

TRUSTMARK CORP  
Form DEF 14A  
March 11, 2019  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE 14A**  
**Proxy Statement Pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. \_\_)**

Filed by the Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**Trustmark Corporation**

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

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**2019 Annual Meeting Notice & Proxy Statement | Trustmark Corporation**

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**Notice of Annual Meeting of Shareholders**

The 2019 Annual Meeting of Shareholders of Trustmark Corporation (Trustmark) will be held as follows:

**DATE AND TIME**

Tuesday, April 23, 2019, at 1:00 p.m.

**LOCATION**

Trustmark Corporate Office

248 East Capitol Street

Jackson, Mississippi 39201

**ITEMS OF BUSINESS**

- 1) To elect a board of 13 directors to hold office for the ensuing year or until their successors are elected and qualified.
- 2) To provide advisory approval of Trustmark's executive compensation.
- 3) To ratify the selection of Crowe LLP as Trustmark's independent auditor for the fiscal year ending December 31, 2019.
- 4) To transact such other business as may properly come before the meeting.

**RECORD DATE**

Shareholders of record on March 1, 2019, are eligible to vote at the meeting in person or by proxy.

**PROXY VOTING/REVOCATION**

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You are urged to vote your shares as soon as possible, whether or not you plan to attend the meeting. You may vote your shares by Internet by following the instructions on the Notice of Internet Availability or proxy card.

If you received a printed copy of the proxy statement, you may also vote your shares by signing and returning the enclosed proxy card in the enclosed reply envelope.

If you attend the meeting in person, you may revoke your proxy prior to the voting thereof. You may also revoke your proxy by following the instructions on page 2 of the proxy statement.

Granville Tate, Jr.

Secretary

March 11, 2019

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### **GENERAL INFORMATION**

#### **Introduction**

Trustmark Corporation (Trustmark) is holding its 2019 Annual Meeting of Shareholders (the Annual Meeting) on Tuesday, April 23, 2019. This proxy statement is being sent on or about March 11, 2019, in connection with the solicitation by the Board of Directors of Trustmark (the Board) of proxies to be voted at the Annual Meeting and at any adjournment or postponement thereof.

Trustmark is furnishing this proxy statement over the Internet to most shareholders. These shareholders will not receive printed copies of the proxy statement and proxy card, and instead will receive a Notice of Internet Availability containing instructions on how to access the proxy materials over the Internet. If you received a Notice of Internet Availability, for additional information please see [Availability of Proxy Materials](#) on page 42.

#### **Meeting Location, Date and Time**

The Annual Meeting will be held at Trustmark's Corporate Office located at 248 East Capitol Street, Jackson, Mississippi 39201, on Tuesday, April 23, 2019, at 1:00 p.m. To obtain directions to attend the meeting, contact the Secretary at 1-601-208-5088 or toll-free at 1-800-844-2000 (extension 5088).

#### **Shareholders Entitled to Vote**

Shareholders of record at the close of business on March 1, 2019, are entitled to notice of and to vote at the Annual Meeting in person or by proxy. On the record date, Trustmark had outstanding 65,584,363 shares of common stock.

#### **Required Vote**

A majority of the shares outstanding and entitled to vote constitutes a quorum to transact business at the Annual Meeting. Each share is entitled to one vote on each proposal.

The required vote for each proposal is as follows:

Directors must receive a majority of the votes cast in order to be elected (that is, the number of shares voted for a director must exceed the number of shares voted against that director). If a nominee who is an incumbent director is not elected, and no successor is elected, such nominee must tender his or her resignation from the Board. For additional information, please see [Proposal 1: Election of Directors](#) on page 9.

The advisory vote to approve Trustmark's executive compensation will be approved if the votes cast in favor of the proposal exceed the votes cast opposing the proposal.

The ratification of the selection of Crowe LLP (Crowe) as independent auditor will be approved if the votes cast in favor of the proposal exceed the votes cast opposing the proposal.

While abstentions and broker non-votes are counted as shares present at the meeting for purposes of determining a quorum, they are not otherwise counted and, therefore, will have no effect on the outcome of the election of directors or any other proposal.

Applicable rules determine whether proposals presented at shareholder meetings are considered routine or non-routine. If a proposal is considered routine, a bank, broker or other holder of record which holds shares for an owner in street name generally may vote on the proposal without receiving voting instructions from the beneficial owner. If a proposal is non-routine, the bank, broker or other holder of record generally may vote on the proposal only if the beneficial owner has provided voting instructions. A broker non-vote occurs when a broker or other entity returns a signed proxy card but does not vote shares on a particular proposal because the proposal is not a routine matter and the broker or other entity has not received voting instructions from the beneficial owner of the shares. The ratification of the selection of Crowe as independent auditor is considered a routine matter, while the other proposals, i.e., the election of directors and the advisory vote to approve Trustmark's executive compensation, are considered non-routine matters.

All valid proxies received by Trustmark will be voted in accordance with the instructions indicated in such proxies. As noted above, if you hold your shares through a bank, broker or other holder of record and you do not give voting instructions, your bank, broker or other record holder of the shares is not permitted to vote your shares on any proposal other than Proposal 3, which is the only routine proposal on the agenda. If no instructions are indicated in an otherwise properly executed proxy, it will be voted FOR the director nominees named in Proposal 1, FOR advisory approval of Trustmark's executive compensation in Proposal 2, FOR ratification of the selection of Crowe as independent auditor in Proposal 3 and on all other matters in accordance with the recommendations of the Board.

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### **How to Vote**

Shareholders of record can vote in person at the Annual Meeting or by proxy without attending the Annual Meeting. To vote by proxy:

- (1) Vote by Internet (instructions are on the Notice of Internet Availability or the proxy card), or
- (2) If you received a printed copy of this proxy statement, complete the enclosed proxy card and sign, date and return it in the enclosed postage-paid envelope.

If you hold your shares through a bank, broker or other holder of record, your bank, broker or agent will provide you with materials and instructions for voting your shares. If you hold your shares through a bank, broker or other holder of record, and you plan to vote in person at the Annual Meeting, you should contact your bank, broker or agent to obtain a legal proxy or broker's proxy card and bring it to the meeting in order to vote in person.

You will receive multiple Notices of Internet Availability or printed copies of the proxy materials if you hold your shares in different ways (e.g., individually, by joint tenancy, through a trust or custodial account, etc.) or in multiple accounts. Please vote the shares represented by each Notice of Internet Availability or proxy card you receive to ensure that all of your shares are voted.

### **Revoking Your Proxy**

If you are a shareholder of record, you may revoke your proxy at any time before it is voted by written notice to the Secretary, by revocation at the meeting, by delivery to the Secretary of a subsequently dated proxy card or by submitting a later vote by Internet (instructions are on the Notice of Internet Availability or the proxy card). In the case of multiple submissions regarding the same shares, the proxy with the latest date will be counted. The address for the Secretary is c/o Trustmark Corporation, Post Office Box 291, Jackson, MS 39205.

If you hold your shares through a bank, broker or other holder of record and you do not plan to vote in person at the Annual Meeting, you should contact your bank, broker or agent to revoke your proxy or change your vote.

### **Voting on Other Matters**

The Board is not aware of any additional matters to be brought before the meeting. If other matters do come before the meeting, the persons named in the accompanying proxy or their substitutes will vote the shares represented by such proxies in accordance with the recommendations of the Board.

## **CORPORATE GOVERNANCE**

### **Overview**

Trustmark's governance structure enables the Board to effectively and efficiently address key, specific issues such as business growth, human capital, enterprise risk management and technology, among others. This is accomplished through five standing Board committees and through the effective utilization of the directors' combined wisdom and diverse experience and business knowledge.

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

Providing strategic guidance and oversight

Ensuring that management's operations contribute to Trustmark's financial soundness

Acting as a resource on strategic issues and in matters of planning and policy-making

Promoting social responsibility and ethical business conduct

Providing insight and guidance on complex business issues and problems in the banking and financial services industries

Ensuring that an effective system is in place to facilitate the selection, succession planning and compensation of the Chief Executive Officer (CEO)

Monitoring risks facing Trustmark and providing oversight of Trustmark's stress testing and other risk evaluation processes

Ensuring Trustmark's compliance with all relevant legal and regulatory requirements

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### **Key Features of Trustmark's Corporate Governance**

Trustmark's governance structure has a number of key features that are designed to ensure effective and efficient oversight of the company, including the following:

Ten of the thirteen current members of the Board are independent.

Directors are required to retire at the age of 70, except that our current Board Chairman, R. Michael Summerford, is permitted to serve until the age of 71.

Directors are required to own a minimum of 8,000 shares of Trustmark stock within five years of being elected.

The Board has adopted, and annually reviews, formal charters for the Board and its committees to address the governance guidelines and responsibilities of each.

Trustmark separates the roles of CEO and the Board Chairman, who is independent.

Directors must notify Trustmark of changes in professional responsibilities and residence and are expected to comply with a directors' attendance policy.

The Board has adopted codes of conduct/ethics for directors, senior financial officers (including the CEO) and associates.

The Board has the authority to seek advice or counsel from external advisors as needed.

Trustmark has a CEO succession planning process to promote continuity of leadership and an orderly transition upon the CEO's retirement or other termination of employment.

The Executive Committee of the Board reviews the corporate governance structure and annually evaluates each director's performance against specific performance criteria designed to evaluate the director's contributions to the Board's deliberations and processes.

In December 2018, the Board amended Trustmark's bylaws to provide a one-year exception from the mandatory retirement age of 70 to permit Mr. Summerford to be nominated for election to an additional one-year term as director following the completion of his current term at the 2019 Annual Meeting.

The Code of Conduct for Trustmark Directors, Code of Ethics for Senior Financial Officers of Trustmark, Code of Ethics and Procedure to Report Violations of Law or Accounting or Audit Irregularities (Whistleblower Procedures) are available on Trustmark's website at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/ Governance Documents* or may be obtained, without charge, by written request addressed to the Secretary, Trustmark Corporation, Post Office Box 291, Jackson, MS 39205. Trustmark intends to provide required disclosure of any amendment to or waiver of its codes of conduct/ethics that applies to the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions, on [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/Governance Documents* promptly following any such amendment or waiver. Trustmark may also elect to disclose any such amendment or waiver in a report on Form 8-K filed with the Securities and Exchange Commission (SEC). The information contained on or connected to Trustmark's website is not incorporated by reference in this proxy statement and should not be considered part of this or any other document that Trustmark files with the SEC.

### **Meetings of the Board of Directors**

The Board met six times in 2018. Each director attended at least 75% of the total number of meetings of the Board and Board committees of which the director was a member in 2018. The Board generally meets jointly with the Board of Directors of Trustmark National Bank (Bank Board). Since 2017, all members of the Board have also served as members of the Bank Board.

### Director Attendance at the Annual Meeting

Directors are expected to attend the annual meeting of shareholders, and in 2018, all but one of our directors was present at the annual meeting.

### Director Independence

The Board has determined that the following directors and director nominees are independent directors (within the meaning of Rule 5605(a)(2) of the NASDAQ Listing Rules):

Adolphus B. Baker	Tracy T. Conerly	Harris V. Morrisette	LeRoy G. Walker, Jr.
William A. Brown	Toni D. Cooley	Richard H. Puckett	
James N. Compton	J. Clay Hays, Jr., M.D.	R. Michael Summerford	

In conjunction with these independence determinations, the Board considered certain relationships, including through business affiliates, that (i) Messrs. Brown, Puckett and L. Walker, Dr. Hays, Mrs. Conerly and Ms. Cooley have as customers of Trustmark National Bank (the Bank) and its subsidiary, Fisher Brown Bottrell Insurance, Inc. (Fisher Brown Bottrell) and (ii) Messrs. Baker, Brown, Compton, Puckett and L. Walker, Dr. Hays and Ms. Cooley have as

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customers of the wealth management and trust services division of the Bank. In each case, the Board concluded that the business relationship did not interfere with the individual's ability to exercise independent judgment as a director of Trustmark.

### **Board Leadership**

Under Trustmark's governance guidelines, which are contained in the Board Charter, the Board has the responsibility to determine the most appropriate leadership structure for the company, including whether it is best for the company at a given point in time for the roles of Board Chairman and CEO to be separate or combined. Since May 2011, Trustmark has had an independent Board Chairman. At this time, the Board believes that maintaining separate Board Chairman and CEO positions permits Mr. Host to focus on managing Trustmark's business operations in his role as CEO while Mr. Summerford, as Board Chairman, maintains responsibility for leading the Board in its oversight function and consideration of broader corporate strategy. As an independent Board Chairman, Mr. Summerford, who has a broad business background and has developed extensive managerial and leadership skills through his business career, can provide guidance to the CEO, set the agenda for Board meetings (in consultation with the CEO and other members of the Board), preside over meetings of the Board, and serve as the primary communicator between the directors and the CEO. The Board believes that this leadership structure provides the appropriate balance between strategic development and independent oversight of management and that it is the most efficient and effective leadership structure for Trustmark at this time. This separation of the roles also fosters greater independence between the Board and management.

In the future, if the CEO were to also serve as Board Chairman, the governance guidelines contained in Trustmark's Board Charter provide that the independent chairman of the Executive Committee would serve as the Board's Lead Director with primary responsibility for chairing meetings. The Lead Director would also be responsible for referring to the appropriate Board committee any issue brought to his attention by shareholders, directors or others and for serving as the primary communicator between the directors and the CEO. The Board Charter is posted on Trustmark's website at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/Governance Documents/Board Charter*.

### **Committees of the Board of Directors**

There are five standing Board committees: Audit & Finance, Enterprise Risk, Executive, Human Resources and Nominating. All of these Board committees, other than the Nominating Committee, are joint committees of the Board and the Bank Board. The Audit & Finance, Human Resources and Nominating committees are comprised solely of independent directors and otherwise satisfy the requirements applicable to such committees under NASDAQ listing standards.

#### ***Audit & Finance Committee***

The Audit & Finance Committee meets regularly throughout the year including meeting with the external and internal auditors without management present. The Committee's responsibilities include:

- Sole responsibility for the appointment, compensation, retention and oversight of the work of the external auditor.

- Assuring the objectivity and independence of the internal audit department and the external auditor.

Reviewing and concurring in the appointment, replacement, reassignment, performance or dismissal of the director of internal audit, who reports directly to the Committee.

Inquiring of management, the director of internal audit, and the external auditor about significant risks or exposures and assessing steps that management has taken to minimize such risks to Trustmark.

Considering and reviewing with the director of internal audit and the external auditor the adequacy of Trustmark's internal controls.

General oversight of the preparation and review of Trustmark's consolidated financial statements, management's discussion and analysis, critical accounting policies, interim financial statements, and other matters relating to financial reporting.

Reviewing Trustmark's annual budget and monitoring its performance.

Oversight of Trustmark's capital planning process (through January 23, 2019).

Oversight and review of the system for monitoring compliance with laws and regulations.

The role and responsibilities of the Audit & Finance Committee are described in greater detail in its Charter, which is posted on Trustmark's website at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/Governance Documents/Audit & Finance Committee Charter*.



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### ***Enterprise Risk Committee***

The Enterprise Risk Committee is responsible for monitoring risks that are being taken by Trustmark. The Committee's responsibilities include:

- Understanding and analyzing the enterprise-wide effect of those risks.
- Reporting on risks to the Board.
- Monitoring capital stress testing results and comparison to risk appetite and other risk evaluation processes.
- Receiving reports from the Board's other committees about risks that are under the committees' specific purview.

### ***Executive Committee***

The Executive Committee acts on behalf of the Board if a matter requires Board action before a meeting of the Board can be held. The Committee's responsibilities include:

- Providing guidance to management on the strategic planning process and issues of strategic importance including business growth and expansion, material transactions and technology.
- Oversight of Trustmark's capital planning process (effective January 24, 2019).
- Reviewing the corporate governance structure.
- Evaluating, annually, each director's performance against specific performance criteria designed to evaluate the director's contributions to the Board's deliberations and processes.
- Oversight of Trustmark's capital stress testing activities.

### ***Human Resources Committee***

The Human Resources Committee is responsible for overseeing the development of a program to compensate Trustmark's management in accordance with Trustmark's compensation philosophy and objectives. The Committee also ensures that appropriate policies and practices are in place to facilitate the development of management talent and orderly CEO succession. In fulfilling its role, the Committee's responsibilities include:

- Approving management-developed guidelines that shape Trustmark's compensation strategy and approach.
- Recommending the skills and experience required of a CEO candidate, subject to final approval by the Board.
- Recommending the CEO's compensation and performance evaluation procedures, for final approval by the Board.
- Recommending compensation for officers who are members of the Executive Management Committee and officers of Trustmark, for final approval by the Bank Board and the Board, as applicable.
- Recommending awards under Trustmark's equity compensation plans, for final approval by the Board, subject to limited discretion by the CEO for specified awards.
- Recommending compensation for directors.
- Reviewing and approving Trustmark's compensation disclosures.
- Overseeing the review of Trustmark's compensation policies and practices as they relate to risk management.

All members of the Committee during 2018 and currently are non-employee directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934 (the Exchange Act), outside directors within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended, and independent directors within the meaning of Rule 5605(a)(2) of the NASDAQ listing rules. The Human Resources Committee Charter is posted on Trustmark's website at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/Governance Documents/Human Resources Committee Charter*.

### *Nominating Committee*

The Nominating Committee is charged with assisting the Board by identifying individuals qualified to become Board members. In fulfilling its role, the Committee's responsibilities include:

- Seeking, interviewing and recommending individuals for Board service.

- Providing periodic presentations to Trustmark's Board.

- Reviewing the Committee's charter annually.

The Nominating Committee Charter is posted on Trustmark's website at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Corporate Governance/Governance Documents/Nominating Committee Charter*.

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Trustmark believes that its governance and leadership structures allow the Board to provide effective risk oversight. In addition to the reports from the Enterprise Risk Committee, Trustmark's directors receive and discuss regular reports prepared by Trustmark's senior management, including the Chief Financial Officer and the Chief Risk Officer. Through these reports, Trustmark's directors receive information on areas of material risk to the company, including credit, liquidity, market/interest rate, compliance, operational, technology, strategic, financial and reputational risks, and these reports enable Trustmark's directors to understand the risk identification, risk management and risk mitigation strategies employed by Trustmark's management and the Enterprise Risk Committee. The Board and the Enterprise Risk Committee will request supplemental reports from Trustmark's management with regard to risk management and risk mitigation strategies as appropriate. This reporting and governance structure ensures information from the Enterprise Risk Committee, the other committees of the Board and the Bank Board, and management is analyzed and reported to the Board, and enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

As part of its overall oversight of risk management, the Board provides oversight of management's efforts to address cybersecurity risk by receiving periodic reports at meetings of the Enterprise Risk Committee and Audit & Finance Committee, as well as presentations at the Board level. These reports to the Board and its Committees address the threat environment, vulnerability assessments, specific cyber incidents and management's efforts to monitor, detect and prevent cyber threats.

**Committee Membership**

The following table shows, for 2018, the membership of each committee and the number of meetings held by each committee during the year:

<b>Director</b>	<b>Audit &amp; Finance</b>	<b>Enterprise Risk</b>	<b>Executive</b>	<b>Human Resources</b>	<b>Nominating</b>
Adolphus B. Baker (1)			X	Chair	X
William A. Brown	X	X			
James N. Compton	X	X			
Tracy T. Conerly	Chair		X		X
Toni D. Cooley		Chair	X		X
J. Clay Hays Jr., M.D.		X			
Gerard R. Host			X		
John M. McCullough (2)			X	X	X
Harris V. Morrisette (3)	X	X		X	
Richard H. Puckett			X	X	X
R. Michael Summerford (4)	X		Chair	X	Chair
Harry M. Walker					
LeRoy G. Walker, Jr.	X				
William G. Yates III		X			
<b>2018 Meetings</b>	<b>5</b>	<b>4</b>	<b>5</b>	<b>4</b>	<b>1</b>

(1) Mr. Baker has served as Chair of the Human Resources Committee since April 24, 2018.

