



**TRUSTMARK CORPORATION
TRUSTMARK NATIONAL BANK
EXECUTIVE COMMITTEE CHARTER**

Committee Purpose

The Executive 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 has the purpose of (i) providing an efficient means of considering matters that arise between regularly scheduled meetings of the Board and are such that either require prompt attention or are deemed appropriate by the members of the Committee to be considered on behalf of the Board, and (ii) any other responsibilities set forth in this Charter and applicable law. All acts and deeds of the Committee undertaken in accordance with this Charter shall be deemed to be, and may be certified as being, done under the authority of the Board, with the same force and effect as if the full Board had acted.

The “value-added” mission of the Committee is to lead the Board, serving 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.

Committee Composition

The Committee shall consist of not less than three (3) nor more than five (5) non-executive directors. The Chair of the Committee shall be a non-executive director if the positions of Chair of the Board and Chief Executive Officer are held by the same person or if the Chair of the Board is otherwise not an independent director, as defined by The Nasdaq Stock Market, Inc. or the exchange on which the corporation’s securities are listed for trading. The Chair of the Board and such other directors as may be designated by the Board shall serve as members of the Committee.

Accountabilities/Decision Roles

The Committee is responsible for acting on behalf of the Board if a matter requires attention between regularly scheduled Board meetings.

In fulfilling its role, the Committee shall:

1. **Evaluate potential material transactions:** From time to time, management may identify opportunities to acquire or merge with other businesses or pursue other types of transactions outside the ordinary course of business, including by means of non-binding expressions of interest, preliminary due diligence and non-binding bids submitted by management. The Committee will work with management to evaluate opportunities, and the Chief Executive Officer will confer with the Chair of the Committee prior to the submission of non-binding indications of interest or non-binding bids. The Committee may recommend the authorization of binding bids and/or the approval of definitive agreements to the Board (the Committee may recommend transactions for approval by the Board but does not approve transactions).
2. **Review and approve Unplanned Expenditures:** Should an unplanned expenditure occur between regularly scheduled meetings of the Finance Committee or in the event the Finance Committee is unavailable to meet, the Committee will review and approve expenditures outside of the budget greater than \$1,000,000.
3. **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 Corporate and/or Bank Boards for approval.

4. **External Advisers:** The Committee will provide to the Board for approval any expenditures in excess of \$25,000 for the hiring of external advisers.
5. **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 will meet as often as necessary to act on behalf of the Board between regularly scheduled Board meetings.