

## HANCOCK WHITNEY CORPORATION COMPENSATION COMMITTEE CHARTER

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### I. PURPOSE

The primary purpose of the Compensation Committee (the Committee) of Hancock Whitney Corporation (the Company) is to (1) oversee the Company's compensation, human capital management, and employee benefit plans and programs including employment-related arrangements; (2) aid the Board of Directors (the Board) in fulfilling its responsibilities relating to the compensation of the Chief Executive Officer and other executive officers, as defined under Section 16 of the Securities Exchange Act of 1934, as amended, (the Exchange Act) and as designated by the Board (collectively, the Executive Officers) and the Company's Directors; (3) review and approve policies assigned to the Committee under the Company's Policy Governance Policy, subject to the Board's reservation of its authority to review and approve any policies as it may deem necessary and appropriate from time to time in order to discharge its oversight responsibilities under applicable laws and regulations; and (4) perform other duties and responsibilities delegated from time to time by the Board commensurate with this charter.

### II. MEMBERSHIP REQUIREMENTS; COMPOSITION AND QUALIFICATIONS

The Committee shall be composed of at least three (3) members of the Board each of whom shall: (a) meet the independence requirements of the Nasdaq Stock Market listing standards and any other applicable laws, rules and regulations governing independence, as determined by the Board; (b) not accept directly or indirectly any consulting, advisory, or other compensatory fee from the Company or any subsidiary thereof, other than Board or Committee fees or as otherwise permitted pursuant to applicable laws, rules and regulations, (c) qualify as "non-employee directors" as defined in Section 16 of the Exchange Act; and (d) not be affiliated with the Company or any subsidiary or affiliate thereof in any capacity that would impair the director's judgment as a member of the Committee.

Notwithstanding the foregoing, in accordance with Nasdaq Rule 5605(d)(2)(B), one director who does not meet the independence requirements of the Nasdaq Stock Market Listing Standards and who is not currently an Executive Officer or associate or a family member of an Executive Officer, may be appointed to the Committee if the Board, under exceptional and limited circumstances, determines that such individual's membership on the Committee is required by the best interests of the Company and its shareholders. A member appointed under this exception may not serve longer than two years.

The members of the Committee, and the Chair and Vice Chair of the Committee shall be recommended annually by the Corporate Governance and Nominating Committee and appointed by the Board. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee. The Board may remove members of the Committee from such committee, with or without cause. Vacancies on the Committee shall be filled by the Board.

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### III. STRUCTURE, PROCESSES, AND MEETINGS

The Chair of the Committee will preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. The Committee shall meet as often as it determines, but not less than twice a year. The Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

The Committee will keep minutes of each meeting that can be available to the Board for review. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting, and the Compensation Committee may act by a vote of a majority of members present at such meeting.

### IV. COMMITTEE AUTHORITY AND SCOPE OF RESPONSIBILITIES

As set forth in more detail below under the heading “*Additional Specific Responsibilities and Authority*”, the Committee may obtain advice and assistance from internal or external legal counsel, accounting or search firms, compensation specialists or consultants, or any other advisors, as it may deem appropriate in its sole discretion, including the right to set the terms and conditions of their retention, termination, scope of work and fees.

The Committee may form and delegate responsibility to subcommittees of the Committee as necessary or appropriate.

The Committee shall have the duties, responsibilities and authority set forth in subsections A. through E. below.

#### A. Compensation of the Chief Executive Officer and Other Executive Officers.

1. Annually (a) review and determine the annual compensation, including salary, bonus, incentive and other compensation of the Chief Executive Officer and other Executive Officers, (b) with input from the Board, approve corporate goals and objectives relevant to compensation of the Chief Executive Officer and other Executive Officers, and (c) with input from the Board, evaluate performance in light of these goals and objectives, approve compensation in accordance therewith and provide a report thereon to the Board.
2. In evaluating performance and determining compensation, the Committee may consider, among other factors, the individual performance of the Chief Executive Officer or other Executive Officers in the fiscal year, financial results, development and execution of the Company’s business strategy, stock price performance and shareholder returns, and how the Company’s results compare to the Company’s peer

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group, general survey data and other performance metrics as defined by the Committee.