(2)

*Mr. McCullough retired from the Board on April 24, 2018. Prior to his retirement, he served as Chair of the Human Resources Committee and as a member of the Executive Committee and the Nominating Committee.*

*(3) Mr. Morrisette has served on the Human Resources Committee since April 24, 2018. He served on the Enterprise Risk Committee until April 24, 2018.*

*(4) Mr. Summerford served on the Audit & Finance Committee until April 24, 2018.*

#### **Communications with Directors**

Shareholders desiring to contact Trustmark's Board may do so by sending written correspondence to Board of Directors, Trustmark Corporation, Post Office Box 291, Jackson, MS 39205 or by email to [boardofdirectors@trustmark.com](mailto:boardofdirectors@trustmark.com). Communications will be referred to the Chairman of the Executive Committee, who will determine the appropriate committee to receive the communication and take any action deemed necessary by that committee.

Pursuant to Trustmark's Whistleblower Procedures, any violations of law or complaints or concerns regarding accounting or auditing matters should be reported to (i) Trustmark's independent online reporting center at [www.reportlineweb.com/Trustmark](http://www.reportlineweb.com/Trustmark), (ii) Trustmark's independent Hotline at 1-866-979-3769 or (iii) Trustmark's Ethics Committee Chair at 601-208-6867. Complaints will be investigated by Trustmark's General Counsel and Director of Audit and reported to the Audit & Finance Committee.

#### **Nomination of Directors**

Nominations for election to the Board may be made by or on behalf of the Board or by any shareholder of any outstanding class of capital stock of Trustmark entitled to vote in the election of directors at an annual meeting.

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Nominations other than those made by or on behalf of the Board must be made in accordance with procedures set forth in Trustmark's bylaws. These procedures require that such nominations be in writing and that they be delivered or mailed to Trustmark's Chairman and received (a) not less than 60 days nor more than 90 days prior to the first anniversary of the mailing date of Trustmark's proxy statement in connection with the last annual meeting of shareholders, or (b) if no annual meeting was held in the prior year or the date of the annual meeting has been changed by more than 30 days from the date of the prior year's annual meeting, not less than 90 days before the date of the annual meeting. The bylaws also require that such notification contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee, (b) the principal occupation of each proposed nominee, (c) the total number of shares of capital stock of Trustmark that will be voted for each proposed nominee, (d) the name and residence address of the notifying shareholder, (e) the number of shares of capital stock of Trustmark owned by the notifying shareholder, (f) such other information regarding such proposed nominee as would be required to be included in a proxy statement filed pursuant to the proxy rules of the SEC had the proposed nominee been nominated by the Board, (g) a representation that the notifying shareholder is the owner of shares entitled to vote at the meeting and intends to appear in person or by proxy at the meeting to nominate the proposed nominee, and (h) the written consent of each proposed nominee to serve as a director of Trustmark if so elected.

Nominations not made in accordance with the above bylaw procedure may be disregarded by the Chairman of the annual meeting at his discretion, and upon his instruction, all votes cast for each such nominee may be disregarded.

Trustmark's bylaws permit direct nominations by shareholders. Therefore, the Nominating Committee does not have a policy for considering nominations by shareholders other than through the bylaw process outlined above. However, if a shareholder wishes to recommend an individual for Board service, rather than directly nominate the individual as set forth above, the shareholder may submit the individual's name to the Nominating Committee in writing addressed to Trustmark Corporation Nominating Committee, Post Office Box 291, Jackson, MS 39205 or by email to [boardofdirectors@trustmark.com](mailto:boardofdirectors@trustmark.com). In order to give the Nominating Committee adequate time to consider any such individual for nomination as a director at the 2020 Annual Meeting of Shareholders, such recommendations should be delivered no later than October 1, 2019. In considering an individual recommended by a shareholder but not directly nominated, the Nominating Committee will use the same guidelines as set forth in the Director Qualifications section below.

When identifying potential candidates for director nominees, the Nominating Committee may solicit suggestions from incumbent directors, management or others. All nominees at the Annual Meeting are current Board members.

## **Director Qualifications**

The Board believes that in order to appropriately carry out its roles, directors must demonstrate a variety of personal traits, leadership qualities and individual competencies. In considering nominees submitted by the Board or management and any recommendations submitted by shareholders, the Nominating Committee will use these personal traits, leadership qualities and individual competencies to assess future director nominees' suitability for Board service. The Nominating Committee also evaluates each director nominee's qualities in the context of how that nominee would relate to the Board as a whole, in light of the Board's current composition and Trustmark's evolving needs.

Although Trustmark has no formal policy regarding diversity, the Nominating Committee believes that the Board should include directors with diverse skills, experience and business knowledge, and whose backgrounds, ages, geographical representation and community involvement contribute to an overall diversity of perspective that enhances the quality of the Board's deliberations and decisions. The Nominating Committee may consider these factors as it deems appropriate in connection with the general qualifications of each director nominee.

### *Personal Traits*

Board service is an extremely important, high profile role and carries with it significant responsibility. For that reason, it is important that all directors possess a certain set of personal traits, including:

Personal and Professional Integrity  
Accountability  
Informed Business Judgment  
Mature Confidence

High Performance Standards  
Initiative and Responsiveness  
Business Credibility

### *Leadership Qualities*

For individuals considered for Board leadership roles, the following skill sets are required:

Communication Skills  
Crisis Management Skills

Facilitation Skills  
Relationship Building/Networking Skills

**Table of Contents*****Individual Competencies***

There are certain competencies that must be represented collectively by the directors on each Board committee, but each individual director need not necessarily possess all of them. The specific competencies vary by committee, as illustrated in the chart below:

Individual Director Competencies	Board Committees				
	Audit & Finance	Enterprise Risk	Executive	Human Resources	Nominating
<b>1. Financial Acumen</b>					
Accounting and finance knowledge	Ö	Ö	Ö		
Financial statement analysis	Ö				
Knowledge of capital markets	Ö		Ö		
Financial planning	Ö	Ö			
Ability to communicate financial concepts in lay terms	Ö		Ö		
<b>2. Organizational Effectiveness</b>					
Talent management				Ö	
Understanding of compensation issues				Ö	
Ability to discern candidate qualifications				Ö	Ö
<b>3. Strategic Direction</b>					
Vision			Ö		Ö
Strategic perspective		Ö	Ö		Ö
Technology knowledge			Ö		
Industry knowledge	Ö	Ö	Ö		Ö

#### **4. Risk Management Experience**

Experience managing risk  
exposures

Ö

#### ***Specific Director Experience, Qualifications, Attributes and Skills***

The Board believes that each person nominated for election at the Annual Meeting possesses the personal traits described above and that each director nominee who has served in a position of Board leadership also demonstrates the additional leadership qualities described above. In considering the director nominees' individual competencies, the Board believes that the appropriate competencies are represented for the Board as a whole and for each of the Board's committees. In addition, each nominee possesses characteristics that led the Board to conclude that such person should serve as a director. The specific experience, qualifications, attributes and skills that the Board believes each nominee possesses are discussed under Proposal 1 in the table entitled "The Nominees," beginning on page 9.



**Table of Contents****PROPOSAL 1: ELECTION OF DIRECTORS**

The Board has fixed the number of directors for the coming year at 13. The nominees listed herein have been proposed by the Board for election at the Annual Meeting. Shares represented by valid proxies will, unless authority to vote is withheld, be voted in favor of the proposed slate of 13 nominees. Directors must receive a majority of the votes cast in order to be elected (that is, the number of shares voted for a director must exceed the number of shares voted against that director). If a nominee who is an incumbent director is not elected to the Board, and no successor is elected, such nominee must tender his or her resignation to the Board. The Nominating Committee will then make a recommendation to the Board on whether to accept or reject the resignation, or whether to take other action. The director who tenders his or her resignation may not participate in the recommendation of the Nominating Committee or the decision of the Board with respect to his or her resignation. Each director is elected to hold office until the next annual meeting of shareholders or until a successor is elected and qualified.

**The Board recommends that shareholders vote for the proposed nominees.**

**The Nominees****Adolphus B. Baker, 62***Career Highlights:*

Director of Trustmark since 2007

Chairman and CEO, Cal-Maine Foods, Inc.

*(Producer and Distributor of Shell Eggs)*

Trustmark Corporation Committees:

*Other Public Company Boards:*

Executive

Human Resources (Chair)

Cal-Maine Foods, Inc.

Nominating

*Experience and qualifications:* Mr. Baker's position as chairman and chief executive officer of another publicly-traded company has provided him with significant business leadership skills and experience in evaluating strategic alternatives that focus on maximizing shareholder value. Mr. Baker's years of service as a director for Trustmark National Bank, and particularly as the former chairman of the Bank Board's Asset Liability Committee, provide him

with an intrinsic understanding of Trustmark's strategy for managing liquidity, which is a skill essential to the Board's risk oversight function.

**William A. Brown, 61**

*Career Highlights:*

Director of Trustmark since 2017

President and CEO, Brown Bottling Group, Inc.  
(*Beverage Distributor*)

Trustmark Corporation  
Committees:

Audit & Finance

Enterprise Risk

*Experience and qualifications:* Mr. Brown serves as president and chief executive officer of a regional beverage distributor based in Mississippi. He serves on the Boards of the Pepsi Cola Bottlers Association and Wis-Pak/WP Beverages. His extensive experience in this industry has provided him with significant marketing and business leadership skills as well as in-depth understanding of the business climate and customer base in significant Trustmark markets. Mr. Brown has also served on the Bank Board's Credit Policy Committee, providing him with an understanding of Trustmark's credit culture and philosophy, which is a skill essential to the Board's risk oversight function.

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**James N. Compton, 69**

*Career Highlights:*

Director of Trustmark since 2017

President and CEO, Cooperative Energy  
(*Electric Power Cooperative*)

Trustmark Corporation Committees:

Audit & Finance

Enterprise Risk

*Experience and qualifications:* Mr. Compton serves as president and chief executive officer of a member-owned, not-for-profit electric generation and transmission cooperative that supplies wholesale electricity and other services to its members. Mr. Compton's legal background and business acumen provide him with the skills necessary to contribute invaluable insight and broad perspective to Board discussions and qualifies him for service as one of the Board's audit committee financial experts. In addition, Mr. Compton continues to serve on the Bank Board's Asset Liability Committee, which provides him with a solid understanding of Trustmark's balance sheet strategy.

**Tracy T. Conerly, 54**

*Career Highlights:*

Director of Trustmark since 2015

Partner Emeritus, Carr, Riggs & Ingram, LLC  
(*Accounting*)

Trustmark Corporation Committees:

Audit & Finance (Chair)

Executive

Nominating

*Experience and qualifications:* Mrs. Conerly's experience as a former partner at a large certified public accounting firm and former director of BancTrust Financial Group, Inc. (BancTrust), which was acquired by Trustmark in 2013, has provided her with significant financial and accounting expertise, particularly in the areas of auditing and tax, and qualifies her for service as one of the Board's audit committee financial experts. Mrs. Conerly's years of service as a director of BancTrust, and BancTrust's subsidiary banks in Alabama and Florida, provide her with valuable experience in financial institution governance and an understanding of markets that are a strategic focus for Trustmark. Mrs. Conerly has also served on the Bank Board's Asset Liability Committee, providing her with an understanding of Trustmark's balance sheet strategy, which is a skill essential to the Board's risk oversight function.

<b>Toni D. Cooley, 58</b>	<i>Career Highlights:</i>
Director of Trustmark since 2013	CEO, Systems Electro Coating
	<i>(Provider of Electrocoating and Related</i>
Trustmark Corporation	<i>Services to Original Equipment</i>
Committees:	<i>Manufacturers)</i>
Enterprise Risk (Chair)	
Executive	
Nominating	<i>Other Public Company Boards:</i>
	Sanderson Farms, Inc.

*Experience and qualifications:* Ms. Cooley is the chief executive officer of the Systems Group of Companies, which includes Systems Electro Coating, a Tier One supplier to Nissan, and Systems Automotive Interiors, a Tier One supplier to Toyota. She holds a Juris Doctor degree and is a director for another publicly-traded company as well as several nonpublic organizations. In addition, Ms. Cooley has served on the Bank Board's Credit Policy Committee, which has given her a solid understanding of Trustmark's core business and conservative values. Her leadership experience and business knowledge, with expertise in fields ranging from law to operations and technology, equip Ms. Cooley with the ability to contribute invaluable insight and broad perspective to Board discussions.

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<b>J. Clay Hays, Jr., M.D., 53</b>	<i>Career Highlights:</i>
Director of Trustmark since 2017	Cardiologist, Partner, President, Jackson Heart Clinic, PA
Trustmark Corporation Committees:	
Enterprise Risk	

*Experience and qualifications:* Dr. Hays is president of Jackson Heart Clinic, PA, one of the largest cardiology groups in Mississippi. He is the executive medical director and chairman of the Mississippi Heart and Vascular Institute of St. Dominic's Hospital, president elect of the Mississippi State Medical Association, chairman of the Mississippi Healthcare Solutions Institute and secretary of Medical Assurance Company of Mississippi, a statewide medical malpractice insurer. With extensive experience in the medical industry, Dr. Hays is uniquely positioned to advise Trustmark on the healthcare industry. Dr. Hays also serves on the Bank Board's Asset Liability Committee.

<b>Gerard R. Host, 64</b>	<i>Career Highlights:</i>
Director of Trustmark since 2010	President and CEO, Trustmark Corporation
	President and CEO, Trustmark National Bank
Trustmark Corporation Committees:	
Executive	

*Experience and qualifications:* Mr. Host became president and chief executive officer of Trustmark Corporation and Trustmark National Bank, effective January 1, 2011, having served as president and chief operating officer of Trustmark National Bank prior to that time. He served as a director of the Federal Reserve Bank of Atlanta from 2012 until the end of his second term on December 31, 2018. Throughout his 35-year tenure with Trustmark, Mr. Host has served in a variety of executive management capacities, including chief financial officer, chief investment officer and president of various divisions. Mr. Host's in-depth knowledge of Trustmark's operations and of the financial services

industry enables him to provide both historical and strategic perspectives in Board discussions regarding corporate strategy and governance matters.

<b>Harris V. Morrisette, 59</b>	<i>Career Highlights:</i>
Director of Trustmark since 2016	President, China Doll Rice & Beans, Inc. / Dixie Lily Foods
Trustmark Corporation Committees:	Former President and CEO, Marshall Biscuit Company, Inc.
Audit & Finance	<i>Other Directorships:</i>
Human Resources	Williamsburg Investment Trust

*Experience and qualifications:* Mr. Morrisette serves as the president of a regional packaged food and food services company based in Alabama. His extensive experience in this industry has provided him with significant marketing and business leadership skills. He also serves on the Bank Board's Credit Policy Committee. Mr. Morrisette's years of service as a director of BancTrust, and BancTrust's subsidiary banks in Alabama and Florida, provide him with valuable experience in financial institution governance and an understanding of markets that are a strategic focus for Trustmark.

**Table of Contents****Richard H. Puckett, 64***Career Highlights:*

Director of Trustmark since 1995

Chairman and CEO, Puckett Machinery Company

Trustmark Corporation  
Committees:*(Distributor of Heavy Earth Moving  
Equipment and Engine Power Systems)*

Executive

Human Resources

Nominating

*Experience and qualifications:* Mr. Puckett is the chairman and chief executive officer of a heavy equipment distribution and rental company with facilities located in Mississippi and eastern Louisiana that provide heavy equipment, engine power solutions and related supplies to a variety of industries. Mr. Puckett brings marketing and business leadership skills to the Board, as well as an in-depth understanding of the business climate and customer base in Trustmark's major legacy markets. His experience and Board tenure provide valuable perspective to his service as Chair of the Bank Board's Credit Policy Committee.

**R. Michael Summerford, 70***Career Highlights:*

Director of Trustmark since 2005

Former President and COO, ChemFirst, Inc.

Chairman of the Board since  
January 1, 2017*(Manufacturer of Electronic and Specialty  
Chemicals)*Trustmark Corporation  
Committees:

Executive (Chair)

Human Resources

Nominating (Chair)

*Experience and qualifications:* Mr. Summerford has served as the president and chief operating officer and chief financial officer of another publicly-traded company. He was also a certified public accountant. His career experience has resulted in Mr. Summerford's expertise in understanding financial statements, accounting methodologies and compensation practices, which is essential to his service on the Human Resources Committee. His extensive business background has equipped him with the leadership and consensus-building skills necessary to serve as Chairman of the Board and of the Executive Committee.

**Harry M. Walker, 68**

*Career Highlights:*

Director of Trustmark since 2017

President, Mississippi Business and  
Community Relations, Trustmark  
National Bank (Retired)

Trustmark Corporation  
Committees:

Executive (non-voting member)

*Experience and qualifications:* Mr. Walker has extensive banking and financial services experience, having retired after serving 44 years at Trustmark in numerous leadership positions, including Chief Lending Officer and President of the Central Mississippi Region. Mr. Walker's long-standing history with Trustmark, including his membership on the Board of Directors of Trustmark National Bank, provides a valuable source of knowledge and stability to the Bank Board's Asset Liability Committee, which he chairs and the Credit Policy Committee on which he serves.



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<b>LeRoy G. Walker, Jr., 69</b>	<i>Career Highlights:</i>
Director of Trustmark since 2009	President, LTM Enterprises, Inc. (Retired)
Trustmark Corporation Committees:	<i>(Retail Quick Service Restaurant Consulting and Former McDonald's Franchisee)</i>
Audit & Finance	

*Experience and qualifications:* Mr. Walker has many years of experience in retail Quick Service Restaurant consulting and is a former owner/operator of a franchise of a major national restaurant chain. Mr. Walker's experience in this regard has provided him with a unique and broad perspective of marketing and customer needs. His business skills and experiences on numerous nonpublic and civic boards demonstrate his ability to work successfully as part of a team and enable him to contribute diverse perspectives to Board discussions. Mr. Walker also serves on the Bank Board's Asset Liability Committee and Credit Policy Committee.

<b>William G. Yates III, 46</b>	<i>Career Highlights:</i>
Director of Trustmark since 2009	President and CEO, W.G. Yates & Sons Construction Company
Trustmark Corporation Committees:	
Enterprise Risk	

*Experience and qualifications:* Mr. Yates is the president and chief executive officer of a commercial construction company with operating divisions located throughout the Southeast, many of which are within markets served by Trustmark. Mr. Yates' knowledge of these markets, as well as his leadership experience in the various aspects of the construction industry, including employee relations matters, contract negotiations and risk management, provide the Board with an important resource for assessing and managing risks and planning for corporate strategy. He is also a

member of the Bank Board's Credit Policy Committee.

**Table of Contents****EXECUTIVE COMPENSATION****Compensation Discussion and Analysis**

**Guiding Philosophy.** The guiding philosophy of the Human Resources Committee of the Board (the Committee) is to attract and retain highly qualified executives and to motivate them to maximize shareholder value while managing risk appropriately and maintaining the safety and soundness of the organization. The Committee believes that executive compensation should be linked to Trustmark's performance and significantly aligned with both the short-term and long-term interests of Trustmark's shareholders. The Committee also believes that executive compensation should be designed to allow Trustmark to recruit, retain and motivate employees who play a significant role in the organization's current and future success. Further, compensation policies and practices should be designed to help develop management talent, promote teamwork among, and high morale with, executive management, establish effective corporate governance, and set compensation at competitive levels.

