

March 17, 2020



NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To our Shareholders:

Hancock Whitney Corporation (the Company) will hold its Annual Meeting of Shareholders on Wednesday, April 29, 2020, at 10:30 a.m. Central Time at Hancock Whitney Plaza, 2510 14th Street, Gulfport, Mississippi 39501 for the following purposes:

1. To elect five directors to serve until the 2023 annual meeting;
2. To approve amendments to the Company's Amended and Restated Articles of Incorporation to:
 - a. Eliminate the business combination supermajority vote provisions;
 - b. Eliminate the prohibition on non-cumulative preferred dividends; and
 - c. Remove the Series A Preferred Stock provisions;
3. To approve, on an advisory basis, the compensation of our named executive officers;
4. To approve the Hancock Whitney Corporation 2020 Long Term Incentive Plan; 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 2020.

Only holders of record of shares of our common stock at the close of business on February 28, 2020 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,

Handwritten signature of Jerry L. Levens in black ink.

Jerry L. Levens
Chairman of the Board

Handwritten signature of John M. Hairston in black ink.

John M. Hairston
President & CEO

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be held on April 29, 2020:**
The notice of annual meeting, proxy statement, proxy card and the 2019 annual report for the period ending
December 31, 2019, are available at <https://materials.proxyvote.com/410120>