### **B. Human Capital Management.**

1. Assist the Board in the oversight of the Company's strategies relating to its human capital management function.
2. Review and approve employment related arrangements, including without limitation, severance arrangements, change in control agreements, and retirement arrangements when, and if appropriate, as well as any special, executive supplemental benefits or perquisites.

### **C. Compensation Philosophy and Administration.**

1. Review and make recommendations to the Board with respect to incentive-based compensation plans and equity-based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria and exercise all authority granted to the Committee under such plans, or by the Board in connection with such plans.
2. Administer the Company's Compensation Recoupment Policy, as it may be amended from time to time, and any other applicable laws, rules and regulations regarding the recovery of a bonus or other incentive compensation paid to the Chief Executive Officer and other Executive Officers.
3. Establish, review and oversee the administration of the Company's Stock Ownership Guidelines and compliance with those guidelines for Executive Officers and directors.
4. Annually, review and approve the Chief Executive Officer's and other Executive Officers' compensation philosophy, strategies, benefits and equity programs.
5. Review and revise, as needed, a peer group of companies against which to assess the Company's compensation programs and practices on a periodic basis to ensure that they are competitive and supportive of the Company's strategy and objectives.
6. Oversee the administration of associate stock-based compensation and benefit plans including but not limited to the nonqualified deferred compensation plan and supplemental executive retirement plan.
7. Monitor compensation programs to ensure the balance between prudent business risk and resulting compensation is appropriate to limit any unnecessary or excessive risks to the Company in accordance with interagency guidance of Sound Incentive

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Compensation Policies (June, 2010), as may be amended from time to time, and whether the compensation policies and programs are reasonably likely to have a material adverse effect on the Company.

### **D. Regulatory Compliance.**

1. Oversee the preparation of the Compensation Discussion and Analysis (CD&A), review it with management and determine whether to recommend the Board approve it for inclusion in the Company's Form 10-K and proxy statement.
2. Oversee the preparation of and approve the Compensation Committee Report for inclusion in the Company's Form 10-K and proxy statement.
3. Oversee the preparation of and approve the narrative disclosure of the Company's risk management of compensation for inclusion in the Company's Form 10-K and proxy statement.
4. Oversee the preparation of and approve the narrative disclosure of the Company's human capital resources for inclusion in the Company's Form 10-K and proxy statement.
5. Oversee the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes. The Committee shall provide recommendations to the Board on compensation-related proposals to be considered at the Company's annual meeting, including equity compensation plans.
6. Review the results of any advisory votes on compensation of named executive officers and consider the outcome of the votes when making future compensation decisions for our executive officers.
7. Oversee engagement with proxy advisory firms on executive compensation matters.
8. Periodically review the compensation provided to directors (including retainer, committee and committee chair fees, equity awards and other similar items, as appropriate) and implement changes as needed.
9. Conduct an annual review of the Committee's performance, annually assess the adequacy of its charter and recommend changes to the Board as needed.
10. Regularly report to the Board on the Committee's activities since the last committee meeting.

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11. Oversee corporate aviation usage to assure that senior management has established effective business processes to outline policies and procedures for the use of Company owned, leased, or chartered aircraft. Review and approve the Corporate Aviation Usage Policy every other year or when material changes are requested.
12. Perform any other activities consistent with this Charter, the Company's By-laws and governing law as the Committee or the Board deem appropriate.

### **E. Oversight of Benefit Plans.**

1. The Committee delegates its authority and responsibility with regard to benefit program structure, actuarial studies, rate setting, retirement program policy and administration issues related to the benefits programs of the Company and its subsidiaries to the Benefits Committee.
2. The Committee will approve the charter and membership of the Benefits Committee and any changes thereto.
3. The Benefits Committee will be responsible for providing regular reports regarding its activities to the Committee, such that the Committee can fulfill its responsibility for oversight.

### **V. ADDITIONAL SPECIFIC RESPONSIBILITIES AND AUTHORITY**

In addition to the foregoing, the Committee shall have the following specific responsibilities and authority:

- A.** The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser.
- B.** The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee.
- C.** The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee.
- D.** The Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration at a minimum the following factors, among the other factors deemed pertinent by the Committee:

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1. the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
2. the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
3. the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
5. any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
6. any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with the Chief Executive Officer and other Executive Officers.

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