## I. CORPORATE GOVERNANCE MISSION.

Hancock Holding Company (the Company) continually aspires to higher standards of conduct while engaging in the Company's business for the benefit of our shareholders, customers, communities and employees. These Guidelines reflect how we strive for higher standards of corporate governance while balancing the sometimes diverse interests of these groups of stakeholders.

## II. BOARD OF DIRECTORS.

A. **General Function and Responsibilities.** The Company's shareholders elect the Board of Directors of the Company (the Board), which serves as the ultimate decision-making body of the Company except for those matters reserved to the shareholders. It selects the senior management team, which is charged with the day-to-day conduct of the Company's business.

Having selected the senior management team, the Board acts as an advisor and counselor to senior management and monitors its performance. The Board monitors the management of the business, property, affairs and operations of the Company and its subsidiaries, either directly or through committees.

Directors are expected to exercise their business judgment to act in good faith in what they believe to be in the best interests of the Company and its shareholders and other stakeholders such as our customers, communities and employees. In discharging this obligation, directors are entitled to rely on the honesty, integrity, business acumen and experience of the Company's senior management, the Company's or Board's outside advisors, and the Company's independent registered public accounting firm.

B. **Board Size and Composition; Director Qualifications; Nominations and Selection Criteria; and Other Membership Matters.**

1. Board Size and Composition. The Company's Bylaws provide for a Board of at least nine persons, with the directors divided into three classes and serving staggered three-year terms. The Board shall be solely responsible for fixing the precise number of directors. A majority of the Board shall be comprised of independent directors, as independence is defined under all applicable requirements of the Securities and Exchange Commission (the SEC) and NASDAQ, as in effect from time to time (Independent Directors).

2. Board Chairman. The positions of Chairman of the Board and Chief Executive Officer (CEO) may be filled by the same individual or by different individuals.

3. Director Qualifications. The Corporate Governance and Nominating Committee establishes qualifications and other selection and evaluation criteria, including the standards for Independent Directors. A candidate also must meet any eligibility and qualification requirements set forth in any Company, Board or Committee governing documents. Candidates are selected for, among other things, their integrity, independence, diversity of business experience, education, reputation, civic and

community relationships, knowledge and experience in matters impacting financial institutions such as the Company, and the ability of the individual to devote the necessary time to serving on the Board.

4. Candidate Identification and Nominations. The Corporate Governance and Nominating Committee shall identify individuals qualified to become Board members and recommend individuals to be nominated by the Board for election by the shareholders or for election by the Board in the event of a vacancy between shareholder meetings. The Board gives final approval of any candidate recommended by the Corporate Governance and Nominating Committee.

5. Stock Ownership Expectations. Each director must own either 5,000 shares of Company common stock or stock worth five times their annual cash retainer. The valuation will be based on the closing price on the last trading day of the preceding calendar year. Each director has until June 16, 2016 or five years from the date of their election to the Board, whichever is later, to satisfy the stock ownership expectation. In addition, if a director does not reach his or her guideline at the end of the applicable period, the director must hold one-half of any shares acquired from the Company until the stock ownership expectation is met. Stock ownership is deemed to include shares held by the director or the director's spouse including, without limitation, shares held in a brokerage account, the Non-qualified Deferred Compensation Plan, the Dividend Reinvestment Plan, or in trust, as well as shares held for the benefit of minor children. The Company will review the director stock ownership expectations at least once every five (5) years.

6. Term Limits. The board does not endorse arbitrary term limits on a director's service, nor does it endorse automatic re-nomination of an incumbent director. In lieu of term limits and when determining whether to re-nominate an incumbent director, the Corporate Governance and Nominating Committee shall carefully consider the director's contributions, including the value of his or her experience as a director of the Company, the involvement of him or her in the community (both business and civic), the availability of new director candidates who may offer unique contributions, and the Company's changing needs.

7. Retirement. No person who has reached the age of seventy-two (72) shall be eligible for election to the Board of Directors. If a director reaches the age of 72 while serving a term, said director shall retire at the next annual shareholder meeting. Notwithstanding the foregoing, any director whose current term, as of April 25, 2013, extends past age 72 shall not be required to retire and may serve the remainder of that term.

8. Notice of Resignation, Retirement or Refusal to Stand for Re-Election. A director who resigns, retires or refuses to stand for re-election to the Board shall provide written notice of his or her resignation, retirement or refusal to stand for re-election to the Company's Corporate Secretary.

9. Election of Directors. Any director nominee who receives a greater number of "withheld" votes than votes "for" his or her election (a Majority Withheld Vote) in an

uncontested election shall promptly tender his or her resignation for consideration by the Corporate Governance and Nominating Committee (the Governance Committee) following certification of the shareholder vote.

The Governance Committee will promptly consider a tendered resignation and recommend to the Board whether to accept the tendered resignation or to take some other action, such as rejecting the tendered resignation and addressing the apparent underlying causes of the “withheld” votes. In making its recommendation, the Governance Committee will consider all factors it deems relevant including, without limitation, (i) the underlying reasons for the “withheld” votes (if ascertainable), (ii) a director’s length of service, qualifications and contributions to the Company, (iii) the current composition of the Board and Board committees, (iv) the effect accepting a resignation will have on compliance with applicable laws, rules, regulations or governing documents, and (v) whether accepting a resignation is in the best interests of the Company and its shareholders.

