



**TRUSTMARK CORPORATION  
TRUSTMARK NATIONAL BANK  
HUMAN RESOURCES COMMITTEE CHARTER**

**Committee Purpose**

The Human Resources 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 ensuring that policies and practices are in place to facilitate (i) the development of the Company’s associate and management talent, (ii) orderly CEO succession, (iii) CEO compensation and evaluation process (iv) setting the compensation of members of the Executive Strategy Committee and Directors at competitive levels, (v) the approval of Management-developed guidelines that shape the Company’s compensation strategy and approach, and (vi) oversight of human resources social responsibility issues.

The “value-added” mission of the Committee is to monitor Management’s human capital management activities to ensure they support and further assist in achieving the Corporation’s strategic goals. Along with this, the Committee’s mission is to leverage its knowledge of the Company’s human capital practices to provide Management with guidance in addressing human resources social responsibility topics such as Equal Opportunity Employment (“EOE”), diversity and inclusion.

**Committee Composition**

The Committee members shall be appointed by the Board upon the recommendation of the Nominating & Governance Committee and shall consist of at least three Board directors, one of whom shall be the Chair of the committee. A person may serve on the Committee only if the Board of the Corporation determines that he or she (i) is an “independent director” in accordance with the rules and regulations of The Nasdaq Stock Market, Inc. (“Nasdaq”), as may be amended from time to time, and (ii) satisfies any other criteria under applicable law, rule, regulation, or exchange requirements. If at any time the Committee includes a member who is not a non-employee director (“Non-Employee Director”) within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the “Exchange Act”), then either a subcommittee comprised entirely of two or more Committee members who are Non-Employee Directors or the Board of the Corporation shall approve any grants made to any individual who is subject to liability under Section 16 of the Exchange Act.

**Accountabilities/Decision Roles**

The Committee is responsible for reviewing, and in some cases approving, policies and practices that are developed and implemented by Management. While committee members may offer opinions and facts that support these items, the Committee is not responsible for developing such policies and practices.

In fulfilling its role, the Committee shall:

- 1. Recommend CEO Succession Planning Process:** On an annual basis, the Committee, with assistance from Management, will review, and revise, if necessary, the CEO succession planning process to be used under various scenarios (e.g., planned and unplanned succession). As part of the annual review of such process, the Committee shall review and recommend the skills and experience required of a CEO candidate. The Board of the Corporation shall approve the Committee’s CEO succession planning process recommendations, as needed.  
*For the avoidance of doubt, the Nominating & Governance Committee is responsible for executing the CEO succession planning process as developed by the Committee.*

2. **Recommend CEO Compensation and Performance Evaluation:** The Committee is responsible for developing a recommendation for the compensation, benefits, and perquisites to be provided to the CEO on an annual basis. The Committee will also recommend annually the CEO performance standards and evaluation procedures. The Board of the Corporation must approve the Committee's recommendations each year. The CEO may not be present during the Committee's voting or deliberations on his or her compensation.
3. **Recommend Corporate Management Succession Planning:** The Committee, on an annual basis, with assistance from Management, will review and revise, if necessary, the Corporate Management Succession Planning process to be used under various scenarios (e.g., planned and unplanned succession). As part of the annual review of such process, the Committee shall, in conjunction with the Director of Human Resources, identify key positions. The Board of the Corporation will annually review the Committee's Corporate Management Succession Planning Process recommendations.
4. **Approve Compensation Guiding Philosophy and Principles:** The Committee will contribute to and approve Management-developed guidelines that shape the Company's compensation strategy and approach. The goal of the compensation guiding philosophy and principles is to ensure competitiveness within an explicitly defined talent market and an appropriate relationship between corporate performance and Management compensation.
5. **Recommend Director Compensation:** The Committee is responsible for reviewing Management recommendations regarding the compensation, benefits, and perquisites provided to Trustmark Directors on both the Corporate and Bank Boards. The Committee will make a recommendation for approval by the Corporate Board for both Corporate and Bank Board Directors. Director compensation shall be revisited and approved (if changes are necessary) on an annual basis.
6. **Recommend Officer Appointment and Promotion:** The Committee plays a role in decisions regarding the appointment, promotion, and continuing service of officers of the Corporation and its subsidiaries. For officers who are members of the Executive Strategy Committee (or proposed members of the Executive Strategy Committee upon such appointment or promotion), such action shall be recommended by the Committee for approval by the Corporate Board and/or Bank Board, as appropriate. Management will recommend appointment and promotion of all other members of Management, which shall be approved by the CEO and the Board.
7. **Approvals under Section 162(m):** The Committee shall be responsible for all determinations and certifications as to the timing of any payments to which an associate is entitled for purposes of obtaining tax deductibility under Section 162(m) of the Code under certain benefit plans of the Corporation.
8. **Review and Recommend Appointments to the Executive Strategy Committee:** The Committee will review Management's recommendation for appointments to the Executive Strategy Committee and recommend such appointments to the Corporate Board for approval of Corporate officers and to the Bank Board for approval of Bank officers.
9. **Review and Recommend Officer Compensation:** The Committee plays a role in the setting of compensation, benefits, and perquisites provided to senior officers of the Company, including the short- and long-term incentive compensation plans. Management will develop officer compensation recommendations on an annual basis. Compensation for officers who are members of the Executive Strategy Committee shall be recommended by the Committee for approval by the Corporate Board or Bank Board, as appropriate. Management will approve annual compensation for all other officers.
10. **Recommend equity compensation awards:** In its sole discretion and except for the delegation noted below, the Committee (or a relevant subcommittee, as applicable) shall approve recommendations for the issuance of equity compensation under the Corporation's equity compensation plan(s). The Corporate Board will have final approval over all issuances of equity compensation, except as noted in the following sentence. The Corporate Board and

