



Hancock Holding Company

March 17, 2017

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To our Shareholders:

Hancock Holding Company (the Company) will hold its Annual Meeting of Shareholders on Wednesday, April 26, 2017, at 11:00 a.m. local time at One Hancock Plaza, 2510 14th Street, Gulfport, Mississippi 39501 for the following purposes:

1. To elect five directors to serve until the 2020 annual meeting;
2. To approve, on an advisory basis, the compensation of our named executive officers;
3. To recommend, on an advisory basis, the frequency of future advisory votes on the compensation of our named executive officers;
4. To approve an amendment to our 2014 Long Term Incentive Plan to increase the number of shares available by 1,200,000 and to re-approve the material terms of performance goals for qualified performance-based awards; and
5. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm to audit the books of the Company and its subsidiaries for 2017.

Only holders of record of shares of our common stock at the close of business on March 1, 2017 are entitled to notice of, and to vote at, the meeting or any adjournment thereof. We direct your attention to the attached proxy statement for more complete information regarding the matters to be acted upon at the annual meeting.

Your vote is important, whether or not you expect to attend the meeting. If voting by mail, please mark, date, sign and promptly return the enclosed proxy in the accompanying envelope. No postage is required if mailed in the United States. You may later revoke your proxy and vote in person.

By order of the Board of Directors,

James B. Estabrook, Jr.
Chairman of the Board

John M. Hairston
President & CEO

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be held on April 26, 2017:**
The notice of annual meeting, proxy statement, proxy card and the 2016 annual report for the period
ending December 31, 2016, are available at <https://materials.proxyvote.com/410120>