEO Compensation and Performance Evaluation	The compensation, benefits, and perquisites provided to the CEO; performance standards and evaluation process	Review	Human Resources —Initiate, Develop, Recommend	Review, Approve	Annually

* Those regulations that are applicable to the Bank and its subsidiaries (e.g., those dealing with lending, privacy, etc.) shall be monitored and approved by the Audit & Finance Committee in its capacity as a Committee of the Bank. Those regulations that are applicable to the Corporation (e.g., those dealing with the issuance of public securities, financial reporting, etc.) shall be monitored and approved by the Audit & Finance Committee in its capacity as a Committee of the Corporation.

**DECISION ACCOUNTABILITIES:
CORPORATE BOARD *continued***

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Corporate Board	
16. Performance Evaluation and Succession Planning	Selection criteria and process, performance standards and evaluation process, and succession process under various scenarios	Develop	Executive Committee — Initiate, Review, Recommend	Review, Approve (performance standards)	Annually (evaluate individual Directors)
17. Director Selection		Develop	Nominating Committee – Contribute, Initiate, Review, Recommend (Director nominees, pending shareholder election)	Review, Approve (Director nominees, Pending shareholder vote)	Annually (approve Director nominees)
18. Community Bank Advisory Directors	The appointment of advisory Directors to the community banks	Initiate, Develop	Human Resources —Review, Approve	Review	As Needed
19. Compensation Philosophy and Principles	The guidelines that shape the Corporation’s compensation strategy and approach	Initiate, Develop	Human Resources — Contribute, Approve	Review	Annually (review) As Needed (approve)
20. Director Compensation	The compensation, benefits, and perquisites provided to Directors (policy)	Initiate, Develop	Human Resources —Review, Recommend	Review, Approve	Annually
21. Officer Appointment and Promotion	Decisions regarding the appointment, promotion, and continuing service of management	Initiate, Develop	Human Resources —Review, Recommend (recommend for Officers of the Corporation and members of the Executive Management Committee)	Review, Approve (approve for Officers of the Corporation; the Subsidiary Bank Board approves appointments of officers of the Bank)	As Needed

DECISION ACCOUNTABILITIES: CORPORATE BOARD *continued*

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Corporate Board	
22. Appointments to the Management Committee and Executive Management Committee	Decisions regarding the appointment of officers to the Management Committee and the Executive Management Committee	Initiate, Develop, Approve	Human Resources —Review	N/A (these appointments are reviewed by the Subsidiary Bank Board)	As Needed
23. Officer Compensation	The compensation, benefits, and perquisites provided to officers	Initiate, Develop, Approve (approve for members of the Management Committee)	Human Resources —Review, Recommend (recommend for Officers of the Corporation and members of the Executive Management Committee)	Review, Approve (approve for Officers of the Corporation; the Subsidiary Bank Board approves compensation for members of the Executive Management Committee)	Annually
24. Stock Compensation	The issuance of stock compensation to employees subject to Rules 16b-3 and 162(m)	Initiate, Develop (CEO has authority to issue a limited number of stock grants to hire or promote senior level officers – Human Resources Committee will review all such grants.)	Human Resources —Review, Recommend	Review, Approve	Annually
25. Officer Removal	The removal of officers of the Corporation by the CEO for cause and/or performance	Initiate, Develop, Approve	Human Resources — Review	Review	As Needed
26. Capital Management	Policies and practices related to the Corporation's distribution of dividend payments and share repurchases	Initiate, Develop	Audit & Finance —Review, Recommend	Review, Approve	Quarterly (dividend policy) As Needed (share repurchases)
27. Privacy Policy	Information security policy for addressing issues related to customer privacy	Initiate, Develop	Enterprise Risk Management —Contribute, Monitor, Review, Recommend	Review, Approve	Annually (review/ approve policy) Periodically (monitor compliance with policy)

* Per the Federal Reserve, the privacy policy may be reviewed and approved at the Committee level. However, given heightened scrutiny of this issue as a result of the Gramm Leach Bliley Act, this issue will be handled at the Corporate Board level.