- the Committee may delegate 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, retain or promote key associates who are not members of the Executive Strategy Committee. The Committee will periodically receive reports of all such grants.
- 11. Recommend Stock Ownership Requirements:** The Committee shall annually monitor and review the level of stock ownership held by directors, the CEO, and other executive officers pursuant to the Corporation's stock ownership guidelines in effect from time to time and shall take such action as may be necessary to assure compliance with such guidelines, including recommending changes to the Corporate Board as needed.
  - 12. Review Officer Removal:** The Committee will review CEO actions regarding the removal of officers of the Corporation and members of the Executive Strategy Committee for cause and/or performance. The Corporate Board and/or the Bank Board, as appropriate, will review any such actions.
  - 13. Recommend Say-on-Pay Approach and Frequency:** The Committee will review and recommend for approval by the Corporate Board (a) the Corporation's approach with respect to the advisory vote on executive compensation ("say-on-pay") and (b) how frequently the Corporation should permit shareholders to have a say-on-pay, taking into account the results of the shareholder votes on the frequency of say-on-pay proposals.
  - 14. Review results of Shareholder Votes on Say-on-Pay Proposals:** The Committee will review the results of shareholder votes on say-on-pay proposals.
  - 15. Review and Recommend Compensation Disclosures:** As required by the rules of the Securities and Exchange Commission (the "SEC"), the Committee will review and discuss the Compensation Discussion and Analysis and related executive compensation information with Management and, based upon such review and discussion, recommend for approval by the Corporate Board that the Compensation Discussion and Analysis and related executive compensation information be included in the Corporation's Annual Report on Form 10-K or proxy statement, as applicable.
  - 16. Approve Human Resources Committee Report:** As required by the rules of the SEC, the Committee will contribute to and approve a Management-developed Committee report on executive compensation to be included in the Corporation's annual proxy statement.
  - 17. Approve Compensation Risk Assessment:** As required by applicable law, rule, regulation or exchange requirements, the Committee will oversee periodic reviews of the Corporation's compensation policies and practices as they relate to risk management to ensure incentive compensation is appropriately balanced and does not jeopardize the safety and soundness of the Company.
  - 18. Approve Associate Benefits:** The Committee shall review and approve, on a non-fiduciary level with respect to employee benefit plans or programs, recommendations from the Associate Benefits Subcommittee for associate benefit plan changes or new associates' benefit plans that may have a material effect on the financial condition of the Corporation.
  - 19. Recommend Human Resources-Related Social Responsibility Matters:** The Committee is responsible for reviewing policies developed by Management regarding the Corporation's stance and response to human resources-related social responsibility issues (e.g., EOE, diversity, and inclusion) and recommending policies for approval by the Corporate Board. The Committee will review such policies on an as needed basis and maintain responsibility for monitoring Management's adherence thereto.
  - 20. Review and recommend Human Resources Initiatives and Associated Metrics:** The Committee will review and recommend a periodic update of Human Resources initiatives and associated metrics related to the Committee's accountabilities.
  - 21. Review Committee Charter:** The Committee shall 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.

- 22. External Advisers:** The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by it. The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
- 23. 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.
- 24. Approve Community Market Advisory Directors of the Bank:** The Committee shall approve the appointment of community market advisory directors on an as needed basis. The Bank Board will review all such appointments.

## **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.