



**TRUSTMARK CORPORATION
TRUSTMARK NATIONAL BANK
FINANCE COMMITTEE CHARTER**

Committee Purpose

The Finance 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”) and is responsible for monitoring all aspects of the Company’s financial and capital condition as well as the Bank’s liquidity and interest rate risk profile. The investment portfolio plays a vital role in the management of asset and liability positions and maintaining adequate liquidity; therefore, the Committee will also be responsible for monitoring activity in the Bank’s investment portfolio. Such monitoring responsibility will be accomplished through the ongoing review of management reports, data, and discussion of financial trends, projections, and capital positions as well as significant liquidity and interest rate risk issues.

The “value-added” mission of the Committee is to partner with Management to provide guidance and insights on how internal policy shifts and/or changes in the external landscape (e.g., market conditions) could potentially impact the Bank’s overall financial performance including its balance sheet, funding alternatives, and overall liquidity and interest rate risk tolerance. The Committee will also work with Management to define Trustmark’s potential response to any such scenarios.

Committee Composition

The Committee shall be appointed by the Board and composed of at least three members of the Board.

Accountabilities/Decision Roles

The Committee is responsible for reviewing, and in some cases approving, policies and practices regarding capital management and stress testing, asset liability management, and interest rate risk management, among others that are developed and implemented by Management. While they may offer opinions and facts that support and improve these items, the Committee is not responsible for developing such policies and practices.

In fulfilling its role, the Committee shall:

1. **Contribute, Monitor and Recommend financial objectives for the Company:** The Committee will provide guidance to Management as it develops short- and long-term goals for the Company. The Committee shall review Management’s Strategic Plan Financial Projections and make a formal recommendation to the Corporate Board regarding their approval. Upon approval, the Committee will be responsible for periodically monitoring progress with the Strategic Plan Financial Projections.
2. **Monitor, Review and Recommend Corporate Budget:** The Committee will monitor the allocation of funds designated to accomplish specific business goals of the Corporation and will periodically monitor performance against the budget. The Committee will annually recommend the corporate budget to the Board for approval.
3. **Review and approve Unplanned Expenditures:** The Committee will review and approve any proposed Management expenditures, outside of the corporate budget, in excess of \$1,000,000. If the Committee is unavailable to address unplanned expenditures, they will be addressed by the Executive Committee.

4. **Review and recommend Capital Policy and Planning:** The Committee will (i) review and approve all actions related to the capital positions for the Corporation and its subsidiaries, including the issuance of common or preferred stock, the repurchase/retirement of common/preferred stock, the issuance of alternative sources of capital and cash dividends, (ii) discuss capital management options for the Corporation, and (iii) review pro-forma financial statements and capital ratios in connection with any potential material acquisition or merger targets.
5. **Review and approve Capital Stress Testing:** The Committee will annually review and approve the Capital Stress Testing Policy and Capital Stress Testing Results. The Enterprise Risk Committee will annually monitor and review the results of capital stress testing as it relates to risk.
6. **Review and approve the Funds Management Policy of the Bank:** The Committee will annually review and approve the Bank's Funds Management Policy and periodically monitor Management's adherence to the established policies.
7. **Review and monitor the Bank's Investment Securities Portfolio:** The Committee will periodically monitor the portfolio's activity, risk profile and performance.
8. **Review and approve BOLI Policy:** The Committee will annually review and approve the policies and practices related to the Bank's life insurance.
9. **Review and approve Liquidity Risk:** The Committee will annually review and approve the risk parameters and guidelines established by Management, as well as periodically monitoring the Bank's performance and overall liquidity risk profile. The Committee will also ensure the Bank's funding strategy and its implementation are consistent with the established risk tolerance.
10. **Review and approve Interest Rate Risk:** The Committee will annually review and approve interest rate risk parameters and guidelines developed by Management. The Committee will monitor the Bank's overall interest rate risk and adherence with the established risk parameters and guidelines through gap reports and simulation models prepared by Management.
11. **Review of 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.
12. **External Advisers:** The Committee will provide to the Board for approval any expenditures in excess of \$25,000 for the hiring of external advisers.
13. **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.