

## **HANCOCK WHITNEY CORPORATION EXECUTIVE COMMITTEE CHARTER**

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### **I. Purpose**

The purpose of the Executive Committee (the “Committee”) of the joint Board of Directors (the “Board”) of Hancock Whitney Corporation (the “Company”) and Hancock Whitney Bank (the “Bank”) is to provide a means of considering such matters and taking such actions as may require the attention of the Board or the exercise of the Board’s powers or authorities in the intervals between meetings of the Board. All acts and deeds of the Executive Committee undertaken in accordance with this Charter shall for all purposes be deemed to be done under the authority of the respective Company or Bank Board, with the same force and effect as if the full Board had acted.

### **II. Committee Membership**

The membership of the Committee shall include at least three Company Directors, the majority of whom shall meet the standards of independence, experience and any other qualifications required from time to time by the Nasdaq Stock Market (“Nasdaq”), or such other exchange or trading system upon which the Company’s securities are listed, quoted or traded and any standards of independence as may be prescribed by applicable law or regulation. Committee Members shall serve until their successors are appointed. The Board shall annually set the size of the Committee and appoint the members. The Chairman of the Board of the Company shall serve as the Committee chair. If the Chairman of the Board is not independent, then the director who has been appointed by the Company’s independent directors to be the Lead or Presiding Independent Director shall serve as the Committee chair. Any vacancy on the Committee shall be filled by the Board.

### **III. Committee Meetings**

The Committee will meet as often as necessary to take action on behalf of the Board between Board meetings. The Chairperson or any two other members of the Committee may call a meeting of the Committee upon written or oral notice to the members prior to the meeting. A majority of appointed members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any matter or take any action properly brought before the Committee. All Committee members are expected to attend each meeting, in person or via telephone or video conference. The Committee may invite members of management and others to attend meetings and provide pertinent information, as it deems necessary. Minutes will be prepared and, through copies of the minutes or otherwise, the Committee will report to the Board the results of its meetings.

### **IV. Delegation of Authority**

In all instances as deemed necessary or appropriate by the Committee, in its sole discretion, the Committee shall have and may exercise all of the powers and authority of the Board except to the extent limited by the Company’s articles and bylaws or as limited by applicable law or regulation. The Committee shall review and approve policies assigned to the Committee, including those 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

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its oversight responsibilities under applicable laws and regulations. In accordance with the foregoing, the Committee shall not have the power and authority to:

- A. Authorize or approve distributions other than according to a formula or method or within limits that the Board has prescribed;
- B. Approve or propose actions that require shareholder approval;
- C. Fill vacancies on the Board or any of its committees;
- D. Adopt, amend or repeal the Company's bylaws;
- E. Adopt a plan of merger or consolidation, except at such times when a meeting of the full Board cannot be timely convened and provided Committee approval is subject to ratification by the full Board; or
- F. Take any actions that should be addressed by the Board as the Company's regulators may deem necessary or appropriate from time to time.

**V. Advisors**

The Committee shall have the authority to the extent it deems necessary or appropriate in its sole discretion, to retain independent consulting, legal, accounting or other advisors, at the expense of the Company and without management approval and shall have sole authority to approve the fees and other retention terms applicable to such advisors. The Company shall provide appropriate funding, as determined by the Committee, to allow the Committee to perform its functions, including funding the fees and expenses of outside advisors to the Committee.

**VI. Governance**

The Committee shall annually review the adequacy of this Charter and if deemed advisable submit revisions to the Board for approval.