Trustmark's compensation policies and practices reflect the Committee's guiding philosophy, as shown below:

**What we do:**

Substantial portion of executive pay based on performance against goals set by the Board  
 Stock ownership requirements for executive officers  
 Independent compensation consultant regularly advises the Committee  
 Minimum vesting periods of not less than three years for equity awards  
 Clawback provisions that permit Trustmark to recover incentive-based compensation under certain circumstances  
 Use of peer company data to help set executive compensation  
 Annual advisory votes on executive compensation

**What we don't do:**

No automatic or guaranteed annual salary increases  
 No guaranteed bonuses or guaranteed long-term incentive awards  
 No tax gross-ups for executive officers  
 No single-trigger change in control severance payments  
 No hedging of Trustmark stock  
 No excessive perquisites

**Key Elements of Compensation.** The following table summarizes key elements of Trustmark's executive compensation program and the primary objectives each element supports. The Committee believes these elements are standard compensation components for named executive officers (NEOs) at Trustmark's peer companies:

<b>Key Elements</b>	<b>Objectives</b>
Base salary	Attract and retain highly qualified executives Reward prior performance, industry and job specific

knowledge, experience and leadership ability

Annual cash bonuses	Reward achievement of annual corporate goals and, where applicable, line-of-business goals
Performance-based restricted stock	Reward achievement of long-term objectives Create a direct link between management's performance and shareholder value
Time-based restricted stock	Align shareholder and management interests  Balance retention goals against potential negative impact of economic issues outside the control of management on the ultimate earning of performance-based awards Supports achievement of stock ownership goals

***Changes to Executive Compensation Program in 2018.*** In 2017, the Committee undertook a comprehensive review of Trustmark's executive compensation program, and engaged its independent compensation consultant, Pearl Meyer & Partners, LLC (Pearl Meyer), to provide the Committee with a report containing current market data regarding executive compensation in the banking and financial services industry. The report also assessed the competitiveness of Trustmark's executive compensation and the alignment of pay with performance, and recommended for certain changes in Trustmark's executive compensation program. Pearl Meyer concluded that compensation for Trustmark's named executive officers was generally below the median

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market values for comparable positions, and, in some cases, significantly below median market values. Pearl Meyer also determined that Trustmark's executive compensation was fairly well-aligned with the company's performance, relative to peers, but that Trustmark could have paid more in some periods without negatively impacting the alignment of pay for performance.

Key changes for 2018 are summarized below.

*Making Trustmark's Executive Pay Levels and Mix of Pay More Competitive with the Market.* The following changes were driven primarily by the Committee's desire to make Trustmark's executive compensation, including the mix of pay, more competitive with the market for comparable positions:

Target annual cash bonus amounts were increased from 70% to 90% of base salary for the CEO and from 45% to 50% of base salary for other members of the Executive Strategy Committee (which includes Messrs. Greer, Dewey and Stevens). The total cash compensation of these executives was significantly below the market median for their positions, and these increases made their total cash compensation more competitive with the market.

Annual long-term incentive (LTI) equity awards were increased from \$650,000 to \$800,000 for the CEO and from \$150,000 to \$200,000 for other members of the Executive Strategy Committee. Pearl Meyer found that the annual LTI awards were the least competitive element of Trustmark's executive compensation, and the Committee approved these increases to improve the competitiveness of this component of compensation. This change also increased the overall portion of executives' total compensation that is incentive-based.

*Enhancing Alignment of Pay and Performance.* The following changes were primarily driven by the Committee's desire to enhance the alignment between pay and performance.

The previous corporate performance goals under the annual cash bonus plan of net income and return on average tangible common equity (ROATE) were replaced by a single corporate goal of diluted earnings per share (adjusted for significant non-routine transactions) (EPS), and the weighting of this goal was reduced relative to the remaining performance metrics. This change was made because ROATE is also used as a performance measure for the performance-based LTI equity awards and the Committee felt it was appropriate to decrease the reliance on this metric. The other changes, including using EPS as a metric, were made to help enhance the alignment of performance measures with Trustmark's key strategic priorities.

For performance-based LTI awards, which vest according to Trustmark's performance over a three-year period, the Committee changed one of the two performance metrics, ROATE, so that it will be measured against an absolute target value set by the Committee, instead of comparing it to the peer group. This change was intended to enhance the incentive effect of the award by increasing the opportunity for executives to directly affect the outcome. The other measure used for these performance-based awards, total shareholder return (TSR), will continue to be measured on a relative basis against Trustmark's peer companies.

*Enhancing Retention and Long-Term Stock Ownership by Executives.* The split of annual LTI awards was changed from 33% time-based and 67% performance-based to 50% for each. The Committee made this change to enhance the retention effect of the LTI awards, which have a three-year cliff vesting feature, and to place more emphasis on

encouraging greater stock ownership over the long term. At the same time, the time-based awards have an incentive effect since their value depends on Trustmark's stock price.

***Alignment Between Pay and Performance.*** Trustmark is committed to aligning the compensation of its executive officers with Trustmark's financial and operational performance. The Committee believes that its current executive compensation program is helping to achieve these goals by aligning compensation with Trustmark's performance. Key financial and core operating results for 2018 include the following:

- net income (NI) totaled \$149.6 million, compared to \$130.6 million in 2017 (adjusted for significant non-routine transactions),
- diluted earnings per share totaled \$2.21, compared to \$1.92 in 2017 (adjusted for significant non-routine transactions),
- annual dividend to shareholders totaled \$0.92 per share,
- return on average assets of 1.11%,
- total assets totaled \$13.3 billion at December 31, 2018,
- loans held for investment increased \$263.4 million, or 3.1% compared to 2017,
- provision for loan losses totaled 0.20% of average loans, and
- net interest margin expanded to 3.54% for the year.

In 2017, the net income and diluted earnings per share figures above have been adjusted for significant non-routine transactions and are non-GAAP financial measures. Reconciliations of these non-GAAP measures to comparable measures calculated in accordance with generally accepted accounting principles can be found under Part II, Item 7 in

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Trustmark Corporation's Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC on February 19, 2019.

The Committee uses both annual incentive cash bonuses and equity awards to link executive pay with Trustmark's performance. Payouts under the annual management incentive plan are based on Trustmark's achievement of key corporate, strategic and line of business performance goals. A minimum achievement of the threshold is required to earn the minimum annual cash bonus, and Trustmark performance that exceeds the target results in higher bonus awards. In 2018, Trustmark's performance resulted in average payouts for the NEOs under the annual management incentive plan of 107%, out of a maximum potential payout of 200%. In recent years, cash bonuses under the annual management incentive plan have averaged approximately 32% of the CEO's and 25% of the other NEOs' total annual compensation.

Performance-based equity awards granted in 2018, which represented approximately 17% (for the CEO) and 12% (for the other NEOs) of each NEO's total annual compensation, will be earned based on Trustmark's achievement of ROATE, compared to an absolute target level, and TSR, which includes dividends, compared to Trustmark's peer group, in each case over a three-year performance period. Performance-based equity awards granted in prior years were earned based on Trustmark's achievement of ROATE and TSR, both compared to Trustmark's peer group over a three-year performance period. Trustmark's performance over the three years ended December 31, 2018, resulted in vesting of the performance-based restricted stock awards granted in 2016 at a 78% performance-level, out of a maximum potential vesting of 200%. For the same three-year period, Trustmark ranked in the 5th percentile for ROATE and in the 64th percentile for TSR among the 16 peer companies utilized in Trustmark's 2016 performance-based restricted stock awards.

Time-based equity awards, which in 2018 represented approximately 18% of total annual compensation (for the CEO) and 12% (for the other NEOs), further encourage a focus on long-term growth and financial success by aligning the interests of management and Trustmark's shareholders.

As a result of the structure of Trustmark's annual management incentive plan and its performance-based equity awards, the Committee believes that compensation paid to its NEOs is effectively aligned with Trustmark's performance. Average payouts of annual cash bonuses under the management incentive plan of 119% of the target amount for each of the NEOs for the past three years relates directly to Trustmark's achievement with respect to corporate and line of business budget targets for those years. Vesting of the performance-based equity awards of 78%, 70% and 96% for the three years ended December 31, 2018, 2017 and 2016, respectively, reflects how the amount of this incentive compensation earned depends on Trustmark's performance, including compared to its peer companies.

**2018 Say on Pay Vote.** In 2018, the advisory shareholder vote on Trustmark's executive compensation received approval of over 99.0% of the votes cast on the proposal. In light of such strong support, during the remainder of 2018 and in 2019, the Committee has continued to apply the same compensation philosophy that was described in the 2018 proxy statement in determining amounts and types of executive compensation. As described above, the Committee made certain changes in the executive compensation program for 2018 to enhance the competitiveness of executive pay and to better align pay with performance.

**Board and Committee Process.** In considering appropriate levels of compensation for executives, the Committee takes into account Trustmark's performance and individual performance and experience, as well as peer and broader financial services industry comparisons (referred to as market data) and company affordability analysis. When deemed appropriate, the Committee will request that its independent compensation consultant, Pearl Meyer, provide it with survey data of executive compensation for financial services companies that are comparable to Trustmark, generally based on line of business and asset size. The Committee does not request such market data from Pearl Meyer every

year, and in years when such data is not requested, Trustmark will apply customary aging methods to estimate appropriate updates to salary data.

The Chairman of the Committee works with the CEO and the Human Resources department to establish the agenda for Committee meetings. The CEO and Human Resources department also interface with the Committee in connection with the Committee's executive compensation decision-making, providing comparative market data as well as making recommendations. The Committee periodically meets with the CEO and members of the Human Resources department to assess progress toward meeting objectives set by the Board for both annual and long-term compensation. The Committee also meets in executive session without management present when appropriate.

The Committee reviews all of the components of compensation in making determinations on the mix, amount and form of executive compensation. In making compensation decisions, the Committee seeks to promote teamwork among, and high morale within, executive management, including the NEOs. While the Committee does not use any quantitative formula or multiple for comparing or establishing compensation for executive management, it is mindful of internal pay equity considerations and assesses the relationship of the compensation of each executive to other members of executive management.

***Role of the Compensation Consultant.*** The Committee relies on Pearl Meyer to provide information, analyses and advice to aid in the determination of competitive executive and non-employee director pay consistent with Trustmark's compensation philosophy, and periodically engages Pearl Meyer to test Trustmark's pay-for-performance alignment. As described above, in 2017 the Committee engaged Pearl Meyer to prepare a report on market data, the competitiveness of Trustmark's executive compensation, and alignment of pay with performance. The Committee took this report into



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consideration as part of its process for determining compensation for 2018. The Committee has assessed the independence of Pearl Meyer pursuant to SEC and NASDAQ rules and has concluded that the advice it receives from Pearl Meyer is objective and not influenced by other relationships that could be viewed as conflicts of interest.

With respect to Trustmark's compensation program for executives and non-employee directors for 2018, Pearl Meyer's services for the Committee included:

- providing current market data regarding executive compensation in the banking and financial services industry,
- providing recommendations regarding certain changes in executive compensation,
- providing recommendations regarding the composition of Trustmark's peer group for 2018,
- providing advice regarding the calculation of the ratio of the total compensation of Trustmark's median employee to the CEO's total compensation, and
- reviewing drafts of this Compensation Discussion and Analysis.

**Benchmarking.** When determining the amount and form of compensation for executives, the Committee considers comparative executive compensation information provided by Pearl Meyer that is derived from two primary data sources: peer group data and market data from the banking and financial services industry. The Committee uses peer group data primarily to establish performance goals for long-term incentive awards to assist in the evaluation of its pay-for-performance alignment. The Committee also uses the peer group data and, as applicable, market survey data, to assist with assessing Trustmark's compensation competitiveness. Recognizing that comparative pay assessments have inherent limitations, due to the lack of precise comparability of executive positions between companies, as well as the companies themselves, the comparative data are used only as a guide and the Committee does not fix any NEO's compensation (or individual compensation elements) to a particular compensation level within this comparative data. In exercising its judgment to set pay levels, the Committee looks beyond the comparative data and also considers individual job responsibilities, individual performance, experience, compensation history (both at Trustmark and at prior employers in the case of newly hired associates), company performance and company goals.

**Peer Group Data.** The peer group data is gathered by Pearl Meyer from the proxy statements of a peer group of financial institutions in the United States. The peer group consists of a minimum of 15 financial institutions and is updated annually by the Committee, based on a process that includes recommendations from internal sources, including the Human Resources department, and external sources such as Pearl Meyer, to reflect the companies against which Trustmark competes for executive talent or for shareholder investment. The specific characteristics of the financial institutions comprising the peer group vary from year to year, but the companies are chosen based on a combination of various factors that include asset size and business mix. Additionally, the peer group is limited to financial institutions with at least \$10 billion in total consolidated assets, as the Dodd-Frank Act and its implementing regulations impose various additional regulatory and operational requirements on bank holding companies with \$10 billion or more in total consolidated assets. In November 2017, Renasant Corporation and Pinnacle Financial Partners, Inc. were added to Trustmark's peer group because their business profile is similar to Trustmark's and they exceeded \$10 billion in total consolidated assets. The revised peer group resulted in a list of 20 financial institutions with median assets closer to Trustmark's size.

As of September 30, 2017, the 20 peer companies all had assets within a range of approximately 74% to 224% of Trustmark's asset size, which the Committee considers an appropriate range for comparison purposes. The specific asset sizes for the peer companies listed in the report presented to the Committee in November 2017 ranged from approximately \$10.3 billion to \$31.1 billion, and the market capitalizations ranged from approximately \$2 billion to \$6 billion. Although Trustmark's market capitalization and asset size were both substantially below the median for this

peer group, the Committee felt it appropriate to limit the peer group to institutions with at least \$10 billion in total consolidated assets, as these institutions are subject to the same regulatory mandates as Trustmark.

For 2018, Trustmark's peer group consisted of the following companies:

Company Name	Ticker	Company Name	Ticker	Company Name	Ticker
BancorpSouth Bank	BXS	H a n c o c k W h i t n e y Corporation	HWC	U M B F i n a n c i a l Corporation	UMBF
Bank of Hawaii Corporation	BOH	IBERIABANK Corporation	IBKC	U m p q u a H o l d i n g s Corporation	UMPQ
Commerce Bancshares, Inc.	CBSH	MB Financial, Inc.	MBFI	United Bankshares, Inc.	UBSI
Cullen/Frost Bankers, Inc.	CFR	Old National Bancorp	ONB	United Community Banks, Inc.	UCBI
F. N. B. Corporation	FNB	Pinnacle Financial Partners, Inc.	PNFP	V a l l e y N a t i o n a l Bancorp	VLY
First Midwest Bancorp, Inc.	FMBI	Prosperity Bancshares, Inc.	PB	Webster Financial Corporation	WBS
Fulton Financial Corporation	FULT	Renasant Corporation	RNST		

Market Data. In making its 2018 compensation recommendations, the Committee considered market data comparisons prepared by Pearl Meyer in August 2017, including an analysis of the 25th, 50th (median) and 75th percentile of the compensation for base salary (aged forward using a predetermined factor), annual cash incentive, long-term equity incentives and the total of these elements as a point of reference for each NEO.

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**Compensation Mix.** While the Committee considers the overall mix of executives' pay between base salary, annual cash bonus and long-term incentive compensation, the Committee does not target a specific allocation among the various compensation components. Generally, more than one-half of the CEO's compensation is contingent on performance, and approximately one-half of the compensation provided to the other NEOs is contingent on performance. In allocating compensation among salary, bonus and equity-based compensation, the Committee believes that the compensation of the senior-most levels of management with the greatest ability to influence Trustmark's performance should be significantly performance-based, while lower levels of management should receive a greater portion of their compensation in base salary. The Committee also makes allocations between short-term and long-term compensation for NEOs. Consistent with its executive compensation philosophy and goals, in 2018, the Committee provided that for the senior-most levels of management 100% of annual cash incentive payments and 50% of long-term equity-based awards would be determined based on achievement of performance targets.

The approximate percentages of salary, bonus and equity-based (using grant date fair value) compensation compared to the total of such compensation (referred to as total annual compensation) for 2018 for the CEO and other NEOs were as follows:

The compensation elements for the CEO for 2018 were allocated as follows: 33% for base salary, 32% for cash bonus, and 35% for equity awards. On average, the compensation elements for the other NEOs for 2018 were allocated as follows: 47% for base salary, 29% for cash bonus, and 24% for equity awards. The equity awards percentage in the above calculations were valued as of the grant date based on the fair market value of the underlying stock. Other benefits, including Trustmark's allocations and contributions to benefit plans and perquisites, are not considered in the above calculations. For more information on these benefits, please see "All Other Compensation for 2018" table on page 27.

**Base Salaries.** Trustmark's goal is to provide its executive management with fixed cash compensation in the form of base salary that will attract and retain highly qualified executives. Trustmark also uses base salary to reward top performance, industry and job specific knowledge, experience and leadership ability. The base salaries for Trustmark's NEOs are typically established in the first quarter of the year after Trustmark's financial information and performance results from the previous year are available, although mid-year adjustments are made occasionally to reflect changes in responsibility or other developments.

In establishing the CEO's base salary, the Committee typically considers Pearl Meyer's recommendations based on an analysis of peer group data and market data and also considers internal data provided by human resources personnel and the CEO's individual performance and contributions relative to Trustmark's corporate goals. In establishing base salaries of Trustmark's other NEOs, the Committee typically considers the recommendations of the CEO, which are based on individual responsibility level, individual and company performance, total compensation histories for each NEO, the market data provided by Pearl Meyer for similar positions and a general understanding of executive compensation in the financial services industry. The CEO evaluates the other NEOs' performance using the same metrics normally used for determining annual incentive plan awards. The Committee considers each of these factors but does not assign a specific value to any of them. The Committee's process also involves a subjective component in evaluating each NEO's overall span of responsibility and control, knowledge and leadership ability.

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Effective March 1, 2018, the Board approved a 2% increase in base salary for Messrs. Host and Greer, and the Bank Board approved a 2% increase in base salary for Messrs. Dewey, Stevens and Tyler. The base salaries in effect during 2017 and 2018 were as shown below:

	2018	2017	
	Base Salaries	Base Salaries	% Change
Name	(\$)	(\$)	(%)
Gerard R. Host	\$774,682	\$759,492	2%
Louis E. Greer	\$382,035	\$374,544	2%
Duane A. Dewey	\$370,192	\$362,933	2%
Wayne A. Stevens	\$353,955	\$347,015	2%
Breck W. Tyler	\$318,362	\$312,120	2%

**Cash Bonuses.** The Committee typically awards cash bonuses utilizing a structured, objective approach based upon the achievement of performance objectives set forth in an annual management incentive plan. Cash bonuses constitute the largest cash component tied specifically to company performance.

**Annual Management Incentive Plan.** At the beginning of each year, Trustmark develops a bonus matrix for the management incentive plan. The performance goals are keyed to various corporate, strategic and, where applicable, line of business objectives, and the performance results at or slightly above the target levels are intended to be achievable, but challenging. The CEO recommends the bonus matrix to the Committee, including overall incentive target payout levels for each NEO, stated as a percentage of base salary. The CEO also recommends the performance measures, such as EPS, net income (NI) (adjusted for significant non-routine transactions), credit quality measures and non-interest expense and the weightings to be assigned to the performance measures for each NEO.

