

# HANCOCK WHITNEY CORPORATION

## Board Risk Committee Charter

### I. Committee Mission

The Board Risk Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Hancock Whitney Corporation (the “Company”) to ensure that a comprehensive Enterprise Risk Management (“ERM”) program exists to assist senior management in operating the Company in a rapidly changing environment, and to assist the Board in fulfilling its responsibilities with respect to oversight of the Company’s risk governance framework and risk appetite. ERM is the Company’s process to provide reasonable assurance regarding the achievement of its objectives while managing risk within its risk appetite.

While the Committee has the responsibilities and powers set forth in this Charter, Management is responsible for designing, implementing and maintaining an effective ERM program.

The specific objectives of the Committee include the following:

- Ensuring senior management has articulated an appropriate risk philosophy and risk appetite for the Company;
- Determining the extent to which management has established an effective ERM program;
- Reviewing the Company’s portfolio of risk relative to its risk appetite and corporate strategy; and
- Understanding the most significant risks to the Company and determining whether management’s responses are appropriate.

### II. Governance

The Committee shall annually review the adequacy of this Charter and request Board approval of proposed changes. The Committee may authorize management to develop and implement any additional detailed policies and procedures relating to risk management as it deems appropriate. The Committee may conduct an annual performance evaluation of the Committee and report the results to the Board.

### III. Membership

The Committee shall include a minimum of three (3) independent Company directors as defined from time to time by the listing standards of the NASDAQ Stock Market, or such other exchange or trading system upon which the Company’s securities are listed, quoted or traded, and any other applicable standards of independence as may be prescribed by the Securities and Exchange Commission (the “SEC”) or applicable law. The Committee members shall also satisfy such other membership criteria as may be promulgated pursuant to, and in accordance with, The Dodd-Frank Wall Street Reform and Consumer Protection Act.

Consistent with Regulation YY of the Federal Reserve Board implementing the Enhanced Prudential Standards for Bank Holding Companies and Foreign Banking Organizations, at least one Committee member shall have risk identification, assessment and management expertise commensurate with the Company’s risk exposures given its size and complexity. This member(s) will be designated as a “risk management expert.”

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Members of the Committee shall be appointed and removed by the Board and shall serve for such term or terms as the Board may determine and until their successors shall be duly qualified and appointed. The Board shall designate a chairperson for the Committee who meets the FRB's enhanced prudential standards for risk committee chairs. The Committee members may designate a vice-chairperson by majority vote of the Committee to preside over meetings when the Chair is not present. If the Chair and Vice-Chair are not present, the members of the Committee may designate an acting Chair by majority vote of the Committee.

### **IV. Meetings**

The Committee shall meet no less than quarterly with authority to convene additional meetings as it deems necessary. A majority of the Committee's independent directors present shall constitute a quorum at any Committee meeting. A meeting may be called by the Chair or by any two members of the Committee upon written or oral notice to the Committee members prior to the meeting. All Committee members are expected to attend each meeting in person or via telephone or video conference. The Committee may invite members of management or any other officer or employee of the Company or its subsidiaries, the independent auditor, counsel or others to attend meetings and provide pertinent information. Meeting agendas will be prepared by the Chief Risk Officer with input from the Committee Chair, and will be provided in advance to members together with appropriate briefing materials. The Committee will keep detailed minutes of each meeting that will be provided to the Board of Directors for review.

### **V. Delegation of Authority**

The Committee is delegated the authority to assess the effectiveness of the Company's ERM program, and take actions to remediate risks when those risks are determined to threaten the Company's safety, soundness, reputation, or compliance with law or regulation.

The Committee shall have the authority to commission work projects that address, manage and remediate Company risks. Based on the severity of the risk to the Company, the Committee may require that a specific action be considered a high priority and receive immediate resources.

The Committee shall have the authority, to the extent it deems necessary or appropriate in its sole discretion, to retain independent risk management, legal, accounting or other advisors and shall have sole authority to approve the advisors' fees and other retention terms, including the authority to limit the amount of fees an advisor may earn from other services provided to the Company. 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. Reporting**

The Chair of the Committee shall report the information derived from the Committee's activities to the Board and, where appropriate, its recommendations for action by the Board at their next meeting. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee. The Committee has delegated the oversight of credit risk and the Company's loan review function to the Credit Risk Management subcommittee.

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### VII. Duties and Responsibilities

The Committee shall work closely with the Company's Chief Risk Officer and other members of management, as well as the Audit Committee, other Board committees and the Board to understand the Company's risk exposure in its business operations. The Committee shall evaluate the effectiveness of risk governance and oversight by the Company and effectively challenge significant assumptions and recommendations by management. To that end, the following constitute the duties and responsibilities of the Committee:

- a. Oversee and approve senior management's establishment of an ERM Policy that defines a written risk governance framework and complies with all applicable rules and regulations, and recommend a Risk Appetite Statement that aligns the Company's desired risk profile, corporate strategy and business environment to the Board for approval.
- b. Oversee the management process associated with the Company's potential risk related to credit, liquidity, market, legal, operational, reputational and strategic risk, and review resolution plans and progress on significant issues or concerns.
- c. Receive and review information on the Company's business practices, policies, and risk levels or trends related to the risk identified, and monitor results to ensure alignment with the Company's risk appetite and the effectiveness of its risk governance framework.
- d. Review and monitor the Company's annual capital planning and stress testing processes and results to ensure alignment with the Company's strategic plan and risk appetite; and make approval recommendations to the Board.
- e. Receive and review reports on special or emerging risk topics as management or the Committee deems appropriate.
- f. 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.
- g. Oversee the Company's independent credit review function in connection with the Committee's credit risk responsibilities through the governance of the Credit Risk Management Subcommittee.
- h. Ensure applicable communications are periodically made with appropriate federal and state regulators as required or advisable.
- i. Discuss with the Chief Risk Officer the corporate risk management function's independent responsibilities, budget and staffing.
- j. Meet periodically with the Chief Risk Officer, Chief Information Security Officer and Chief Compliance Officer in separate executive sessions to discuss any matters that the Committee or the managers believe should be discussed privately.

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- k. Coordinate with other board-level and management-level committees as appropriate concerning risk management issues within the other committees' respective areas of responsibility.
- l. In addition to the authority and responsibilities of the Committee described in this Charter, the Committee shall take such other actions within the general scope of its responsibilities hereunder or as directed by the Board as the Committee shall deem appropriate.