

HANCOCK WHITNEY CORPORATION

AUDIT COMMITTEE CHARTER

I. Designation

The Audit Committee (the “Committee”) of the Hancock Whitney Corporation (“HWC”) Board of Directors (the “Board”) shall act in the same capacity for Hancock Whitney Bank (the “Bank”) in accord with the designation in the by-laws of the Bank. As such, the content of this document is intended to apply to both HWC and the Bank.

II. Purpose

The Audit Committee of the Board assists the Board in fulfilling its responsibilities for oversight of the accounting and financial reporting processes and audits of the financial statements, the system of internal control, the quality and integrity of internal auditing, the process for monitoring compliance with laws and regulations, the Codes of Conduct and Ethics for Directors, Officers and Associates, and other such duties as directed by the Board.

III. Authority

In performing its oversight role, the Committee is empowered to:

- A. Appoint, discharge, compensate, retain, and oversee the work of the outside auditor (the “Independent Auditor”), including resolution of disagreements between management and the Independent Auditor regarding financial reporting. The Independent Auditor reports directly to the Audit Committee.
- B. Delegate authority to subcommittees provided that such decisions are presented to the full Committee at its next scheduled meeting.
- C. Pre-approve auditing services and permitted non-audit services conducted by the Independent Auditor as required by law.
- D. Pre-approve audit and non-audit services conducted by the outsourced internal audit firm.
- E. Pre-approve audit services conducted by other professional service firms.
- F. Pre-approve ancillary audit and permitted non-audit services conducted by the Independent Auditor, outsourced internal audit firm or other professional services firms up to \$25,000 without a new engagement letter.
- G. Investigate any matter brought to its attention, with full power to retain independent counsel or other experts for this purpose.
- H. Obtain any information it requires from employees, all of whom are required to cooperate, or external parties.
- I. Meet with company officers, independent auditors, or outside counsel, or any other parties, as necessary.

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IV. Composition

The membership of the Committee shall consist of at least three independent directors who are generally knowledgeable in financial and auditing matters. The independent directors serving on the Committee and the Committee Chairperson will be appointed by the Board. At least two members shall have financial management expertise, as defined by the Securities and Exchange Commission, who will be designated as a “financial expert.”

Each member shall be free of any relationships that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment, and shall meet the director independence and qualification requirements for serving on an audit committee as set forth in the corporate governance standards of Nasdaq and the rules of the SEC.

The Committee, its duties, and its composition shall also comply with the requirements of the Federal Insurance Deposit Corporation for audit committees set forth in 12 C.F.R. Part 363.

V. Meetings

The Committee will meet at least quarterly, with authority to convene additional meetings as needed. All Committee members are expected to attend each meeting, in person or via teleconference or videoconference. The Committee will invite members of management, auditors and others to attend meetings and provide pertinent information, as necessary.

The Committee will encourage and maintain free and open communication with independent auditors, internal auditors, and management of the Company, including periodic executive sessions. Agendas and appropriate briefing material will be provided to the directors prior to the meeting. Minutes will be prepared.

VI. Responsibilities

The Committee’s responsibilities include:

Internal Audit

- A. Provide guidance and oversight to the internal audit function.
- B. Maintain ownership of audit activities performed by the outsourced internal audit firm by providing active and effective oversight.
- C. Review and approve the Internal Audit charter, budget, staffing levels and organizational structure, audit plan, and risk assessment methodology on an annual basis.
- D. Review the effectiveness of the internal audit function, including compliance with the Institute of Internal Auditors' Global Internal Audit Standards.
- E. Ensure there are no unjustified restrictions or limitations.
- F. Appoint, replace, or dismiss the Chief Internal Auditor.

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- G. Review the performance of the Chief Internal Auditor and establish his or her annual compensation and salary adjustment.
- H. Meet separately with the Chief Internal Auditor, as necessary, to address matters that the Committee or Internal Audit believes should be discussed privately.
- I. Ensure a quality assurance and improvement program has been established and review the results at least annually.

External Audit

- A. Review the Independent Auditors' proposed audit scope and approach, including coordination of audit efforts with Internal Audit.
- B. Review the performance of the Independent Auditors and exercise final approval on their appointment or discharge.
- C. Receive from the Independent Auditor a formal written statement delineating all relationships between the Independent Auditor and the Company. Discuss with the Independent Auditor any disclosed relationships or services that may impact the Independent Auditor's objectivity and independence, and recommend to the Board any appropriate actions necessary to oversee the auditor's independence.
- D. Ensure the rotation of the lead audit partner as required by law.
- E. Meet separately with the Independent Auditor, as necessary, to address matters that the Committee or the Independent Auditor believes should be discussed privately.
- F. Monitor compliance with the hiring policy with regard to employees and former employees of the Independent Auditor. The policy is that the Company will not hire any employee or former employee of the Independent Auditor if such hiring would cause the Independent Auditor to cease being independent under applicable laws and regulations and SEC and Nasdaq rules and standards.

Financial Statements

- A. Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, as well as recent professional and regulatory pronouncements.
- B. Review with management and the Independent Auditors the results of the audit to include any difficulties encountered.
- C. Review the annual audited financial statements and discuss them with management and the Independent Auditor. Based on the review, the Committee shall make its recommendations to the Board as to the inclusion of the audited financial statements in the Company's annual report and Form 10-K.
- D. Review with management and the Independent Auditor the quarterly and annual financial information prior to filing Form 10-Q and Form 10-K.
- E. Review disclosures made by the CEO and CFO during their certification process for Form 10-Q and Form 10-K.

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Internal Control

- A. Review and discuss with management and the Independent Auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of material control deficiencies and the adequacy of disclosures about changes in internal controls over financial reporting.
- B. Review and discuss with management, the Chief Internal Auditor, and the Independent Auditor the Company's internal controls report prior to filing Form 10-K.

Compliance

- A. Review management's investigation and follow-up (including disciplinary action) of any instances of noncompliance with laws, rules, regulations, and prescribed practices, as deemed necessary.
- B. Review findings from examinations conducted by regulatory agencies and any self-regulatory organizations.
- C. Review the process for communicating the Codes of Conduct and Ethics to employees and monitoring compliance.
- D. Review and approve procedures for (i) the receipt, retention, and treatment of concerns regarding accounting, internal accounting controls and auditing matters received by the Company or the Board whether from associates or others, and (ii) the confidential, anonymous submission by associates of concerns, regarding questionable accounting or auditing matters. Such procedures shall include protections from retaliation by the Company or its subsidiaries for any associate reporting information in good faith.
- E. Obtain periodic updates from management and legal counsel regarding any compliance matters.

Reporting

- A. Report Audit Committee activities to the Board on a regular basis.
- B. Report on an annual basis to the shareholders describing the Committee's composition, responsibilities, and any other information as required by law.

Other

- A. Initiate and oversee special investigations as needed.
- B. Review the adequacy of the Audit Committee Charter annually. Request Board approval for proposed changes and ensure appropriate disclosure as may be required by law or regulation.
- C. 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.

Audit Committee members are not eligible to participate in the Company's New Business Referral Program.

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Funding

The Company shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board for payment of compensation to the Independent Auditor, any advisers employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.