As discussed above, for 2018 the Committee decided to replace the previous corporate performance goals of NI and ROATE with a single corporate performance goal of diluted EPS. This change was made because ROATE is also used as a performance measure for the performance-based LTI equity awards and the Committee felt it was appropriate to decrease reliance on this metric. This change also enhanced the alignment of performance measures with Trustmark's key strategic priorities. In addition, for 2018 the Committee decided to increase target annual cash bonus amounts from 70% to 90% of base salary for the CEO and from 45% to 50% of base salary for other members of the Executive Strategy Committee. These increases made the target total cash compensation of these executives more competitive with the market.

The Committee reviews the CEO's recommendations along with, as applicable, market data to ensure that proposed target payout levels provide an appropriate opportunity to earn bonuses and are competitive with the companies in Trustmark's peer group. The Committee then makes a recommendation to the Board for approval. In making its recommendation, the Committee may consider events outside the influence or control of the NEOs and may adjust the performance goals to exclude the effect of these events. The Committee did not include any such adjustments when recommending the performance goals for 2018.

After the target levels and performance goals and weightings have been approved by the Board, the Committee retains the discretion to adjust the target levels and performance goals and weightings during the year, on an individual or group basis, if the Committee determines additional adjustments are appropriate for this purpose. The Committee did not make any such adjustments during 2018. Following the end of a year, the Committee also has discretion to

increase or decrease the amount of an award earned under the plan, change the individual weightings or adjust the threshold payout level and minimum performance goals, including when the minimum performance goals are not achieved.

The following are the primary features of the management incentive plan for 2018:

- uses EPS as the sole corporate goal to enhance the alignment of performance measures with Trustmark's key strategic priorities,
- includes corporate strategic operational drivers, with a weighting of at least 10% for each goal,
- includes a line of business performance goal for NI to mitigate incentive risks and reflect total performance of the business unit, and
- includes a range of potential payouts from 50% to 200% of target payout level to make the incentive payouts variable relative to performance.

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The following table shows the threshold, target and potential maximum bonus payout levels established for each NEO under the management incentive plan, expressed as a percentage of base salary, for 2018:

Name	Below Threshold Bonus Payout Level (as percentage of salary) (1)	Threshold Bonus Payout Level (as percentage of salary)	Target Bonus Payout Level (as percentage of salary)	Potential Maximum Bonus Payout Level (as percentage of salary)
Gerard R. Host (2)	---	45.0%	90%	180%
Louis E. Greer	---	25.0%	50%	100%
Duane A. Dewey	---	25.0%	50%	100%
Wayne A. Stevens	---	25.0%	50%	100%
Breck W. Tyler	---	20.0%	40%	80%

(1) If performance is below the threshold level for each of an NEO's goals under the management incentive plan, no bonus is earned under the plan absent exercise of discretion by the Committee.

(2) Mr. Host's overall target bonus payout level is established in his employment agreement.

For 2018, overall incentive targets for NEOs were allocated among a corporate performance goal, corporate strategic operational drivers and, for NEOs working in specific lines of business, a line of business goal. The following table shows the weightings of these goals for each NEO for 2018:

Name	Corporate Performance Goal	Corporate Strategic Operational Drivers	Line of Business Goal
Gerard R. Host	50%	50%	---
Louis E. Greer	50%	50%	---
Duane A. Dewey	30%	30%	40%
Wayne A. Stevens	30%	30%	40%
Breck W. Tyler	30%	30%	40%

For 2018, the threshold and maximum performance levels continue to reflect the uncertainty of achieving the goals and provide variability in pay for changes in performance while also requiring high performance to reach the maximum payout level. For the 2018 bonus matrix, the Committee recommended and the Board approved the following threshold and maximum performance levels for the NEOs:

Performance Goal	Threshold Performance Level (as percentage of performance goal)	Maximum Performance Level (as percentage of performance goal)
<u>Corporate Performance Goal (all NEOs):</u>		
EPS	85%	115%
<u>Corporate/Strategic Operational Drivers (all NEOs):</u>		
	90%	110%

Total revenue (net interest income + non-interest income)		
Non-interest expense	110%	90%
Non-performing assets/total loans + ORE	120%	80%

Line of Business Goal (Dewey,Stevens and Tyler):*Wealth Management, Insurance,**Corporate Banking,**Corporate Real Estate, Houston**(Dewey) --*

Net income	85%	115%
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*Retail Banking without Texas Region**(Stevens) --*

Net income	85%	115%
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*Mortgage Services (Tyler) --*

Net income	85%	115%
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Depending on achievement against the stated goals, the payout percentage, if any, for 2018 could range from a level of 50% of the target bonus payout (for threshold performance achievement) to a level of 100% (for target performance achievement) to a level of 200% (for maximum performance achievement). If performance is below the threshold level for each of an NEO's goals under the management incentive plan, no bonus is earned under the plan absent exercise of discretion by the Committee.

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The following table shows the relevant performance goals established for 2018 under the management incentive plan and the extent to which such goals were achieved:

<b>Performance Goals</b> (\$ in millions)	<b>2018 Targets</b>	<b>2018 Results as Approved by the Committee</b>	<b>Percentage of Target Level Achieved</b>
<b>Corporate Goal (all NEOs):</b>			
EPS	\$ 2.21	\$ 2.22	100.45%
<b>Corporate Strategic/Operational Drivers (all NEOs):</b>			
Total revenue	\$ 600.68	\$ 604.26	100.60%
(net interest income + non-interest income)			
Non-interest expense	\$ 404.06	\$ 408.17	98.99%
Non-performing assets/total loans + ORE	1.26%	1.07%	117.76%
<b>Line of Business Goal (Dewey, Stevens and Tyler):</b>			
<i>Wealth Management, Insurance, Corporate Banking, Corporate Real Estate, Houston (Dewey) --</i>			
Net income	\$ 63.05	\$ 60.61	96.13%
<i>Retail Banking without Texas Region (Stevens) --</i>			
Net income	\$ 84.23	\$ 80.12	95.12%
<i>Mortgage Services (Tyler) --</i>			
Net income	\$ 17.43	\$ 17.65	101.26%

The Committee determined bonus payments for each NEO by applying the relevant weighting to the achievement of the applicable performance goals for each NEO. The bonus amounts for all NEOs were approved by the Committee and by the Bank Board in February 2019. On or about March 15, 2019, Trustmark will pay the following annual cash bonuses for 2018 performance under the management incentive plan:

<b>Name</b>	<b>Total 2018 Annual Cash Bonus Paid (\$)</b>	<b>Total Annual Cash Bonus Paid as Percentage of Base Salary (1) (%)</b>	<b>2018 Payment as Percentage of Target (2) (%)</b>
Gerard R. Host	\$756,322	97.63%	108.48%
Louis E. Greer	\$207,216	54.24%	108.48%
Duane A. Dewey	\$190,538	51.47%	102.94%
Wayne A. Stevens	\$179,809	50.80%	101.60%
Breck W. Tyler	\$141,926	44.58%	111.45%

(1) Calculated using base salary as of March 1, 2018.

(2) Performance achieved can range from 0% to a maximum of 200%, with target performance achievement being 100%. If performance achievement is below the threshold for an NEO, no bonus is earned under the plan absent exercise of discretion by the Committee.



These 2018 annual cash bonus amounts are presented as Non-Equity Incentive Plan Compensation for 2018 in the Summary Compensation Table for 2018 on page 26, including Mr. Tyler's mortgage production bonus.

**Mortgage Production Bonus.** In recognition that a quarterly production bonus is very common for executives in mortgage banking, and in an effort to remain competitive with Trustmark's peer companies, Mr. Tyler receives a quarterly production bonus based on the mortgage department's production, in addition to the annual cash bonus under the management incentive plan. Mr. Tyler's production bonus is based on a percentage of total mortgage production above a threshold production level each quarter for mortgages that conform to the Bank's origination guidelines, subject to an annual cap. The specific formula is not publicly disclosed for competitive reasons.

**Equity-Based Compensation.** Equity-based awards generally constitute the largest non-cash component of each NEO's total compensation package. In setting the amount of annual equity-based awards, the Committee takes into account levels of long-term equity-based compensation and pay mix data at its peer companies using published surveys, based on input from Pearl Meyer. All members of the Executive Strategy Committee (other than the CEO), which includes Messrs. Greer, Dewey and Stevens, receive the same annual equity-based award and all other members of executive management receive the same, but smaller annual equity-based award. In establishing award levels, the Committee generally does not consider the equity ownership levels of the recipients or prior awards that are fully vested. Equity-based awards and the related performance goals for NEOs are recommended by the Committee and approved by the Board generally during the first quarter of each year. Awards are typically made as early as practicable in the year to maximize the time-period for achieving performance goals associated with the awards. Equity-based awards are granted under the Trustmark Corporation Amended and Restated Stock and Incentive Compensation Plan (Amended and Restated Stock Plan).

For 2018, as discussed above annual LTI equity awards were increased from \$650,000 to \$800,000 for the CEO and

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from \$150,000 to \$200,000 for other members of the Executive Strategy Committee, in order to make this component of compensation more competitive with market levels. This change also increased the overall portion of executives total compensation that is incentive-based. In addition, for 2018, the Committee determined that one of the metrics used for performance-based awards, ROATE, will be measured against an absolute target value set by the Committee instead of comparing it to the peer group. This change was intended to enhance the incentive effect of the award by increasing the opportunity for executives to directly affect the outcome.

For LTI awards made in 2018, performance-based equity awards and time-based equity awards each represented 50% of the total award. The Committee believes that performance-based restricted stock provides an effective means of delivering incentive compensation, a reward for achievement of long-term objectives and an effective means of executive retention, with normal vesting not occurring for three years. The Committee also believes that time-based restricted stock grants, which vest in three years, provide a balanced retention element against the negative impact of economic issues outside the control of management on the ultimate earning of performance-based awards.

*Performance-based Awards.* The performance-based equity awards consist of a dual award of restricted stock and an equal number of restricted stock units. The restricted stock vests based on performance over a three-year period up to 100%, and the restricted stock units vest based on performance over the same three-year period exceeding 100% (up to a maximum of 200%). To the extent earned, the restricted stock units are settled in unrestricted shares issued after the performance period ends.

The performance-based restricted stock and restricted stock unit awards granted in 2018 vest based on the achievement of target percentages related to ROATE (50%), compared to an absolute target level of ROATE over a three-year performance period, and TSR (50%), compared to the TSR for Trustmark's peer group over the same three-year period. The performance goals are scaled so that the recipient can receive a partial award in the event that acceptable, but not the target, results are achieved and so that performance above the target level yields higher awards. For ROATE, the threshold performance level is reached upon achieving 80% of target, with 50% vesting occurring upon achieving 100% of target and 100% vesting occurring upon achieving 120% of target. For TSR, the threshold performance level is reached at the 30th percentile compared to the peer group, with 50% vesting occurring at the 50th percentile and 100% vesting occurring at the 75th percentile. The performance period began January 1, 2018, and continues through December 31, 2020. If a greater than 100% vesting level with respect to the ROATE and TSR targets is achieved in the aggregate (with the maximum being 200%) for an executive who remains employed for the entire performance period, the restricted stock unit portion of the award will be earned to the extent of such vesting above 100%. Any restricted stock units earned will be settled or issued during the first 2 1/2 months of 2021.

The executive generally must remain employed by Trustmark through the end of the performance period for the restricted stock and restricted stock units to vest fully (to the extent earned). No interest is paid on the accumulated dividends. No dividend equivalents are accumulated on the restricted stock unit portion of the award.

*Time-based Awards.* The time-based awards granted in 2018 vest 100% at February 15, 2021, if the executive remains employed through such date (subject to certain exceptions). Dividends on any time-based restricted stock are accumulated and will vest and be paid only when and to the extent the shares to which they relate vest, subject to a six-month delay when required by Section 409A.

The following table reflects the grant date fair values of the performance-based restricted stock and restricted stock unit awards and time-based restricted stock awards granted to the NEOs in 2018:

<b>Name</b>	<b>Value of Performance-Based Shares (\$)</b>	<b>Value of Performance-Based RSUs (1) (\$)</b>	<b>Value of Time-Based Shares (\$)</b>	<b>Total (\$)</b>
Gerard R. Host	\$408,989	---	\$ 409,373	\$ 818,362
Louis E. Greer	\$102,271	---	\$ 102,335	\$ 204,606
Duane A. Dewey	\$102,271	---	\$ 102,335	\$ 204,606
Wayne A. Stevens	\$102,271	---	\$ 102,335	\$ 204,606
Breck W. Tyler	\$61,369	---	\$ 61,395	\$ 122,764

*(1) Reflects the anticipated earning of the restricted stock unit portion of the performance-based equity award based on achievement of performance measures at a 100% level of achievement; restricted stock units will only be earned if, and only to the extent, the award's aggregate ROATE and TSR vesting percentage exceeds 100%. The anticipated earning of the restricted stock unit portion of the performance-based equity award is projected to be zero, as the award's ROATE and TSR vesting percentage is projected to be less than or equal to 100%.*

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The following table reflects the values realized by the NEOs on vesting of performance-based restricted stock awards and time-based restricted stock awards that vested during 2018 from grants made in prior years. See the Option Exercises and Stock Vested for 2018 table on page 30 for more information.

<b>Name</b>	<b>Value of Performance-Based Shares Vested (1) (\$)</b>	<b>Value of Time-Based Shares Vested (2) (\$)</b>	<b>Total (\$)</b>
Gerard R. Host	\$425,975	\$306,999	\$732,974
Louis E. Greer	\$ 98,292	\$ 70,868	\$169,160
Duane A. Dewey	\$ 98,292	\$ 70,868	\$169,160
Wayne A. Stevens	\$ 98,292	\$ 70,868	\$169,160
Breck W. Tyler	\$ 78,627	\$ 56,695	\$135,322

(1) Reflects 69.5% vesting of performance-based shares granted in 2015, based on Trustmark's 3-year ROATE and TSR performance against its peer companies.

(2) Reflects vesting of time-based shares granted in 2015.

**Retirement Benefits.** Trustmark maintains certain plans providing retirement benefits in which the NEOs and certain other associates participate, as described below.

**Executive Deferral Plan.** Because of the limits for tax qualified retirement plans, Trustmark maintains a defined benefit supplemental retirement plan (Executive Deferral Plan) that provides additional retirement benefits to selected executives. The Committee believes the plan is competitive with Trustmark's peer financial institutions and is an important tool in attracting and retaining executive management.

NEOs selected for plan participation by the Committee receive retirement benefits generally equal to 50% of their covered salaries. The retirement benefit is payable for life, but not less than ten years, and commences at normal retirement age, which is 65, whether or not the participant is still employed, unless the early retirement or death provisions described below apply. Benefits payable pursuant to the plan are not subject to reduction for social security benefits.

The plan provides retirement and pre-retirement death benefits based upon a retirement benefit amount for each participant established by the Committee. The retirement benefit amount is based on the participant's level of responsibilities and, in part, on his specified covered salary.

The following table shows, as to each NEO, annual retirement benefits anticipated to be paid at normal retirement:

<b>Name</b>	<b>Annual Benefit (\$)</b>
Gerard R. Host	\$300,000
Louis E. Greer	\$100,000
Duane A. Dewey	\$100,000
Wayne A. Stevens	\$100,000

Breck W. Tyler

\$100,000

The plan permits early retirement at or after age 55 with five years of plan participation. Benefits at early retirement are actuarially reduced. The plan also provides a deferred vested benefit payable at normal retirement age to a participant terminating for reasons other than retirement with at least one year of plan participation or retiring early with a pre-existing election to be paid commencing at his or her normal retirement date. Normally, the deferred benefit is accrued and vests at the rate of 1/10th of the anticipated normal retirement benefit for each year of plan participation for a maximum of ten years. However, certain incremental increases vest over the time period ending in the year the participant reaches age 64. If a participant does not complete at least one year of plan participation, plan benefits are forfeited (except where the cessation of employment is due to death, retirement, total disability or just cause as defined in the plan). Should a participant die prior to retirement and prior to when the participant's retirement benefit commences to be paid, the participant's beneficiary will receive a death benefit equal to a percentage (100% for the first year and 75% for the remaining years) of a specified covered salary amount (which amount is twice the anticipated normal retirement benefit) for ten years or until the participant would have reached normal retirement age, whichever is later. Life insurance contracts have been purchased to fund payments under the plan.

See the Pension Benefits for 2018 table on page 31 for more information regarding this plan.

[Non-Qualified Deferred Compensation Plan](#). Trustmark also provides a Non-Qualified Deferred Compensation Plan (the NQDC Plan) that provides additional cash compensation deferral opportunities for executives who are impacted by the compensation and contribution limits that restrict participation in Trustmark's 401(k) plan. The Committee believes the plan is competitive with those offered by Trustmark's peer financial institutions and is an important tool in attracting and retaining executive management. The plan allows executives, including NEOs, to defer on a pre-tax basis up to 90% of annual base salary and/or cash bonus. No contribution is made to this plan by Trustmark. Each executive's deferred

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income is credited to an account, which is deemed invested in and mirrors the performance of one or more designated investment funds available under the plan and selected at the option of the executive. Distributions can be received under this plan upon retirement, death, long-term disability, termination of employment or during employment at specified dates. See the Non-Qualified Deferred Compensation for 2018 table on page 31 for more information regarding this plan and see the Summary Compensation for 2018 table on page 26 and the All Other Compensation for 2018 table on page 27 for more information regarding Trustmark's contribution to Trustmark's 401(k) Plan.

***Perquisites; Other Benefits.*** Perquisites provided to each NEO are reviewed annually within the context of Trustmark's executive compensation program, market practices and the nature of each NEO's responsibilities. Generally, Trustmark limits the types of perquisites offered to NEOs as shown in the All Other Compensation for 2018 table on page 27.

The Committee believes the currently-offered perquisites are minimal in overall cost and competitively necessary to attract and retain talented executives. Consistent with most other financial institutions in its peer group, Trustmark encourages executive management to belong to a golf or social club so that there is an appropriate entertainment forum for customers and appropriate interaction with the executives' communities. Trustmark pays the initiation fee and annual dues for a club membership for some of the NEOs. In addition, Trustmark provides Mr. Host with use of a company-owned automobile, as it does for Mr. Stevens, due to his responsibilities, which require him to travel frequently between various Trustmark offices and branch locations. Messrs. Host and Stevens also use these automobiles for personal transportation. In addition, the Board authorizes an annual allowance of up to 15 hours of personal use of Trustmark's airplane for the CEO, which provides an efficient way to maximize his available time for company business.

***Severance and Change in Control Benefits.*** Upon any termination of employment, NEOs would be entitled to receive their vested benefits under the 401(k) plan, NQDC Plan and supplemental retirement plan (Executive Deferral Plan), although these benefits generally would not be increased or accelerated (except for the acceleration of additional years of service provided under the Executive Deferral Plan under certain circumstances).

Trustmark believes that additional severance benefits are appropriate for executive management because it may be difficult for senior executives to find comparable employment within a short period of time. As discussed above, Trustmark's restricted stock and restricted stock unit awards provide for accelerated vesting upon a change in control and upon certain termination events, and an incremental benefit is provided under the Executive Deferral Plan upon certain termination events following a change in control.

In light of the CEO's and other NEOs' role and importance to the success of Trustmark, the Committee believes that it is appropriate to provide for severance and change in control benefits in written agreements. The Committee further believes that providing change in control benefits to the CEO and other NEOs should eliminate any reluctance to pursue potential change in control transactions that may be in the best interests of shareholders. Trustmark also believes that the severance and change in control benefits it provides are customary among its peers.

With the exception of the accelerated vesting of restricted stock and restricted stock unit awards, Trustmark's change in control benefits provided to the CEO and other NEOs are generally double trigger, which means that the benefits are payable only if the executive's employment is terminated other than for cause, death or disability or if the executive resigns for good reason, in each case within a specified period following a change in control. Trustmark believes that these benefits are consistent with the general practice among its peers. In addition, Trustmark believes the use of a double trigger in most cases reasonably balances the needs of the executive and Trustmark by protecting the legitimate interests of executives in employment security without unduly burdening Trustmark or shareholder value.

