



NOMINATING COMMITTEE
CHARTER

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This Charter should be read in conjunction with the Board Charter, which includes additional information relevant to all Trustmark Directors.

I. Committee Role

The Nominating Committee (“Committee”) is charged with assisting the Board by identifying individuals qualified to become Corporate and Subsidiary Bank Board members, and recommending to the Board the Director nominees for the next annual meeting of shareholders.

II. Director Competencies

The Committee shall be comprised of the independent Directors who are members of the Executive Committee of the Corporate Board.

In addition to individual Director personal traits (refer to Board Charter Section V for detail), there are certain competencies that must be collectively represented by the Directors on the Committee. These competencies must be represented on the Committee as a whole, but each Committee member need not necessarily possess all of them. The competencies include:

- 1. Ability to discern candidate qualifications** - One or more members of the Committee should demonstrate an ability to select and assess director nominees based on qualifications set forth by the Corporate Board and regulatory agencies.
- 2. Vision** – One or more members of the Committee should be capable of bringing innovative thinking to bear when discussing Board planning strategy. Any Director(s) with this competency should also be capable of partnering with management to develop a vision for the future of the Corporation and its Board leadership.
- 3. Strategic perspective** – One or more members of the Committee should demonstrate an ability to develop recommendations and evaluate Director recommendations from a multi-functional perspective. Any Director(s) with this competency should also be capable of translating corporate vision into thoughts on a long-term, executable strategic and operating plan for Board membership.
- 4. Industry knowledge** – One or more members of the Committee should be familiar with historical and emerging trends in the financial services and banking industries. They should have a strong understanding of regulatory requirements as well as key characteristics, traits and leadership skills required for Directors.

III. 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. The Committee is also responsible for recommending membership of committees of the Corporate Board and Subsidiary Bank Board.

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

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. 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 individuals for committee membership:** The Committee shall determine individuals who are qualified to serve on committees of the Corporate Board and the Subsidiary Bank Board and shall recommend such individuals for approval by the Corporate Board or Subsidiary Bank Board, as appropriate.
- 3. Provide presentations to the Corporate Board:** The Committee will, when required to do so and on an ongoing basis, provide reports to the Corporate Board to explain the impact of decisions/actions made by the Committee.
- 4. Review charter annually:** The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Detailed decision accountabilities for these duties (for the Nominating Committee, the Corporate Board, and management) can be found in Appendix A of this document.

IV. "Value-Added" Mission of the Committee

The "value-added" mission of the Committee is to seek and recommend qualified Directors to lead the company consistent with its vision and mission.

V. Strategic Development of Committee Members

Along with the accountabilities and expectations of existing and new Directors, there will be a need for ongoing professional Director development to provide them with information relevant to their expanded duties. A certain amount of annual meeting time may be set aside to accommodate guest speakers/instructors that could participate in select committee meetings to equip Directors with information and perspectives regarding market trends, technical issues, and other topics that will provide context for their value-added duties. These resources could include:

1. Industry analysts
2. Professional search firms
3. Legal or accounting professionals
4. Representatives of regulatory agencies

VI. Committee Relationships

This section highlights key relationships and differences in decision accountabilities across various constituencies for each of the Committee's decision accountabilities. This will enable the Committee to appropriately distinguish their specific role vs. that of other parties, and also, know what their role is *not*.

Subsidiary Bank Board

The Subsidiary Bank Board does not play a defined role relative to the Committee.

Corporate Board

In order to fulfill its oversight responsibility for the Corporation, the Corporate Board shall review and nominate individuals for Board service. The Corporate Board will recommend nominees to serve on the Corporate Board, pending shareholder approval. The Corporate Board will, acting as sole shareholder of the Subsidiary Bank, elect Directors of the Subsidiary Bank Board.

Management

Management's role is to recommend individuals who may be qualified for service as a Director for either the Corporate or Subsidiary Bank Boards.

Outside Advisers

The Committee may seek advice or counsel from external advisers (e.g., attorneys, search firms, accountants, etc.), including those involved in the strategic development of Committee members (refer to Section V of this document) on an as needed basis. The hiring of such advisers will be at the Committee's discretion, provided that related expenditures do not exceed \$10,000 annually. The Committee Chair of the Committee must seek the approval of the Corporate Board for any expenditure in excess of this amount.

VII. Meeting Schedule

The Committee shall hold such scheduled, standing meetings per year as are set forth on the calendar adopted by the Board of Directors for the coming year. At the meetings, the Committee will review and/or discuss the nomination of Directors. The Committee may convene additional meetings outside of the normal meeting schedule as circumstances require.

VIII. Appendices

Appendix A: Decision Accountability Matrix: Committee

DECISION ACCOUNTABILITY MATRIX: NOMINATING COMMITTEE

Role: Identify and recommend individuals qualified to serve as Corporate and Subsidiary Bank Board members.

Governance Item	Description	Decision Roles			Frequency
		Management	Nominating Committee	Corporate Board	
1. Director Selection	Identify qualified individuals for Corporate and Subsidiary Bank Board service.	Initiate, Contribute	Contribute, Review, Monitor, Recommend	Review, Approve (Director nominees pending shareholder vote)	<p>Annually (approve Corporate Director nominees)</p> <p>Annually (elect Subsidiary Bank Board directors, acting as sole shareholder of TNB)</p> <p>Periodically (as vacancies occur and to monitor adherence to Charter)</p>
2. Committee Membership	Identify qualified individuals for membership of committees of Corporate and Subsidiary Bank Boards		Contribute, Review, Monitor, Recommend	Review, Approve Committees of Corporate Board (Bank Board approves Committees of Bank Board)	Annually
3. Board Communication	Presentations to the Board that explain the impact of decisions/actions made by the Committee	Initiate, Develop	Contribute, Approve	Review	Periodically
4. Committee Charter	The Charter detailing the role and responsibilities of the Committee.	Initiate, Develop	Initiate, Review, Recommend	Approve	Annually