DECISION ACCOUNTABILITIES: CORPORATE BOARD *continued*

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Corporate Board	
28. Committee Charters	The Charters detailing the role and responsibilities of the Committees of the Corporate Board	Initiate, Develop	All Committees —Contribute, Monitor, Recommend (their Committee Charter)	Review, Approve ¹	Annually (review/ approve charter) Periodically (monitor compliance with charter)
29. Material Transactions (e.g., mergers, acquisitions, etc.)	The evaluation of potential material transactions for the Corporation, including authorization of due diligence and bidding; and the approval of merger agreements	Initiate, Develop	Executive Committee — Approve (policy & criteria); Review, Recommend (transactions for the Corporate Board's approval); Recommend, Approve (non-binding agreements, <u>not</u> definitive agreements)	Review, Approve (definitive agreements for the Corporation)	As Needed
30. Corporate Social Responsibility	Policies and practices regarding corporate social responsibility issues (e.g., Equal Opportunity Employment, etc.)	Initiate, Develop	Human Resources —Review, Monitor, Approve (policy)	Review	Annually (review policy) Periodically (monitor compliance)
31. Shareholder Resolutions	Proposals brought by shareholders for vote	Review	Executive Committee —Review, Recommend ²	Review	As Needed
32. External Advisers	Expenditures in excess of \$10,000 for the hiring of external advisers by the Committees of the Corporate Board	N/A	All Committees —Initiate, Develop	Review, Approve	As Needed
33. Board Communications	Presentations to the Corporate Board that explain the business impact of the Corporate Board Committees' actions	Initiate, Develop	All Corporate Board Committees —Contribute, Approve	Review	As Needed

¹ Nasdaq rules require that the Corporate Board approve the charters of the Audit & Finance Committee, the Human Resources Committee and the Nominating Committee. The Corporate Board may wish to review and approve the charters of other standing committees, but this is not required for regulatory reasons.

² The Executive Committee of the Corporate Board may wish to refer shareholder resolutions to other Committees as appropriate.

DECISION ACCOUNTABILITIES: SUBSIDIARY BANK BOARD

Role: Ensure the development of policies and procedures to facilitate and ensure effective management of Trustmark National Bank and its subsidiaries consistent with overall strategy and policy.

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Subsidiary Bank Board	
1. Strategic Business and Financial Objectives	The short- and long-term business and financial goals of the Bank and its subsidiaries	Initiate, Develop	Executive Committee — Contribute, Monitor, Recommend (for the Corporation and the Bank and its subsidiaries)	Review, Contribute, Approve (for the Bank; the Corporate Board approves for the Corporation)	As Needed (develop/ approve Strategic Plan) As Needed (develop intermediate goals) Annually (monitor performance against goals)
2. Budget of the Bank and its Subsidiaries	The allocation of funds designed to accomplish specific goals of the Bank and its subsidiaries	Initiate, Develop	Audit & Finance —Review, Recommend	Review, Approve	Annually (develop/ approve budget) Periodically (monitor performance against budget)
3. Financial Reporting	Adherence to operational and financial reporting policies of the Bank and its subsidiaries	Initiate, Develop, Oversee	Audit & Finance —Monitor, Approve	Review	As Needed (develop/approve policy) Periodically (monitor compliance)
4. Asset/Liability Management	Practices that foster efficient and profitable management of the Bank's and its subsidiaries' balance sheet and liquidity	Initiate, Develop	Asset/Liability —Contribute, Monitor, Approve	Review	Annually (develop/approve policies and practices) Periodically (monitor performance)
5. Regulatory Compliance	Adherence to all relevant rules and regulations of the OCC, SEC, FDIC, Federal Reserve, and any other applicable regulatory bodies	Initiate, Develop, Oversee	Audit & Finance —Monitor, Approve (all compliance for the Corporation, the Bank, and its subsidiaries*)	Review (compliance with regulations that are applicable to the Bank and its subsidiaries)	Annually (review policy) As Needed (develop/ approve policy) Periodically (monitor compliance)

* Those regulations that are applicable to the Bank and its subsidiaries (e.g., those dealing with lending, privacy, etc.) shall be monitored and approved by the Audit & Finance Committee in its capacity as a Committee of the Bank. Those regulations that are applicable to the Corporation (e.g., those dealing with the issuance of public securities, financial reporting, etc.) shall be monitored and approved by the Audit & Finance Committee in its capacity as a Committee of the Corporation.