Trustmark does not provide any tax gross-ups related to severance or other compensation or benefits that executives may receive in connection with a change in control. Change in control benefits are provided on a best net approach, under which an executive's change in control benefits are reduced to avoid the golden parachute excise tax only if such a reduction would cause the executive to receive more after-tax compensation than without a reduction.

For additional information on Trustmark's employment and change in control agreements with its NEOs, please see Employment and Change in Control Agreements with NEOs beginning on page 33.

***Deductibility of Compensation.*** In making compensation decisions, the Committee considers Section 162(m) of the Internal Revenue Code, which limits the tax deductibility of certain compensation in excess of \$1 million paid to Trustmark's NEOs.

Although tax deductibility continues to be a consideration when determining executive compensation levels, the Committee believes that factors other than tax deductibility should take precedence in certain situations. Given the competitive market for outstanding executives, for example, the Committee believes that it is important to retain the flexibility to determine compensation elements consistent with Trustmark's compensation philosophy, even if some executive compensation is not fully deductible under Section 162(m). Accordingly, the Committee does approve elements of compensation for certain executives that are not fully deductible by Trustmark and reserves the right to do so in the future when appropriate. In 2018, a portion of Mr. Host's compensation was not deductible by Trustmark under Section 162(m).

***Policy Against Hedging and Limitations on Pledging.*** To ensure that Trustmark directors, officers and employees bear the full risks of stock ownership, Trustmark's Insider Trading Policy prohibits Trustmark directors, officers and

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employees from engaging in any form of hedging transactions relating to Trustmark stock. With limited exceptions, directors and executive officers are also prohibited from pledging or creating a security interest in any Trustmark stock they hold, and no director or executive officer currently holds any Trustmark stock that is pledged or otherwise subject to a security interest.

***Stock Ownership Guidelines.*** To help mitigate risks associated with Trustmark's compensation programs and encourage management to focus on long-term growth and financial success, Trustmark has guidelines that require the CEO and other members of executive management to own a minimum number of shares of Trustmark stock equal in value to a multiple of their base salary in effect when appointed CEO or a member of executive management, as follows:

	<b>Multiple of Base Salary</b>
CEO	4x
Executive Strategy Committee	2x
Other Executive Management	1.5x

The guidelines provide that the applicable ownership level should be reached within five years from the date of appointment as CEO or as a member of the executive strategy committee or executive management, as applicable. Pledged shares are not considered to be owned for purposes of the stock ownership guidelines. The Human Resources Committee reviews stock ownership levels of executive management annually. Until an executive has reached the applicable ownership level, the executive is required to hold 100% of the shares received from any Trustmark stock awards. Based on review of ownership level attainment in 2018, all NEOs own the minimum number of shares required to satisfy the guideline.

***Executive Compensation Recoupment.*** Since 2011, the Committee has included clawback provisions in performance-based restricted stock awards and the management incentive plan with respect to annual cash bonuses that may be earned under the plan. Under these provisions, any performance-based restricted stock or restricted stock unit award that vests or cash bonus paid is subject to recovery by Trustmark as required by applicable federal law and/or such basis as the Board determines. The Committee anticipates adopting a comprehensive executive clawback policy if the SEC publishes final rules implementing the clawback requirements under the Dodd-Frank Act.

***Analysis of Risk Associated with Trustmark's Compensation Policies and Practices.*** In late 2018 and early 2019, the Committee, together with Trustmark's risk officers, conducted an in-depth risk assessment of Trustmark's compensation policies and practices. Management prepared detailed materials regarding the operation of Trustmark's various compensation arrangements with its associates and submitted the materials to Trustmark's risk officers, who reviewed the materials with the members of management most closely involved with the respective compensation arrangements. Trustmark's risk officers identified the key enterprise risks to which Trustmark is subject, including credit, liquidity, market/interest rate, compliance, operational, technology, strategic, reputational and other risks, and focused their review on the compensation arrangements most likely to implicate those risks. Trustmark's Chief Risk Officer & General Counsel presented the risk officers' conclusions and supporting materials to the Committee, which reviewed and discussed the analysis at its meeting on February 13, 2019.

The Committee has concluded that Trustmark's compensation policies and practices have sufficient mitigating features and controls to maintain an appropriate balance between prudent business risk and resulting compensation, and encourage appropriate risk behavior consistent with Trustmark's risk appetite, business strategy and profit goals. Some of the mitigating features and controls used are the overall compensation mix, weighting of performance metrics, timing of awards in relation to performance measurement period, use of full value equity-based awards with



multi-year vesting periods, and establishment of targets with payouts at multiple levels of performance, chargeback provisions on returned or unearned commissions, capped upside opportunities, and oversight by executive management and the Board. In addition, Trustmark's incentive compensation arrangements are subject to a system of internal controls to ensure that incentive compensation is properly tracked, approved and paid. Trustmark's internal controls include comparisons throughout the year of performance results against performance requirements, approval by appropriate levels of management, the Committee, the Board and/or the Bank Board of incentive compensation payouts, with separate review and approval by division controllers of lines of business that have significant incentive compensation payouts, and coordination among human resources, accounting, and payroll personnel to ensure that incentive compensation payouts that have been approved are appropriately reconciled to those approvals before and after payment is made. As a result, the Committee concluded that Trustmark's compensation policies and practices are not reasonably likely to have a material adverse effect on Trustmark, do not encourage imprudent risk-taking behavior and are consistent with maintaining the organization's safety and soundness.

**Table of Contents****Summary Compensation Table for 2018**

The following table summarizes the compensation components for the CEO, the CFO and each of the next three most highly compensated executive officers during 2018 and indicates their positions as of December 31, 2018. Although considered officers of Trustmark Corporation under the Exchange Act, the NEOs' compensation, except for equity awards under Trustmark's stock and incentive compensation plans, is paid by the Bank. The amounts reported in the Change in Pension Value and Non-Qualified Deferred Compensation Earnings column were not paid to the NEOs in any year shown. These amounts represent the annual change in the present value of potential future benefits the NEOs might receive upon retirement, assuming the benefits have vested.

Name and Principal Position	Year	Salary (\$)	Bonus	Stock Awards	Option Awards	Non-Equity Incentive Plan	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation	Total (\$)
			(1) (\$)	(2) (\$)	(3) (\$)	(4) (\$)	(5) (\$)	(6) (\$)	(7) (\$)
<b>David R. Host</b> President and CEO, Trustmark Corporation;	2018	\$ 772,150	---	\$ 818,362	---	\$ 756,322	---	\$ 75,746	\$ 2,422,5
	2017	\$ 757,010	---	\$ 652,243	---	\$ 782,732	\$ 319,574	\$ 79,603	\$ 2,591,9
	2016	\$ 742,167	---	\$ 639,941	---	\$ 547,579	\$ 162,577	\$ 78,684	\$ 2,170,9
<b>James E. Greer</b> Vice President and Chief Financial Officer, Trustmark Corporation;	2018	\$ 380,787	---	\$ 204,606	---	\$ 207,216	\$ 15,453	\$ 33,080	\$ 841,1
	2017	\$ 373,320	---	\$ 150,531	---	\$ 248,173	\$ 142,780	\$ 31,670	\$ 946,4
	2016	\$ 366,000	---	\$ 147,689	---	\$ 173,575	\$ 105,112	\$ 30,340	\$ 822,7
<b>James A. Dewey</b> Vice President of Corporate Banking, Trustmark National Bank	2018	\$ 368,982	---	\$ 204,606	---	\$ 190,538	---	\$ 31,627	\$ 795,7
	2017	\$ 361,747	---	\$ 150,531	---	\$ 164,590	\$ 97,565	\$ 30,340	\$ 804,7
	2016	\$ 354,654	\$ 10,000	\$ 147,689	---	\$ 132,150	\$ 46,976	\$ 28,688	\$ 720,1
<b>James A. Stevens</b> Vice President-Retail Banking, Trustmark	2018	\$ 352,798	---	\$ 204,606	---	\$ 179,809	---	\$ 40,166	\$ 777,3
	2017	\$ 345,881	---	\$ 150,531	---	\$ 212,096	\$ 76,850	\$ 34,425	\$ 819,7
	2016	\$ 339,099	---	\$ 147,689	---	\$ 157,382	\$ 54,751	\$ 38,704	\$ 737,6

onal Bank									
ck W. Tyler	2018	\$ 317,322	---	\$ 122,764	---	\$ 322,231	---	\$ 21,125	\$ 783,4
ident-Mortgage	2017	\$ 311,100	---	\$ 120,445	---	\$ 385,168	\$ 91,907	\$ 20,667	\$ 929,2
ices, Trustmark	2016	\$ 306,000	---	\$ 118,151	---	\$ 411,568	\$ 75,353	\$ 20,668	\$ 931,7
onal Bank									

- (1) No discretionary bonuses were awarded to the NEOs for 2018 or 2017. In 2016, Mr. Dewey was awarded a \$10,000 discretionary bonus for his contribution to Trustmark's overall performance in 2016.
- (2) The amounts in this column reflect restricted stock and restricted stock unit awards granted to the NEOs during 2018, 2017 and 2016 and are disclosed as the aggregate grant date fair value of the awards, computed in accordance with ASC Topic 718, based, in the case of performance-based awards, on the then-anticipated outcome and excluding the impact of estimated forfeitures. These awards include performance-based awards that will vest only if the related performance measures are achieved. For the performance-based awards granted in 2018, 2017 and 2016, the amounts reported in this column reflect the grant date fair value based on the achievement of less than the maximum performance level. The grant date fair values, based on achievement of the maximum performance level, would be as follows for the awards granted:

	2018	2017	2016
Host	\$587,145	\$644,020	\$661,816
Greer	\$146,821	\$148,620	\$152,732
Dewey	\$146,821	\$148,620	\$152,732
Stevens	\$146,821	\$148,620	\$152,732
Tyler	\$ 88,101	\$118,946	\$122,179

Assumptions used in the calculation of these amounts are included in Note 16 to Trustmark's audited financial statements for the year ended December 31, 2018, in Trustmark's Annual Report on Form 10-K filed with the SEC on February 19, 2019.

- (3) No stock option awards were made during 2018, 2017 or 2016. Trustmark does not have any stock options outstanding currently.
- (4) This column shows the value of annual cash bonuses earned under Trustmark's management incentive plan. Non-equity incentive plan compensation for Mr. Tyler includes both his annual cash bonus earned under Trustmark's management incentive plan and his quarterly mortgage department production bonus incentives.
- (5) The amounts shown in the table above reflect the changes in actuarial present value of the NEO's accumulated benefits under the Executive Deferral Plan and the Trustmark Capital Accumulation Plan (2017 and 2016), determined using interest rate and mortality rate assumptions consistent with those used in Trustmark's audited financial statements and include amounts which the NEO may not have been entitled to receive because such amounts were not yet vested. In 2018, decreases in pension value of the Executive Deferral Plan benefits were largely the result of an increase in discount rate. Negative changes in pension values were as follows: Host --- \$(131,158); Dewey --- \$(71,128); Stevens --- \$(60,311); Tyler --- \$(32,392). The incremental increase in benefits for Mr. Greer was greater than the negative effects of the increase in discount rate. In 2017 and 2016, amounts also include changes related to the Trustmark Capital Accumulation Plan. In 2017 the Capital Accumulation Plan was terminated.

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and benefits were paid out to NEOs. In 2016 the positive change is the result of a decrease in the discount rate. There is no above-market interest or earnings to report with respect to deferred compensation.

(6) See the following table for details of all other compensation for 2018.

(7) Mr. Dewey has been named Chief Operating Officer of Trustmark National Bank effective January 1, 2019.

**All Other Compensation for 2018**

The detail of all other compensation for 2018 is included in the following table:

Name	Use of Company Airplane (1)	Automobile Allowance/Use of Company-Provided Automobile (2)	Dividends on		401(k) Match	Total
			Unvested Time- Based Restricted Stock (3)	Club Dues		
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Gerard R. Host	\$ 20,955	\$ 2,419	\$ 27,264	\$ 8,608	\$ 16,500	\$ 75,746
Louis E. Greer	---	---	\$ 6,519	\$ 10,061	\$ 16,500	\$ 33,080
Duane A. Dewey	---	---	\$ 6,519	\$ 8,608	\$ 16,500	\$ 31,627
Wayne A. Stevens	---	\$ 8,529	\$ 6,519	\$ 8,618	\$ 16,500	\$ 40,166
Breck W. Tyler	---	---	\$ 4,625	---	\$ 16,500	\$ 21,125

(1) The aggregate incremental cost of Mr. Host's personal use of the company airplane is calculated based on the annual cost of operating the company airplane. Operating costs include depreciation, fuel, maintenance, insurance, flight crew expenses (including pilot salaries), landing fees and hangar expenses, and other miscellaneous expenses. Total annual operating costs are divided by the total number of hours the company airplane was used during the year to determine the average operating cost per hour. The average operating cost per hour is then multiplied by the hours Mr. Host used the company airplane for personal use to determine Trustmark's aggregate incremental cost.

(2) The aggregate incremental cost of Messrs. Host's and Stevens' personal use of a company-owned automobile is calculated based on the annual cost to Trustmark to own and operate each automobile (taking into account depreciation, insurance, taxes, repairs, maintenance and fuel) multiplied by the percentage that Messrs. Host and Stevens, respectively, used the automobile for personal rather than business travel.

(3) The amounts in this column reflect the dividends credited to shares of unvested time-based restricted stock held by the NEOs on each dividend payment date during 2018. These dividends are accumulated and will vest and be paid only when and to the extent the related restricted shares vest, subject to a six-month delay when required by Section 409A.

**Table of Contents****Grants of Plan-Based Awards for 2018**

The following table presents information regarding incentive-based cash bonuses and equity awards granted to the NEOs during or for the year ended December 31, 2018, under Trustmark's annual management incentive plan (cash), the mortgage department production bonus incentive for Mr. Tyler (cash) and Amended and Restated Stock Plan (restricted stock/restricted stock units) and, in the case of incentive-based awards, reflects the amounts that could be earned or received under such awards:

Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (3)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise Price of or Base Price of Option Awards (\$/Sh)
	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)			
15/2018	\$348,607	\$697,214	\$1,394,428	---	---	---	---	---	---
15/2018	---	---	---	2,245	12,829	25,658	---	---	---
15/2018	---	---	---	---	---	---	12,829	---	---
15/2018	\$ 95,509	\$ 191,018	\$382,035	---	---	---	---	---	---
15/2018	---	---	---	562	3,208	6,416	---	---	---
15/2018	---	---	---	---	---	---	3,207	---	---
15/2018	\$ 92,548	\$ 185,096	\$370,192	---	---	---	---	---	---
15/2018	---	---	---	562	3,208	6,416	---	---	---
15/2018	---	---	---	---	---	---	3,207	---	---
15/2018	\$ 88,489	\$ 176,978	\$353,956	---	---	---	---	---	---
15/2018	---	---	---	562	3,208	6,416	---	---	---
15/2018	---	---	---	---	---	---	3,207	---	---
15/2018	\$ 63,672	\$ 127,345	\$ 254,690	---	---	---	---	---	---
15/2018	---	---	\$ 250,000	---	---	---	---	---	---
15/2018	---	---	---	337	1,925	3,850	---	---	---
15/2018	---	---	---	---	---	---	1,924	---	---

(1) The amounts shown in these columns reflect possible payouts under the annual management incentive plan for 2018. The minimum possible payment level (threshold) was 50% of the target amount shown, and the maximum possible payment was 200% of the target. All of these amounts are percentages of the executive's base salary as of March 1, 2018. The amount of the award actually earned by the NEOs was recommended by the Committee on

*February 13, 2019 and approved by the Board on February 14, 2019. For Mr. Tyler, the amounts shown in the second row reflect the maximum amount he can earn annually under a quarterly production incentive based on the mortgage department's origination, above a threshold production level, of mortgages that conform to the Bank's mortgage origination guidelines. The production incentive does not have a threshold or target level. Amounts actually earned for 2018 are reported as Non-Equity Incentive Plan Compensation in the Summary Compensation Table for 2018 on page 26.*

- (2) Reflects the performance-based restricted stock and restricted stock unit awards granted on February 15, 2018. For a description of the vesting conditions and other features of the performance-based restricted stock and restricted stock unit awards, please see Equity-Based Compensation beginning on page 21.*
- (3) Reflects the number of time-based restricted shares granted on February 15, 2018. For a description of the vesting conditions and other features of the time-based restricted stock, please see Equity-Based Compensation beginning on page 21.*
- (4) The amounts in this column reflect the grant date fair value of the performance-based restricted stock and restricted stock unit awards computed in accordance with ASC Topic 718, in each case based on the then-anticipated outcome and the grant date fair value of the time-based restricted stock computed in accordance with ASC Topic 718.*

**Table of Contents****Outstanding Equity Awards at 2018 Fiscal Year-End**

The following table presents information regarding unvested performance-based restricted stock and restricted stock unit awards and time-based restricted stock awards held by NEOs at December 31, 2018. All awards in the table below were granted under the Amended and Restated Stock Plan. None of the NEOs held any unexercised options at December 31, 2018.

		Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (2) (\$)
Name	Grant Date	Number of Shares or Units of Stock That Have Not Vested (1) (#)	Market Value of Shares or Units of Stock That Have Not Vested (2) (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (1) (#)	
Gerard R. Host	1/26/2016 (3)	10,403	\$ 295,757	---	---
	1/26/2016 (4)	---	---	16,474	\$ 468,356
	2/16/2017 (3)	6,403	\$ 182,037	---	---
	2/16/2017 (5)	---	---	13,000	\$ 369,590
	2/15/2018 (3)	12,829	\$ 364,728	---	---
	2/15/2018 (6)	---	---	12,829	\$ 364,728
		29,635	\$ 842,522	42,303	\$ 1,202,674
Louis E. Greer	1/26/2016 (3)	2,401	\$ 68,260	---	---
	1/26/2016 (4)	---	---	3,802	\$ 108,091
	2/16/2017 (3)	1,478	\$ 42,020	---	---
	2/16/2017 (5)	---	---	3,000	\$ 85,290
	2/15/2018 (3)	3,207	\$ 91,175	---	---
	2/15/2018 (6)	---	---	3,208	\$ 91,203
		7,086	\$ 201,455	10,010	\$ 284,584
Duane A. Dewey	1/26/2016 (3)	2,401	\$ 68,260	---	---
		---	---	3,802	\$ 108,091

	1/26/2016				
	(4)				
	2/16/2017				
	(3)	1,478	\$ 42,020	---	---
	2/16/2017				
	(5)	---	---	3,000	\$ 85,290
	2/15/2018				
	(3)	3,207	\$ 91,175	---	---
	2/15/2018				
	(6)	---	---	3,208	\$ 91,203
		7,086	\$ 201,455	10,010	\$ 284,584
Wayne					
A.	1/26/2016				
Stevens	(3)	2,401	\$ 68,260	---	---
	1/26/2016				
	(4)	---	---	3,802	\$ 108,091
	2/16/2017				
	(3)	1,478	\$ 42,020	---	---
	2/16/2017				
	(5)	---	---	3,000	\$ 85,290
	2/15/2018				
	(3)	3,207	\$ 91,175	---	---
	2/15/2018				
	(6)	---	---	3,208	\$ 91,203
		7,086	\$ 201,455	10,010	\$ 284,584
Breck					
W.	1/26/2016				
Tyler	(3)	1,921	\$ 54,614	---	---
	1/26/2016				
	(4)	---	---	3,041	\$ 86,456
	2/16/2017				
	(3)	1,182	\$ 33,604	---	---
	2/16/2017				
	(5)	---	---	2,401	\$ 68,260
	2/15/2018				
	(3)	1,924	\$ 54,699	---	---
	2/15/2018				
	(6)	---	---	1,925	\$ 54,728
		5,027	\$ 142,917	7,367	\$ 209,444

(1) Dividends on the restricted shares are accumulated, vest and are paid only when and to the extent the underlying restricted shares vest, subject to a six-month delay when required by Section 409A. No interest is paid on accumulated dividends. No dividend equivalents are accumulated on the restricted stock units. Accelerated vesting of these shares and units may occur based on the executive's death, disability, retirement at or after age 65 with consent of the Committee and where cause for termination is not present, termination by Trustmark without cause, termination by the executive for good reason if provided in the executive's employment agreement or a change in control.

(2) The market value of shares or units that have not vested is the number of reported shares or units, as applicable, multiplied by the closing market price of Trustmark's common stock on December 31, 2018, which was \$28.43 per share.



- (3) *Reflects time-based restricted stock granted, which vests 100% on the third anniversary of the grant date, if the executive remains employed through such date. See footnote (1) above for information regarding dividend accumulation and the events that may trigger partial time-weighted accelerated vesting with respect to these shares.*
- (4) *For awards granted on January 26, 2016, reflects the number of performance-based restricted shares that vested under the award on February 13, 2019. The vesting percentages of the performance-based restricted stock and potential restricted stock unit awards are based on performance goals of return on average tangible equity and total shareholder return compared to a defined peer group. Because of the achievement of a performance-based vesting level with respect to the ROATE and TSR targets of less than 100% in the aggregate (78% out of a maximum of 200%), no additional achievement shares were issued. Also see*

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footnote (1) above for information regarding dividend accumulation on the restricted shares and the events that may trigger partial time-weighted performance vesting.

(5) For awards granted on February 16, 2017, reflects the target (100%) number of performance-based restricted shares granted. The awards vest over a January 1, 2017, through December 31, 2019, performance period. Vesting percentages of the performance-based restricted stock and potential restricted stock unit awards are based on performance goals of return on average tangible equity and total shareholder return compared to a defined peer group. Also see footnote (1) above for information regarding dividend accumulation on the restricted shares and the events that may trigger partial time-weighted performance vesting.

(6) For awards granted on February 15, 2018, reflects the target (100%) number of performance-based restricted shares granted. The awards vest over a January 1, 2018, through December 31, 2020, performance period. For a description of the vesting conditions and other features of the performance-based restricted stock and restricted stock unit awards, please see *Equity-Based Compensation* beginning on page 21. Also see footnote (1) above for information regarding dividend accumulation on the restricted shares and the events that may trigger partial time-weighted performance vesting.

**Option Exercises and Stock Vested for 2018**

The following table presents information regarding restricted stock that vested during 2018 for each of the NEOs. None of the NEOs held or exercised options during 2018.

Name	Stock Awards	
	Number of Shares Acquired on Vesting (1)	Value Realized on Vesting (2)
	(#)	(\$)
Gerard R. Host	22,874	\$732,974
Louis E. Greer	5,279	\$169,160
Duane A. Dewey	5,279	\$169,160
Wayne A. Stevens	5,279	\$169,160
Breck W. Tyler	4,223	\$135,322

(1) Represents the total number of restricted shares that vested during 2018, without taking into account any shares that were surrendered or withheld for applicable tax obligations.

(2) Value realized is the gross number of shares multiplied by the market price of Trustmark's common stock on the date of vesting.

**Table of Contents****Pension Benefits for 2018**

The Executive Deferral Plan is discussed in more detail under [Executive Deferral Plan](#) on page 23.

The following table shows the present value at December 31, 2018, of accumulated benefits payable to each NEO, including the number of years of service credited, under the Executive Deferral Plan, determined using interest rate and mortality rate assumptions included in Note 15 to Trustmark's audited financial statements for the year ended December 31, 2018, in Trustmark's Annual Report on Form 10-K filed with the SEC on February 19, 2019.

Name	Plan Name	Number of Years Credited Service (1) (#)	Present Value of Accumulated Benefit (2)(3) (\$)	Payments During Last Fiscal Year (\$)
Gerard R. Host	Executive Deferral Plan	26	\$ 3,998,740	---
Louis E. Greer	Executive Deferral Plan	20	\$ 1,277,371	---
Duane A. Dewey	Executive Deferral Plan	15	\$ 1,122,638	---
Wayne A. Stevens	Executive Deferral Plan	15	\$ 765,578	---
Breck W. Tyler	Executive Deferral Plan	18	\$ 982,309	---

(1) Actual years of service as a Trustmark associate for each NEO is as follows: Host -- 34, Greer -- 31, Dewey -- 15, Stevens -- 32 and Tyler -- 28. For purposes of the Executive Deferral Plan, NEOs normally receive one year of credited service for every 12 months of employment with Trustmark since commencement of participation in the plan. This table assumes the entire service period was completed under the benefit formula that was effective for service through December 31, 2018, and thereafter.

(2) Includes amounts under the Executive Deferral Plan which Messrs. Greer, Stevens and Tyler would not currently be entitled to receive because such amounts are not vested. In connection with a 2013 increase in their annual retirement benefits, they become vested in the increased amount over time through the year each attains age 64.

(3) The present value of accumulated benefit is based on converting the lump sum attributable to credits earned to date to an annuity payable at retirement age, which is then discounted back to December 31, 2018.

**Non-Qualified Deferred Compensation for 2018**

The NQDC Plan is discussed in more detail under [Non-Qualified Deferred Compensation Plan](#) beginning on page 23. The following table presents information relating to each NEO's participation in the plan:

Name	Executive Contributions in Last Fiscal Year (1) (\$)	Trustmark Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (2) (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last Fiscal Year-End (3) (\$)
------	---	---	--	--	---

Gerard R. Host	\$ 704,459	---	\$ (271,930)	---	\$ 5,403,016
Louis E. Greer	\$ 5,000	---	\$ (2,124)	---	\$ 105,810
Duane A. Dewey	---	---	\$ (9,144)	---	\$ 294,671
Wayne A. Stevens	\$ 53,024	---	\$ (9,326)	---	\$ 151,251
Breck W. Tyler	---	---	\$ (112,925)	---	\$ 1,389,223

(1) These amounts are included in the Summary Compensation Table for 2018 on page 26.

(2) The amounts in this column consist of investment gains for 2018 and do not include any above-market earnings.

(3) Of the amounts disclosed in this column, the following amounts were previously reported as compensation to the NEO in a summary compensation table prior to 2018: Host -- \$3,272,816, Greer -- \$42,500, Dewey -- \$209,045, Stevens -- \$85,908 and Tyler -- \$458,158.

**Table of Contents****Potential Payments Upon Termination or Change in Control**

The following table describes the potential payments that would be made to each of the NEOs in various termination and change in control scenarios based on compensation, benefit and equity levels in effect on December 31, 2018. The amounts shown are estimates, and assume that the termination or change in control event occurred on December 31, 2018. The actual amounts to be paid can only be determined at the time of an NEO's actual termination of employment or an actual change in control of Trustmark.

In accordance with SEC regulations, the following table does not report any amount to be provided to an NEO that does not discriminate in scope, terms or operation in favor of Trustmark's executive officers and which is available generally to all salaried employees, and excludes (i) amounts accrued through December 31, 2018, that would be paid in the normal course of continued employment, such as accrued but unpaid salary and bonus amounts, (ii) vested account balances under the Executive Deferral Plan, NQDC Plan and 401(k) plan, and (iii) already vested equity awards.

Name	Incremental Compensation and Benefit Payments	Non-CIC	CIC
		Termination by Company Without Cause or by Executive for Good Reason under Agreement	Termination by Company Without Cause or by Executive for Good Reason under Agreement (1)
Gerard R. Host (2)	Severance (3)	---	\$ 1,397,284
	Covenant Payment (3)(4)	\$ 2,794,568	\$ 2,794,568
	Restricted Stock -- Accelerated Vesting (5)	\$ 951,176	\$ 951,176
	Executive Deferral Plan (6)(7)	---	---
	Health & Welfare Benefits (8)	\$ 44,958	\$ 67,437
	Totals	\$ 3,790,702	\$ 5,210,465
Louis E. Greer	Severance (3)	---	\$ 1,183,322
	Covenant Payment	---	---
	Restricted Stock -- Accelerated Vesting (5)	\$ 224,140	\$ 224,140
	Executive Deferral Plan (6)(7)	---	\$ 55,542
	Health & Welfare Benefits (8)	---	\$ 30,479
	Totals	\$ 224,140	\$ 1,493,483
Duane A. Dewey	Severance (3)	---	\$ 1,044,704
	Covenant Payment	---	---
	Restricted Stock -- Accelerated Vesting (5)	\$ 224,140	\$ 224,140
	Executive Deferral Plan (6)(7)	---	---
	Health & Welfare Benefits (8)	---	\$ 39,342
	Totals	\$ 224,140	\$ 1,308,186
Wayne A.	Severance (3)	---	\$ 1,075,074

Stevens			
	Covenant Payment	---	---
	Restricted Stock -- Accelerated Vesting (5)	\$ 224,140	\$ 224,140
	Executive Deferral Plan (6)(7)	---	\$ 76,555
	Health & Welfare Benefits (8)	---	\$ 32,903
	Totals	\$ 224,140	\$ 1,408,672
Breck	Severance (3)	---	\$ 1,039,634
W. Tyler			
	Covenant Payment	---	---
	Restricted Stock -- Accelerated Vesting (5)	\$ 167,333	\$ 167,333
	Executive Deferral Plan (6)(7)	---	\$ 140,330
	Health & Welfare Benefits (8)	---	\$ 39,467
	Totals	\$ 167,333	\$ 1,386,764

- (1) Mr. Host's employment agreement and the other NEOs' change in control agreements provide for change in control benefits on a best net approach, under which the executive's change in control benefits will be reduced to avoid the golden parachute excise tax under Section 280G of the Internal Revenue Code only if such a reduction would cause the executive to receive more after-tax compensation than without a reduction. The amounts shown in this column do not reflect any reduction that might be made in this regard.
- (2) If during the term of his employment agreement, Mr. Host's employment is terminated due to disability or if he dies, he or his designated beneficiary, spouse or estate will be entitled to a lump sum payment of a time-weighted pro-rata share of his annual bonus target amount for that year (\$697,214 for 2018), in addition to accrued but unpaid compensation to date of termination.
- (3) The executive must sign a general release in order to be entitled to receive these amounts. In the case of the NEOs other than Mr. Host, Trustmark has the right to retain these amounts if the executive breaches the confidentiality, non-solicitation or non-competition covenants contained in the executive's change in control agreement.
- (4) Payments pursuant to Mr. Host's employment agreement in consideration of covenants relating to confidentiality and two-year non-solicitation and non-competition commitments, with one-half of the payment paid in 12 equal monthly installments and one-half paid in a lump sum.
- (5) Upon a change in control without termination of employment, or upon death or disability, retirement at or after age 65 with consent of the Committee and where cause for termination is not present, termination by Trustmark not for cause or termination by the executive for good reason if provided in the executive's employment agreement, the executive is entitled to accelerated vesting of a pro-rata portion of his unvested restricted stock and restricted stock units (plus

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*accumulated dividends attributable to the shares of restricted stock vesting), based on actual service in the case of time-based restricted stock and actual service and actual performance in the case of performance-based restricted stock and restricted stock units. The value of the restricted stock and restricted stock units upon vesting is based on the closing market price per share of \$28.43 as of December 31, 2018, plus the amount of accumulated cash dividends attributable to the shares of restricted stock vesting.*

- (6) Upon death, an incremental pre-retirement death benefit may be payable to the executive's beneficiary under the Executive Deferral Plan.
- (7) Upon termination within three years following a change in control, the executive is entitled to accelerated vesting of a portion of his unvested benefit under the Executive Deferral Plan by adding up to five years of service to the executive's service under the plan. The incremental benefit amount shown in this column is equal to the present value of the amount of the benefit for which vesting would have been accelerated in connection with such a termination as of December 31, 2018. The actuarial assumptions used to calculate the incremental benefit are the same as the assumptions in the Pension Benefits for 2018 table using a 3.97% rate for present value computations. Messrs. Host and Dewey were already fully vested as of December 31, 2018, and would not have received any incremental benefits from this provision. Messrs. Greer, Stevens and Tyler each would have received the incremental benefits shown in the table in connection with the unvested portions of the 2013 increase in their annual retirement benefit.
- (8) Mr. Host is entitled to 24 months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination if his employment is terminated by Trustmark without cause or if he resigns for good reason, and 36 months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination upon such events in the case of a change in control. The other NEOs are entitled to 18 months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination if within two years after a change in control the executive's employment is terminated by Trustmark other than due to death, disability or for cause or if he resigns for good reason.

## **Human Resources Committee Report**

The Human Resources Committee has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K, and based on such review and discussions, the Human Resources Committee, as listed below, recommended to the Audit & Finance Committee, acting on behalf of the Board, that the Compensation Discussion and Analysis be included in this proxy statement.

Adolphus B. Baker (Chairman)  
Harris V. Morrisette

Richard H. Puckett  
R. Michael Summerford

## **Human Resources Committee Interlocks and Insider Participation**

The following directors served on Trustmark's Human Resources Committee during 2018: Adolphus B. Baker (Chairman), Harris V. Morrisette, Richard H. Puckett, and R. Michael Summerford. John M. McCullough served on the committee before retiring in April 2018. No current or former executive officer or associate of Trustmark or any of its subsidiaries currently serves or has served as a member of the Human Resources Committee or has been involved in any related party transaction as discussed in the section beginning on page 38.

## **2018 Pay Ratio Disclosure**

For 2018, the ratio of the total compensation of Trustmark's median employee to the CEO's total compensation was 1 to 54. To calculate this ratio, Trustmark identified its median employee as of December 31, 2017 based on employees' gross earnings, less before-tax benefit deductions, as reported in Box 5 of the United States Internal Revenue Service Form W-2. Compensation was annualized for employees who worked less than a full year, and compensation for part-time employees was annualized but not converted into a full-time equivalent. Trustmark used the same median employee in 2018 as in 2017, based on its determination that there were no material changes to its employee population or compensation arrangements reasonably likely to result in a change in the ratio. Once identified, the median employee's total compensation for 2018 was determined in accordance with Item 402(c)(2)(x) of Regulation S-K to be \$44,508, as compared to total compensation of \$2,422,580 for Trustmark's CEO.

### **Employment and Change in Control Agreements with NEOs**

***Employment Agreement with Mr. Host.*** In connection with his election as President and CEO of Trustmark Corporation and the Bank, Trustmark and Mr. Host entered into a new employment agreement, effective January 1, 2011 (the Agreement), to replace his prior 2007 agreement. This agreement was subsequently amended effective February 15, 2018. If not terminated earlier, Mr. Host's employment under the Agreement will automatically terminate upon his retirement on December 31, 2019, the year he turns 65. Either Trustmark or Mr. Host may terminate Mr. Host's employment with 30 days' notice, except that no prior notice is required in the case of termination for Cause.

Mr. Host is guaranteed a minimum base salary of \$550,000 annually, subject to annual review. Recognizing the need to be flexible in the current economic environment, the Agreement provides that Mr. Host's base salary may be reduced below \$550,000, with his consent, if Trustmark reduces the base salaries of other senior executives.

Mr. Host is eligible to earn an annual cash bonus, with a bonus target amount of 90% of his base salary. Mr. Host is also eligible to receive equity compensation awards on such basis as the Committee determines and is eligible to participate in any benefit plans or programs that are offered to senior executives generally.

On any cessation of employment, Mr. Host will be entitled to his earned but unpaid base salary and annual bonus and, except in the case of termination for Cause, any accrued vacation (earned compensation). Mr. Host will be entitled to additional severance benefits in the event his employment ends as a result of his death or disability, or in the event his employment is terminated by Trustmark without Cause whether in connection with a change in control of Trustmark or not, or in the event Mr. Host resigns for Good Reason whether in connection with a change in control of Trustmark or not.



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Under the Agreement, Mr. Host is subject to standard confidentiality, non-solicitation and non-competition obligations during the term of the Agreement and for two years after his employment ends. As partial consideration for these obligations after his employment ends, if Mr. Host's employment is terminated by Trustmark without Cause or if he resigns for Good Reason, he will be entitled to payments equal to two times the sum of (i) his annual base salary, and (ii) the average of his annual bonuses earned for the three years prior to the end of his employment (the Covenant Payments), with one-half of the Covenant Payments paid in 12 equal monthly installments commencing 60 days after termination and one-half paid in a lump sum 60 days after termination.

If Mr. Host's employment is terminated by Trustmark without Cause or he resigns for Good Reason, in each case within two years after a change in control, he will be entitled to the following benefits in addition to the Covenant Payments and earned compensation: (i) a lump sum payment equal to one times his base salary and the average of his annual bonuses earned for the three years prior to the change in control, (ii) thirty-six months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination, and (iii) accelerated vesting of any unvested stock options.

If Mr. Host's employment is terminated by Trustmark without Cause or he resigns for Good Reason where he is not entitled to such change in control enhanced severance benefits, he will be entitled to twenty-four months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination, in addition to the Covenant Payments and earned compensation.

If Mr. Host's employment is terminated due to disability or if he dies during the term, he or his designated beneficiary, spouse or estate will be entitled to a lump sum payment of his earned compensation plus a time-weighted pro-rata share of his annual bonus target amount for that year.

In certain cases, some or all of the payments and benefits provided on termination of employment may be delayed for six months following termination to comply with the requirements of Section 409A of the Internal Revenue Code. Any payment required to be delayed would be paid at the end of the six-month period in a lump sum, with any payments due after the six-month period being paid at the normal payment date provided for under the Agreement. In the case of benefits that are delayed, Mr. Host would pay the cost of benefit coverage during the six-month delay period and then be reimbursed by the company at the end of the six-month period.

The Agreement includes a clawback provision that will permit Trustmark to recover certain incentive-based compensation as required by federal law and as determined by the Committee.

For purposes of this agreement, Cause means (i) commission of an act of personal dishonesty, embezzlement or fraud, (ii) misuse of alcohol or drugs, (iii) failure to pay any obligation owed to Trustmark or any affiliate, (iv) breach of a fiduciary duty or deliberate disregard of any rule of Trustmark or any affiliate, (v) commission of an act of willful misconduct or the intentional failure to perform stated duties, (vi) willful violation of any law, rule or regulation (other than misdemeanors, traffic violations or similar offenses) or any final cease-and-desist order, (vii) unauthorized disclosure of any confidential information of Trustmark or any affiliate or engaging in any conduct constituting unfair competition or inducing any customer of Trustmark or any affiliate to breach a contract with Trustmark or any affiliate, (viii) conviction of, or entry of a guilty plea or plea of no contest to, any felony or misdemeanor involving moral turpitude, (ix) continual failure to perform substantially his duties and responsibilities (other than any such failure resulting from incapacity due to disability) after a written demand for substantial performance is delivered which specifically identifies the manner in which he has not substantially performed his duties and responsibilities, (x) violation in any material respect of Trustmark's policies or procedures, including the Code of Ethics, or (xi) conduct that has resulted, or if it became known by any regulatory or governmental agency or the public is reasonably likely to result, in the good faith judgment of the Board, in material injury to Trustmark, whether

monetary, reputational or otherwise.

For purposes of the Agreement, "Good Reason" means (i) a demotion in status, title or position or the assignment of the person to duties or responsibilities which are materially inconsistent with such status, title or position, (ii) a material breach of the agreement by Trustmark, or (iii) a relocation of Trustmark's offices to a location more than fifty miles outside of Jackson, Mississippi, without the executive's consent.