**DECISION ACCOUNTABILITIES:
SUBSIDIARY BANK BOARD *continued***

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Subsidiary Bank Board	
6. Trust Management	Policies and practices related to the operations of Trustmark's Trust business	Initiate, Develop, Oversee	Wealth Management —Review, Approve (investment policy, Trust organizational structure); Monitor (financial performance of trust business, compliance with regulations impacting the Trust business)	Review	Annually (review policy) As Needed (develop/approve policy) Periodically (monitor compliance with policy)
7. Credit Policy	The Bank's and its subsidiaries' policies regarding loan quality	Initiate, Develop	Credit Policy —Review, Monitor, Approve (policies)	Review	Annually (develop/approve policy) Periodically (monitor adherence to policy)
8. Credit Quality	The credit quality of the Bank's and its subsidiaries' loan portfolio and industry concentrations; Adherence to Regulation "O"	Initiate, Develop, Approve (credit quality, industry concentrations)	Credit Policy —Review, Monitor	Review, Approve (loans per Reg "O")	Periodically
9. Asset Review	Oversight of the Asset Review Department	Initiate, Develop	Credit Policy — Review, Oversee, Approve (compensation and performance evaluation of Manager of Asset Review)	Review	Periodically
10. Privacy Policy*	Information security policy for addressing issues related to customer privacy	Initiate, Develop	Enterprise Risk Management —Review, Recommend	Review, Approve ¹	Annually (review/approve policy) Periodically (monitor compliance with policy)

* According to the Federal Reserve, subsidiaries can use the information security program developed at the holding company level. However, if the subsidiary institution chooses to use a security program developed at the holding company level, the Board of Directors or an appropriate committee at each subsidiary institution must conduct an independent review to ensure that the program is suitable and complies with requirements prescribed by the subsidiary's primary regulator.

**DECISION ACCOUNTABILITIES:
SUBSIDIARY BANK BOARD *continued***

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Subsidiary Bank Board	
11. Material Transactions	The evaluation of potential transactions that are material to the Bank and/or its subsidiaries, including authorization of due diligence and bidding; and the approval of merger agreements	Initiate, Develop	Executive Committee — Approve (policy & criteria); Review, Recommend (transactions for the Subsidiary Bank Board's approval); Recommend, Approve (non-binding agreements, <u>not</u> definitive agreements)	Review, Approve (definitive agreements for transactions that are material to the Bank and/or its subsidiaries)	As Needed
12. Capital Management	Policies and practices related to the Bank's distribution of dividends	Initiate, Develop	Audit & Finance —Review, Recommend	Review, Approve (the Bank's dividend). The Corporation's dividend shall be approved by the Corporate Board	Quarterly (dividend policy)
13. Committee Charters	The Charters detailing the role and responsibilities of Subsidiary Bank Board Committees	Initiate, Develop	All Subsidiary Bank Board Committees —Contribute, Monitor, Recommend	Review, Approve	Annually (review/approve charters) Periodically (monitor compliance with charters)
14. Officer Appointment and Promotion	Decisions regarding the appointment, promotion, and continuing service of management of the Bank	Initiate, Develop	Human Resources — Review, Recommend (recommend for members of the Executive Management Committee)	Review, Approve (approve for all Bank officers)	As Needed
15. Appointments to the Management Committee and Executive Management Committee	Decisions regarding the appointment of officers to the Management Committee and the Executive Management Committee	Initiate, Develop, Approve	Human Resources — Review	Review	As Needed

**DECISION ACCOUNTABILITIES:
SUBSIDIARY BANK BOARD *continued***

Governance Item	Description	Decision Roles			Frequency
		Management	Specific Committee	Subsidiary Bank Board	
16. Officer Compensation	The compensation, benefits, and perquisites provided to management of the Bank	Initiate, Develop, Approve (approve for members of the Management Committee)	Human Resources — Review, Recommend (recommend for members of the Executive Management Committee)	Review, Approve (approve for members of the Executive Management Committee)	Annually
17. Officer Removal	The removal by the CEO of officers of the Bank for cause and/or performance	Initiate, Develop, Approve	Human Resources — Review (members of the Executive Management Committee)	Review	As Needed
18. External Advisers	Expenditures in excess of \$10,000 for the hiring of external advisers by the Committees of the Subsidiary Bank Board	N/A	All Committees —Initiate, Develop	Review, Approve	As Needed
19. Board Communications	Presentations to the Subsidiary Bank Board that explain the business impact of the Subsidiary Bank Board Committees' actions	Initiate, Develop	All Subsidiary Bank Board Committees —Contribute, Approve	Review	As Needed