For purposes of the Agreement, "change in control" means (i) the acquisition by any person of the power to vote, or the acquisition of, more than 20% ownership of Trustmark's voting stock, (ii) the acquisition by any person of control over the election of a majority of the Board, (iii) the acquisition by any person or by persons acting as a group for securities law purposes of a controlling influence over Trustmark's management or policies, or (iv) during any two year period, a more than one-third change in the Board (Existing Board), treating any persons approved by a vote of at least two-thirds of the Existing Board as ongoing members of the Existing Board. However, in the case of (i), (ii), and (iii), ownership or control of Trustmark's voting stock by a company-sponsored or a company subsidiary-sponsored employee benefit plan will not constitute a change in control.

The amounts which would have been payable to Mr. Host assuming a termination event on December 31, 2018, are addressed in the "Potential Payments Upon Termination or Change in Control" table beginning on page 32.

The above is a summary of the material terms and provisions of the Agreement. For the complete Agreement, including the exact definitions of the defined terms used therein, refer to the copies of the Agreement that has been filed with the SEC on September 14, 2010 as Exhibit 10-z to Trustmark's Current Report on Form 8-K and the Amendment to the Agreement that has been filed with the SEC on February 20, 2018 as Exhibit 10-v to Trustmark's Annual Report on Form 10-K, and are incorporated by reference into this proxy statement.

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***Change in Control Agreements with Other NEOs.*** In February 2014, upon the recommendation of the Committee and approval of the Board, Trustmark entered into identical change in control agreements with each of the NEOs (each a CIC Agreement), other than Mr. Host whose employment agreement already provides change in control benefits. Under the CIC Agreement, if the executive's employment is terminated by Trustmark other than due to death or disability or for Cause or he resigns for Good Reason, in each case within two years after a change in control, he will be entitled to the following benefits in addition to any previously earned compensation: (i) a lump sum payment within 60 days after termination equal to two times the sum of his base salary in effect immediately prior to the change in control and the average of his annual bonuses earned for the two years prior to the year in which the change in control occurs (the CIC Severance Benefit), and (ii) eighteen months of continuing medical, dental, vision and group life coverage on the same premium cost sharing basis as prior to termination (the CIC Continuing Benefit). Each CIC Agreement includes standard confidentiality obligations during and after the executive's employment. In addition, each CIC Agreement includes standard non-solicitation and non-competition obligations during the executive's employment and for twelve months after the executive's employment ends when the executive is eligible to receive the CIC Severance Benefit. Each CIC Agreement also provides that Trustmark may retain the CIC Severance Benefit if the executive violates the confidentiality, non-solicitation or non-competition obligation. Each executive is required to sign a release agreement with Trustmark prior to receiving the CIC Severance Benefit and the CIC Continuing Benefit after termination.

For purposes of the CIC Agreements, Cause and change in control have substantially the same meanings as in Mr. Host's employment agreement, and Good Reason means (i) a material diminution in the executive's authority, duties or responsibilities, (ii) a material diminution in the executive's base compensation, (iii) a material breach of the agreement by Trustmark, or (iv) a relocation of Trustmark's offices to a location more than fifty miles outside of Jackson, Mississippi, provided such relocation is considered a material change in the location where the executive must perform services.

The amounts which would have been payable to the NEOs under the CIC Agreements assuming a change in control and termination event on December 31, 2018, are addressed in the Potential Payments Upon Termination or Change in Control table beginning on page 32.

The above is a summary of the material terms and provisions of the CIC Agreements. For a complete CIC Agreement, including the exact definitions of the defined terms used therein, refer to the form of CIC Agreement that has been filed with the SEC on February 7, 2014 as Exhibit 10-ad to Trustmark's Form 8-K Current Report, and is incorporated by reference into this proxy statement.

## **DIRECTOR COMPENSATION**

Non-employee director compensation is determined by the Board, based on the recommendation of the Human Resources Committee. Directors who are employed by Trustmark receive no compensation for Board or committee service. During 2018, each non-employee director who served on the Board also served on the Bank Board.

The Board periodically reviews non-employee director compensation to determine if changes are needed, including by comparing it to non-employee director compensation at peer companies.

For 2018, cash compensation for non-employee directors was comprised of an annual retainer of \$40,000 for their combined service on the Trustmark Board and the Bank Board. In addition, the independent Chairman of the Board received an annual retainer of \$50,000, the Chairs of certain Trustmark Board committees received an annual retainer

(\$20,000 for the Chair of the Audit & Finance Committee, \$15,000 for the Chairs of the Human Resources Committee and the Enterprise Risk Committee, and \$5,000 for the Chair of the Nominating Committee), and the Chairs of certain Bank Board committees received an annual retainer (\$10,000 for the Chairs of the Asset/Liability Committee and the Credit Policy Committee). All members of Board and Bank Board committees, other than the Chairs, also received an annual retainer of \$2,500 per committee. In addition, Mrs. Conerly served on the Florida Community Bank Advisory Board of Directors and received a fee of \$1,000 for each meeting attended. Mr. Morrisette served on the Mobile/Baldwin County, Alabama, Community Bank Advisory Board of Directors and received a fee of \$750 for each meeting attended.

Annual retainer fees were paid monthly. Directors are also eligible to be reimbursed for expenses incurred in attending Board and committee meetings.

For 2018, each director also received an award of time-based restricted stock under the Amended and Restated Stock Plan valued at approximately \$50,000. All directors are required to own at least 8,000 shares of Trustmark stock. All of the current directors, other than Dr. Hays who joined the Board in 2017, meet the minimum stock ownership requirement. New directors have up to five years from the date Board service begins to meet the stock ownership requirement. Until a director has reached the minimum requirement, the director is required to hold 100% of the shares received from any Trustmark stock awards. To ensure that directors bear the full risks of stock ownership, Trustmark's Insider Trading Policy prohibits directors, among others, from engaging in options trading, short sales or hedging transactions relating to Trustmark stock. Directors are also prohibited from pledging or creating a security interest in any Trustmark stock they hold.

Trustmark maintains a Directors' Deferred Fee Plan for non-employee directors who became directors prior to 2003 and who elected to participate in the plan. Under the plan, participating directors were required to defer \$12,000 of their

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fees annually to fund a portion of the cost of their defined retirement benefits and death benefits. The amount of the retirement benefit and death benefit has been determined based upon the participant's annual contribution amount, the length of Board service and the age of the director at date of entry into the plan. The Board amended the plan in 2009 to cease future benefit accruals under and contributions by directors to the plan effective March 1, 2010. The plan requires retirement benefits to commence at a director's normal retirement date (defined in the plan as March 1 following age 65). Thus, should a director continue service beyond normal retirement date, retirement benefits would begin prior to cessation of Board service. Depending on a number of factors, the vested annual benefit at retirement is payable for the longer of life or twenty-five years and, as of December 31, 2018, ranges from \$51,000 to \$78,000 (taking into account the March 1, 2010 benefit accrual freeze) for current directors who elected to participate in the plan. Trustmark has purchased life insurance contracts on participating directors to fund the benefits under this plan.

Non-employee directors may defer all or a part of their annual retainer fees pursuant to the NQDC Plan. The compensation deferred is credited to an account, which is deemed invested in and mirrors the performance of one or more designated investment funds available under the plan and selected at the option of the director. The deferred compensation account will be paid in a lump sum or in annual installments at a designated time upon the occurrence of an unforeseen emergency or upon a director's retirement or cessation of service on the Board.

**Director Compensation for 2018**

The following table provides director compensation information for the year ended December 31, 2018.

Name (1)	Fees Earned or Paid in Cash (2)	Stock Awards (3)	Option Awards (4)	Non-Equity Incentive Plan Compensation	Change in Pension Value and Non-Qualified Deferred Compensation Earnings (5)	All Other Compensation (6)	Total
Adolphus B. Baker	\$59,167	\$51,184	---	---	---	\$4,746	\$ 115,097
William A. Brown	\$45,000	\$51,184	---	---	---	\$3,715	\$ 99,899
James N. Compton	\$47,500	\$51,184	---	---	---	\$3,715	\$ 102,399
Tracy T. Conerly	\$68,000	\$51,184	---	---	---	\$4,746	\$ 123,930
Toni D. Cooley	\$60,000	\$51,184	---	---	---	\$4,746	\$ 115,930
J. Clay Hays Jr., M.D.	\$45,000	\$51,184	---	---	---	\$3,715	\$ 99,899
John M. McCullouch	\$20,000	\$51,184	---	---	---	\$1,187	\$ 72,371

(7)

Harris V. Morrisette	\$48,250	\$51,184	---	---	---	\$3,715	\$ 103,149
Richard H. Puckett	\$57,500	\$51,184	---	---	---	\$4,746	\$ 113,430
R. Michael Summerford	\$98,333	\$51,184	---	---	---	\$4,746	\$ 154,263
Harry M. Walker	\$50,000	\$51,184	---	---	---	\$3,715	\$ 104,899
LeRoy G. Walker, Jr.	\$47,500	\$51,184	---	---	---	\$4,746	\$ 103,430
William G. Yates III	\$45,000	\$51,184	---	---	---	\$4,746	\$ 100,930

- (1) Gerard R. Host, Trustmark's CEO, is not included in this table as he is an associate of Trustmark and thus received no compensation for his service as a director. The compensation received by Mr. Host as an associate of Trustmark is shown in the Summary Compensation Table for 2018 on page 26.
- (2) Amounts include fees earned or paid for service on both the Trustmark Board and the Bank Board and their respective committees. The amounts in this column include fees deferred pursuant to the NQDC Plan. For Mrs. Conerly, the amount also includes fees paid for attendance at meetings of the Florida Community Bank Advisory Board of Directors. For Mr. Morrisette, the amount also includes fees paid for attendance at meetings of the Mobile, Alabama, Community Bank Advisory Board of Directors.
- (3) On February 15, 2018, each non-employee director received 1,604 shares of time-based restricted stock, valued on a 10-day average closing stock price up to and including the date of the grant. Subject to accelerated vesting in full upon a change in control, upon retirement at or after age 65 or cessation of Board service at the end of an elected term, in each case with consent of the Human Resources Committee and where cause for termination is not present, or upon disability, death or termination without cause, the restricted shares vest on February 15, 2021, if the director is still serving at the time. The amounts in this column reflect the aggregate grant date fair value (computed in accordance with ASC Topic 718 excluding the impact of estimated forfeitures). Assumptions used in the calculation of these amounts are included in Note 16 to Trustmark's audited financial statements for the year ended December 31, 2018, in Trustmark's Annual Report on Form 10-K filed with the SEC on February 19, 2019. At December 31, 2018, each non-employee director held 5,159 shares of unvested time-based restricted stock, except for Messrs. Brown, Compton, Morrisette, H. Walker and Dr. Hays (4,038) and Mr. McCullough (0).
- (4) No stock option awards were made during 2018. At December 31, 2018, none of the non-employee directors held any stock options.
- (5) As a result of a rise in discount rate in 2018, there were no increases in actuarial present value of the directors accumulated benefits under Trustmark's Directors' Deferred Fee Plan. The changes in pension value are as follows: Baker -- \$(40,551), Puckett -- \$(48,751), L. Walker -- \$(97,038). These decreases were determined using interest rate and mortality rate assumptions included in Note 15 to Trustmark's audited financial statements for the year ended December 31, 2018, in Trustmark's Annual Report on Form 10-K filed with the SEC on February 19, 2019.
- (6) The amounts in this column reflect the dividends credited to shares of unvested time-based restricted stock held by the directors on each dividend payment date during 2018. These dividends are accumulated and will vest and be paid only when and to the extent the related restricted shares vest.
- (7) Mr. McCullough retired from the Board on April 24, 2018.

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**PROPOSAL 2: ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION**

Section 14A of the Exchange Act requires that Trustmark's shareholders have the opportunity to provide an advisory vote to approve Trustmark's executive compensation as disclosed in this proxy statement pursuant to the SEC's compensation disclosure rules. Accordingly, Trustmark's shareholders are hereby given the opportunity to cast an advisory vote to approve or not approve the compensation of Trustmark's NEOs as described above, by voting for or against this proposal.

The Human Resources Committee and Board have designed Trustmark's executive compensation to recruit, retain and motivate employees who play a significant role in the organization's current and future success. Trustmark, through the Human Resources Committee, the Board and the contributions of an outside compensation consultant, structures executive compensation to motivate these employees to maximize shareholder value by achieving performance goals while limiting risk appropriately and maintaining the safety and soundness of the organization. For a full description of these executive compensation practices, please see the description provided under the heading "Executive Compensation," including the "Compensation Discussion and Analysis" and the tabular disclosures of NEO compensation and related disclosures that follow.

This proposal gives you as a shareholder the opportunity to vote for or against the following resolution: **RESOLVED, that the shareholders hereby approve, on an advisory basis, the compensation paid to Trustmark's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, the compensation tables and the narrative discussion disclosed in this proxy statement on pages 14 to 33.**

Trustmark believes that its executive compensation and compensation practices and policies are reasonable in comparison to its peer group, are focused on pay-for-performance principles, are strongly aligned with the long-term interest of shareholders and are necessary to attract and retain experienced, highly-qualified executives important to Trustmark's long-term success and the enhancement of shareholder value. The Board believes that Trustmark's executive compensation achieves these objectives, and, therefore, recommends that shareholders vote for the proposal.

Because this vote is advisory, it will not be binding on the Board and will not be construed as overruling any decision made by the Board. The Human Resources Committee and the Board will take into account the outcome of this advisory vote when considering future executive compensation arrangements, but they are not required to do so.

**The Board recommends that shareholders vote for this proposal to provide advisory approval of Trustmark's executive compensation.**

**PROPOSAL 3: RATIFICATION OF SELECTION OF INDEPENDENT AUDITOR**

Trustmark has engaged Crowe as its independent auditor since December 21, 2015, and the Audit & Finance Committee reaffirmed Crowe's engagement as the independent auditor for the fiscal year ending December 31, 2019. The Board recommends that shareholders vote in favor of ratifying the selection of Crowe. If shareholders do not ratify the selection of Crowe, the Audit & Finance Committee will consider a change in independent auditor for the next year.

The Audit & Finance Committee is responsible for approving the compensation paid to Crowe as Trustmark's independent auditor. In order to assure continuing auditor independence, the Audit & Finance Committee periodically considers whether there should be regular rotation of the independent auditing firm. The members of the Audit & Finance Committee and the Board believe that continued retention of Crowe to serve as Trustmark's independent auditor is in the best interest of Trustmark and its shareholders.

Representatives of Crowe are expected to be present at the annual meeting with the opportunity to make a statement, if they desire to do so, and to be available to respond to appropriate questions during the period generally allotted for questions at the meeting.

**The Board recommends that shareholders vote for ratification of the selection of Crowe as Trustmark's independent auditor.**



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Trustmark's Audit & Finance Committee conducts the usual and necessary activities in connection with the audit functions of Trustmark. The Committee reviewed and discussed with management and Crowe the consolidated audited financial statements as of and for the three years ended December 31, 2018. The Committee also discussed with Crowe the matters required to be discussed under the auditing standards of the Public Company Accounting Oversight Board (PCAOB), including Auditing Standard No. 1301. The Committee received the written disclosures and the letter from Crowe required by the applicable requirements of the PCAOB regarding the independent auditor's communications with the audit committee concerning independence and discussed the independence of Crowe. Based on this review, the Committee recommended to the Board that the consolidated audited financial statements be included in Trustmark's Annual Report on Form 10-K for the year ended December 31, 2018.

All of the following members of Trustmark's Audit & Finance Committee are independent directors as defined by NASDAQ Listing Rules:

Tracy T. Conerly (Chair)

William A. Brown

James N. Compton

Harris V. Morrisette

LeRoy G. Walker, Jr

The Board has determined that Tracy T. Conerly, and James N. Compton each qualify as an audit committee financial expert pursuant to the requirements of the SEC.

**Principal Accountant Fees**

The following table presents the fees for professional audit services rendered by Crowe for the audit of Trustmark's consolidated financial statements for the fiscal years ended December 31, 2018, and December 31, 2017, and fees billed for other services rendered by Crowe during those periods. All services reflected below for 2018 and 2017 were pre-approved in accordance with the policy of the Audit & Finance Committee. Information related to audit fees for 2018 includes amounts billed through December 31, 2018, and additional amounts estimated to be billed for the 2018 period for audit services rendered.

<b>Year</b>	<b>Audit Fees (1)</b>	<b>Audit-Related Fees (2)</b>	<b>All Other Fees (3)</b>	<b>Total</b>
2018	\$ 921,000	\$ 240,836	---	\$ 1,161,836
2017	\$ 905,000	\$ 213,405	---	\$ 1,118,405

(1) Audit fees include fees for professional services in connection with the audit of Trustmark's consolidated financial statements, audit of internal control over financial reporting, review of the interim consolidated financial statements included in quarterly reports and services provided in connection with statutory and regulatory filings.

(2) In 2018 and 2017, audit-related fees included fees for professional services in connection with other various assurance services.

*(3) Crowe did not provide any tax services to Trustmark in 2018 or 2017.*

#### **Pre-Approval Policy**

The Audit & Finance Committee has adopted a policy that sets forth guidelines and procedures for the pre-approval of services to be performed by the independent auditor, as well as the fees associated with those services. Annually, the Committee reviews and establishes the types of services and fee levels to be provided by the independent auditor. Any additional services or fees in excess of the approved amounts require specific pre-approval by the Committee. The Committee has delegated to its Chairman the authority to evaluate and approve services and fees in the event that pre-approval is required between meetings. If the Chairman grants such approval, she will report that approval to the full Committee at its next meeting. Non-audit services, prohibited by the SEC, are likewise prohibited under the Committee's pre-approval policy.

#### **RELATED PARTY TRANSACTIONS**

This section provides information regarding certain transactions between Trustmark and its subsidiaries and certain of our directors and officers.

The Bank has made loans to directors, executive officers and principal shareholders and their related interests in 2018 and in prior years and continues to do so in 2019. Such loans were made in the course of ordinary business, were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Bank, and do not involve more than the normal risk of collectability or present other unfavorable features. Loan transactions with directors, executive officers and principal shareholders and their related interests are approved by the Board as part of the Bank's loan review policy under Regulation O.

The Bank made a payment of approximately \$275,000 in 2018 to Bloomfield Equities, LLC, for the naming rights to the Mississippi Braves AA Baseball Stadium, known as Trustmark Park. Ninety percent (90%) of Bloomfield

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Equities, LLC, is owned indirectly by Trustmark director William G. Yates III and his family through Spectrum Capital, LLC, which is owned thirty-three percent (33%) by Mr. Yates III and sixty-seven percent (67%) by his family and a family trust. The dollar value of Mr. Yates III's interest in the transaction was approximately \$81,675. The collective dollar value of this transaction to the Yates family (excluding Mr. Yates) was approximately \$165,825. The Bank expects to make a payment of \$275,000 in 2019 to Bloomfield Equities, LLC, for naming rights to Trustmark Park. The specific dollar value of Mr. Yates III's interest in the 2019 transaction is not known at this time.

In addition, Trustmark purchased a \$16,500 sponsorship from Spectrum Events, LLC, for college baseball games played at Trustmark Park in 2018. Spectrum Events, LLC is wholly owned by Spectrum Capital, LLC. The dollar value of Mr. Yates III's interest in these transactions is approximately \$5,445. The collective dollar value of these transactions to the Yates family (excluding Mr. Yates) is approximately \$11,055. Trustmark expects to pay \$17,000 for sponsorship to Spectrum Events, LLC, for college baseball games played at Trustmark Park in 2019.

In addition, during 2018 Trustmark paid Bloomfield Holdings, LLC \$120,000 for, among other things, exclusive banking rights at the Outlets of Mississippi, which is owned by Bloomfield Holdings, LLC; of this amount, \$60,000 is attributable to 2018 and \$60,000 is attributable to 2019. Ninety percent (90%) of Bloomfield Holdings, LLC is owned indirectly by Spectrum Capital, LLC. The dollar value of Mr. Yates III's interest in the transactions was approximately \$35,640. The collective dollar value of these transactions to the Yates family (excluding Mr. Yates) was approximately \$72,360.

During 2013, in connection with the New Markets Tax Credit Program, the Bank purchased approximately \$4,350,000 of state and federal tax credits for \$2,757,000 through two entities in each of which the Bank holds a 99.99% interest. The federal tax credit, which totaled approximately \$1,950,000, was allocated to this transaction by SCC Sub-CDE 2, LLC (SCC Sub), a subsidiary of Southern Community Capital, LLC (SCC), which in turn was allocated the federal tax credit by SCC, a subsidiary of the Bank. SCC owns 0.01% of SCC Sub, with a managing member distribution for that percentage paid back to SCC on a quarterly basis. Of the Bank's \$2,757,000 investment, \$2,047,040 was ultimately loaned to Bloomfield Holdings, LLC by SCC Sub in connection with a qualifying real estate development project. The loan by SCC Sub to Bloomfield Holdings, LLC has an annual interest rate of 1.00% and a term of 30 years. The dollar value of Mr. Yates III's interest in the Bank's investment was approximately \$684,659. The collective dollar value to the Yates family of the Bank's investment is approximately \$2,053,977.

During 2017, the Bank entered into a construction management agreement with W. G. Yates & Sons Construction Company (WGY&S) in connection with the construction of a new branch office facility to be located in Jackson, Mississippi. WGY&S is wholly-owned by Mr. Yates III and his family, and Mr. Yates III serves as its President and CEO. During 2018, the Bank paid \$488,566 in construction management fees to WGY&S in connection with the ongoing construction.

In addition, during 2018, Trustmark paid \$92,148 to WGY&S for assistance with hurricane disaster response, recovery and repairs for branch offices located in Panama City and Lynn Haven, Florida following Hurricane Michael. It is anticipated that WGY&S will continue to provide services for these branch offices in 2019.

During 2018, WGY&S and certain of its wholly-owned subsidiaries and affiliates paid premiums for employee benefits insurance policies to third party insurance companies. Fisher Brown Bottrell received commissions of approximately \$1,395,660 from such insurance companies for placing these policies. Trustmark believes the premiums and the terms of the insurance policies are no more favorable than could be obtained from a nonrelated party in an arm's length transaction. Fisher Brown Bottrell continues to serve as insurance agent for these policies for WGY&S in 2019. The dollar value of Mr. Yates III's interest in this transaction is not known at this time. In addition, during 2018 WGY&S and certain of its subsidiaries and affiliates paid the Bank an aggregate of \$253,598 in fees for

trust and investment management services, including for serving as trustee of certain 401(k) plans for such affiliates. Trustmark believes these fees are no more favorable than could be obtained from a nonrelated party in an arm's length transaction. The Bank continues to provide these services for WGY&S in 2019. The dollar value of Mr. Yates III's interest in this transaction is not known at this time.

Trustmark's Audit & Finance Committee has adopted and manages a written policy that governs the review, approval or ratification of related party transactions. For purposes of this policy, a related party transaction is a transaction, arrangement or relationship (or a series of similar transactions, arrangements or relationships) in which Trustmark is, or will be, a participant and in which a related party has a direct or indirect material interest where the aggregate amount involved exceeds \$120,000. A related party is (i) an executive officer, director or nominee for director of Trustmark, (ii) a shareholder owning in excess of 5% of Trustmark's outstanding equity securities, (iii) a person who is an immediate family member of someone listed in (i) or (ii), or (iv) an entity (a) which is controlled by someone listed in (i), (ii) or (iii), (b) in which someone listed in (i), (ii) or (iii) above owns 5% or more of the outstanding equity securities, or (c) of which someone listed in (i), (ii) or (iii) is an executive officer or general partner.

The policy provides that any related party transaction must be reported to the General Counsel and may be consummated or may continue only if the Audit & Finance Committee determines that, under all of the circumstances, the transaction is not inconsistent with the best interests of Trustmark. Generally, a transaction that is on terms comparable to those that could be obtained in arm's length dealings with an unrelated third party will be presumed to not be inconsistent with the best interests of Trustmark. Certain categories of transactions are deemed to be pre-approved by the Audit & Finance Committee and do not require separate approval. These include, among other things, compensation or benefits arrangements approved by the Human Resources Committee and extensions of credit made in

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the ordinary course of business, on substantially the same terms, including interest rate and collateral, of those prevailing at the time for comparable loans with persons not related to the Trustmark and not presenting more than the normal risk of collectability or other unfavorable features.

The Audit & Finance Committee considered and approved, or ratified, the payments, as applicable, to Bloomfield Equities, LLC, Spectrum Events, LLC, Bloomfield Holdings, LLC, and WGY&S, and, therefore, to Mr. Yates III, as well as the business relationships between Fisher Brown Bottrell, the Bank and WGY&S and certain of its subsidiaries and affiliates.

**BENEFICIAL OWNERSHIP OF TRUSTMARK STOCK**

The following table reflects the number of Trustmark shares beneficially owned by (a) persons known by Trustmark to be the beneficial owners of more than 5% of its outstanding shares, (b) current directors and director nominees, (c) each of the NEOs within the Executive Compensation section, and (d) current directors and executive officers of Trustmark as a group. The persons listed below have sole voting and investment authority for all shares except as indicated. The percentage of outstanding shares of common stock owned is not shown where less than 1%. All percentage computations are based on 65,615,541 shares of Trustmark common stock outstanding as of February 1, 2019, which includes unvested restricted stock. As of February 1, 2019, there were no options outstanding.

Name	Shares	Percent of Outstanding Shares
	Beneficially Owned as of 02/01/19	
BlackRock, Inc. BlackRock, Inc. 55 East 52nd Street New York, New York 10055	9,652,497 (1)	14.7%
The Vanguard Group 100 Vanguard Boulevard Malvern, Pennsylvania 19355	6,069,644 (2)	9.2%
The Robert M. Hearin Foundation The Robert M. Hearin Support Foundation Post Office Box 16505 Jackson, Mississippi 39236	5,558,024 (3)	8.5%
Dimensional Fund Advisors LP Dimensional Place 6300 Bee Cave Road, Building One Austin, Texas 78746	5,475,878 (4)	8.3%
Adolphus B. Baker	31,213 (5)	

William A. Brown	10,496	(5) (6)	
James N. Compton	30,680	(5) (7)	
Tracy T. Conerly	8,891	(5)	
Toni D. Cooley	13,537	(5)	
Duane A. Dewey	47,340	(8) (9)	
Louis E. Greer	51,073	(9) (10)	
J. Clay Hays, Jr., M.D.	6,401	(5) (11)	
Gerard R. Host	271,559	(12)	
Harris V. Morrisette	13,119	(5)	
Richard H. Puckett	99,615	(5) (13)	
Wayne A. Stevens	45,034	(9) (14)	
R. Michael Summerford	17,803	(5)	
Breck W. Tyler	49,724	(15)	
Harry M. Walker	63,441	(5) (16)	
LeRoy G. Walker, Jr.	13,159	(5)	
William G. Yates III	16,960	(5)	
<b>Directors and executive officers of Trustmark as a group</b>	<b>971,279</b>	<b>(17)</b>	<b>1.5%</b>

(1) According to Amendment No. 10 to Schedule 13G filed with the SEC on January 31, 2019, by BlackRock, Inc., as of December 31, 2018, BlackRock, Inc., through its subsidiaries, has sole voting power with respect to 9,488,492 shares of Trustmark common stock and sole investment power with respect to 9,652,497 shares

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*of Trustmark common stock. The foregoing information has been included solely in reliance upon the disclosures contained in the referenced amended Schedule 13G.*

- (2) According to Amendment No. 6 to Schedule 13G filed with the SEC on February 11, 2019, by The Vanguard Group, as of December 31, 2018, The Vanguard Group, through its subsidiaries, has sole voting power with respect to 65,874 shares of Trustmark common stock and sole investment power with respect to 6,002,170 shares of Trustmark common stock. The aggregate amount beneficially owned by each reporting person was 6,069,644 shares of Trustmark common stock. The foregoing information has been included solely in reliance upon the disclosures contained in the referenced amended Schedule 13G.*
- (3) Based solely on information provided to Trustmark by The Robert M. Hearin Foundation on behalf of The Robert M. Hearin Foundation, The Robert M. Hearin Support Foundation, Capitol Street, LLC, Galaxie Corporation, Bay Street, LLC, Harbor Street, Inc. and H-H Corporation, (collectively, Hearin Foundation), as of December 31, 2018, the Hearin Foundation beneficially owns 5,558,024 shares of Trustmark common stock including 376,578 shares owned by The Robert M. Hearin Foundation, 3,519,482 shares owned by The Robert M. Hearin Support Foundation, 1,388,964 shares owned by Capitol Street, LLC, 23,000 shares owned by Bay Street, LLC and 250,000 shares owned by Harbor Street, Inc. Capitol Street, LLC is 100% owned by Galaxie Corporation, which may be deemed to be controlled by The Robert M. Hearin Support Foundation. Bay Street, LLC and Harbor Street, Inc. may also be deemed to be controlled by The Robert M. Hearin Support Foundation, which owns an indirect 50% interest in each of Bay Street, LLC and Harbor Street, Inc. Voting and investment decisions concerning shares beneficially owned by The Robert M. Hearin Foundation and The Robert M. Hearin Support Foundation are made by the Foundations' trustees: Robert M. Hearin, Jr., Matthew L. Holleman, III, E. E. Laird, Jr., Laurie H. McRee and Alan W. Perry.*
- (4) According to Amendment No. 2 to Schedule 13G filed with the SEC on February 9, 2019, by Dimensional Fund Advisors LP, as of December 31, 2018, Dimensional Fund Advisors LP, through its subsidiaries, has sole voting power with respect to 5,354,850 shares of Trustmark common stock and sole investment power with respect to 5,475,878 shares of Trustmark common stock. The aggregate amount beneficially owned by each reporting person was 5,475,878 shares of Trustmark common stock. The foregoing information has been included solely in reliance upon the disclosures contained in the referenced amended Schedule 13G.*
- (5) Includes 3,097 shares of time based restricted stock with respect to which Directors Baker, Brown, Compton, Conerly, Cooley, Hays, Morrisette, Puckett, Summerford, H. Walker, L. Walker, and Yates each has sole voting power but which cannot be transferred prior to vesting.*
- (6) Includes 500 shares held in trust of which Mr. Brown is the co-trustee and sole beneficiary.*
- (7) Includes 1,900 shares as to which Mr. Compton shares voting and investment power with his spouse.*
- (8) Includes 26,930 shares as to which Mr. Dewey shares voting and investment power with his spouse.*
- (9) Includes 15,767 shares of restricted stock with respect to which Messrs. Dewey, Greer and Stevens each has sole voting power but which cannot be transferred prior to vesting.*
- (10) Includes 30,109 shares as to which Mr. Greer shares voting and investment power with his spouse.*
- (11) Includes 200 shares as to which Dr. Hays shares voting and investment power with his spouse.*
- (12) Includes 66,181 shares of restricted stock with respect to which Mr. Host has sole voting power but which cannot be transferred prior to vesting.*
- (13) Includes 75,138 shares owned by his spouse as to which Mr. Puckett has no voting or investment control.*
- (14) Includes 26,577 shares as to which Mr. Stevens shares voting and investment power with his spouse.*
- (15) Includes 11,331 shares of restricted stock with respect to which Mr. Tyler has sole voting power but which cannot be transferred prior to vesting, 8,472 shares as to which Mr. Tyler shares voting and investment power with his spouse and 500 shares owned by his spouse as to which Mr. Tyler has no voting or investment control.*
- (16) Includes 47,024 shares as to which Mr. H. Walker shares voting and investment power with his spouse.*
- (17) Includes shares held directly or indirectly by 24 individuals: the currently-serving directors and NEOs listed herein, as well as Trustmark's other remaining executive officers. Of these, a total of 241,472 are shares of restricted stock with respect to which the individuals have sole voting power but which cannot be transferred*

*prior to vesting. None of these shares are pledged as security.*

## **SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires Trustmark's directors, executive officers and persons who own more than 10% of Trustmark's common stock to file reports of their ownership and changes in ownership of Trustmark's common stock. Trustmark prepares these reports for the directors and executive officers who request it on the basis of information obtained from them and Trustmark's records. Trustmark believes that applicable Section 16(a) filing requirements were met during 2018, except that Mr. Puckett inadvertently failed to file seven Form 4s reporting seven transactions that occurred in 2018 related to sales of shares held in two trusts for an immediate family member, for which he serves as trustee. Mr. Puckett reported these sales on a Form 5 filed in February 2019.

## **PROPOSALS OF SHAREHOLDERS**

Shareholders may submit proposals to be considered at the 2020 Annual Meeting of Shareholders if they do so in accordance with Trustmark's bylaws and applicable regulations of the SEC. In accordance with Trustmark's bylaws as more fully described under Corporate Governance -- Nomination of Directors beginning on page 6, any shareholder intending to nominate a candidate for election to the Board at Trustmark's 2020 Annual Meeting of Shareholders must submit notice to the Secretary no earlier than December 11, 2019, and no later than January 10, 2020. Any shareholder intending to propose a matter for consideration at Trustmark's 2020 Annual Meeting of Shareholders (other than a director nomination) must submit such proposal in writing to the Secretary at Trustmark Corporation, Post Office Box 291, Jackson, MS 39205 no later than January 27, 2020; however, in order to be considered for inclusion in Trustmark's proxy statement for the 2020 Annual Meeting of Shareholders, the proposal must meet the requirements of SEC Rule 14a-8 and be submitted to the Secretary no later than November 12, 2019. In addition, the proxy solicited by the Board for the 2020 Annual Meeting of Shareholders will confer discretionary authority to vote on any shareholder proposal presented at the meeting if Trustmark has not received notice of such proposal by January 27, 2020.

## **COST OF PROXY SOLICITATION**

Solicitation of proxies will be primarily by mail and electronic delivery. Associates of Trustmark and its subsidiaries may be used to solicit proxies by means of telephone or personal contact but will not receive any additional compensation



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for doing so. Banks, brokers, trustees and nominees will be reimbursed for reasonable expenses incurred in sending proxy materials to the beneficial owners of such shares. The total cost of the solicitation will be borne by Trustmark.

**AVAILABILITY OF PROXY MATERIALS**

**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting of Shareholders to be held on Tuesday, April 23, 2019:**

This proxy statement, a form of the proxy card and Trustmark's 2018 Annual Report to Shareholders are available at [www.trustmark.com](http://www.trustmark.com) under *About Us/Investor Relations/Annual Meeting of Shareholders*. As permitted by rules adopted by the SEC, Trustmark is furnishing these proxy materials over the Internet to most shareholders. Those shareholders will not receive printed copies of these documents and instead will receive a Notice of Internet Availability containing instructions on how to access the proxy materials over the Internet. The Notice of Internet Availability also contains instructions on how each of those shareholders can request a printed copy of the proxy materials including this proxy statement, a proxy card and Trustmark's 2018 Annual Report to Shareholders. Shareholders who do not receive a Notice of Internet Availability will receive a printed copy of the proxy materials by mail.

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***P.O. BOX 291***

***JACKSON, MS 39205-0291***

**VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)**

Shareholders may use the Internet to transmit their voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on April 22, 2019 for shares held directly and by 11:59 p.m. Eastern Time on April 18, 2019 for shares held in a Plan. To vote online, have the proxy card in hand, access the website above and follow the instructions given.

**ELECTRONIC DELIVERY OF FUTURE  
SHAREHOLDER COMMUNICATIONS**

If you would like to reduce the costs incurred by Trustmark Corporation in mailing proxy materials, you can consent to receive all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access shareholder communications electronically in future years.

**VOTE BY MAIL**

Shareholders should mark, sign and date their proxy card and return it in the postage-paid envelope provided or return it to Trustmark Corporation, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

IF YOU ARE NOT VOTING BY INTERNET, TO VOTE,  
MARK BLOCKS BELOW IN  
BLUE OR BLACK INK AS  
FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

**THIS PROXY CARD IS  
VALID ONLY WHEN SIGNED AND DATED.**

DETACH AND RETURN THIS PORTION ONLY

**TRUSTMARK  
CORPORATION**

## Items of Business

**The Board of Directors recommends a vote FOR all nominees listed in Proposal 1 and FOR Proposals 2 and 3.**

1. Election of Directors - To elect a board of thirteen directors to hold office for the ensuing year or until their successors are elected and qualified.

Nominees:	For	Against	Abstain	For	Against	Abstain
1a. Adolphus B. Baker				1i. Richard H. Puckett		
1b. William A. Brown				1j. R. Michael Summerford		
1c. James N. Compton				1k. Harry M. Walker		
1d. Tracy T. Conerly				1l. LeRoy G. Walker, Jr.		
1e. Toni D. Cooley				1m. William G. Yates III		
1f. J. Clay Hays, Jr., M.D.				2. To provide advisory approval of Trustmark's executive compensation.		
1g. Gerard R. Host				3. To ratify the selection of Crowe LLP as Trustmark's independent auditor for the fiscal year ending December 31, 2019.		
1h. Harris V. Morrisette						

Please indicate if you plan to attend this meeting.

**Yes No**

4. To transact such other business as may properly come before the meeting.

Signature [PLEASE  
SIGN WITHIN BOX]      Date

Signature (Joint  
Owners)      Date

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**Important Notice Regarding Internet Availability of Proxy Materials for the Annual Meeting:**

The Notice and Proxy Statement, 2018 Annual Report to Shareholders and 2018 Form 10-K

are available at *www.proxyvote.com*.

**TRUSTMARK CORPORATION**

**THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS**

**ANNUAL MEETING OF SHAREHOLDERS**

**APRIL 23, 2019**

The shareholder(s) hereby appoint(s) R. Michael Summerford and Tracy T. Conerly, or either of them, as proxies, each with the power to appoint his/her substitute, and hereby authorize(s) them to represent and to vote, as designated on the reverse side of this proxy card, all of the shares of Common Stock of Trustmark Corporation that the shareholder(s) is/are entitled to vote at the Annual Meeting of Shareholders to be held at the Trustmark Corporate Office, 248 East Capitol Street, Jackson, Mississippi 39201 on Tuesday, April 23, 2019, at 1:00 p.m. Central Time.

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED AS DIRECTED BY THE SHAREHOLDER(S). IF NO SUCH DIRECTIONS ARE MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF THE NOMINEES FOR THE BOARD OF DIRECTORS LISTED ON THE**

**REVERSE SIDE, FOR ADVISORY APPROVAL OF TRUSTMARK S EXECUTIVE COMPENSATION AND FOR RATIFICATION OF THE SELECTION OF CROWE LLP AS INDEPENDENT AUDITOR FOR THE FISCAL YEAR ENDING DECEMBER 31, 2019.**

**PLEASE MARK, SIGN, DATE AND RETURN THIS PROXY CARD PROMPTLY USING THE ENCLOSED REPLY ENVELOPE OR VOTE BY INTERNET (SEE REVERSE SIDE FOR MORE INFORMATION).**

**CONTINUED AND TO BE SIGNED ON REVERSE SIDE**