The Board will consider and act on the Governance Committee’s recommendation within 90 days following certification of the shareholder vote. The Board will consider the factors the Governance Committee considered, as well as any other information or factors it deems relevant to make a decision in the best interests of the Company and its shareholders. The Company will promptly disclose the Board’s decision and any other material information in a Form 8-K furnished to the Securities and Exchange Commission.

Any director who tenders a resignation due to a Majority Withheld Vote shall not participate in the Governance Committee recommendation or Board action regarding his or her tendered resignation, but shall otherwise continue to participate in Board and other committee meetings and activities pending Board action whether to accept such tendered resignation.

If all or a majority of the Governance Committee received Majority Withheld Votes at the same election, then the Independent Directors of the Board who did not receive Majority Withheld Votes shall appoint a temporary committee comprised solely of two or more Independent Directors to act in place of the Governance Committee. If the number of directors who did not receive a Majority Withheld Vote is less than three, then all Directors may participate in the review and decision of whether to accept the tendered resignations.

10. <u>Limits on Board and Audit Committee Memberships</u>. No director shall serve on more than three public company boards in addition to the Company’s Board. If a member of the Audit Committee wishes to serve on more than a total of two audit committees of public companies in addition to the Company’s Audit Committee, the Board must approve the additional service before the director accepts the additional position.

11. <u>Director Orientation and Continuing Education</u>. All new directors must participate in the Company’s orientation program for new directors in the year of their election or appointment. This orientation will include presentations by senior management to

familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, compliance and other regulatory programs, Code of Ethics, Insider Trading Policy, and other policies. The Board also encourages directors to participate in continuing education programs from time to time provided or approved by the Board and reimburses directors for the expenses of such participation.

**C. Board Meetings and Executive Sessions.**

1. Meetings. The Board meets the first and second month of each quarter at regularly scheduled meetings. At the direction of the Chairman of the Board and the CEO(s), the Board may also hold informal telephonic discussions the third month of each quarter. Directors shall have the option to take part in such telephonic discussions, which shall not be considered formal Board meetings.

2. Meeting Agenda. The Chairman of the Board and the CEO(s) will establish the agenda for each regularly scheduled Board meeting, with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the Board's advisory and monitoring responsibilities. Any member of the Board may request that an item be included on the agenda.

3. Meeting Attendance. All Board members are encouraged to attend the Company's annual meeting of the shareholders. While all Board members are expected to attend and participate in all other regularly scheduled meetings, such members are required to attend not less than seventy-five percent (75%) of such meetings.

4. Meeting Materials. Board materials related to agenda items will be provided to Board members sufficiently in advance of regularly scheduled Board meetings to enable the directors to prepare for discussion of the items at the meeting.

5. Executive Sessions and Lead or Presiding Independent Director. Independent Directors shall meet in executive session no less than two (2) times each year without members of management and/or non-independent directors present. Independent Directors may also meet with such non-independent directors, members of management or other persons as they deem necessary or advisable. If the Chairman of the Board is not an Independent Director, then the Independent Directors will designate a Lead or Presiding Independent Director who shall be independent and who will:

   a. Serve as the Chair of the executive sessions of the Independent Directors of the Board;

   b. Act in the role of liaison between the Independent Directors and the Chairman of the Board and the CEO(s);

   c. Suggest and discuss with the Chairman of the Board and the CEO(s) appropriate agenda items and;

d. Chair the meetings of the Board in the absence of the Chairman of the Board and the CEO(s).

**D. Director Compensation; Director Assessments; and Periodic Evaluations of the Board.**

1. Non-Employee Director Compensation. Non-employee directors shall receive (i) compensation that includes an annual retainer and per meeting fees and (ii) reimbursement of out-of-pocket expenses. Such directors may elect to receive such compensation in cash, or up to $5,000 in Company stock per quarter with the remainder paid in cash, or elect to defer such compensation into the Company's Non-Qualified Deferred Compensation Plan. Such directors shall also receive stock awards under the Company's Long Term Incentive Plan. The Company believes director compensation should be competitive with other companies similar in size and scope to the Company and consistent with market practices. The Company's Compensation Committee shall at least bi-annually, and more frequently if needed, evaluate director compensation in relation to similarly situated companies and recommend any changes to the Board for approval.

2. Board, Committees and Director Evaluations.

a. The Corporate Governance and Nominating Committee is responsible for overseeing on an annual basis an evaluation of the effectiveness of the Board, its committees and individual Directors of the Company in satisfying their obligation to represent the long-term interest of shareholders. The Chair of the Corporate Governance and Nominating Committee will report the performance evaluation results to the Board.

b. The Corporate Governance and Nominating Committee has the duty to evaluate each nominee and incumbent director before recommending him or her to the full Board for nomination for election or re-election by the shareholders.

c. The Corporate Governance and Nominating Committee has the responsibility of periodically evaluating the size and composition of the Board and recommending to the Board any changes. It is the Company's policy that the number of directors shall not exceed a number that can function effectively as a body.

**E. Communication.** It is important that the Company speak with a single voice to shareholders, customers, communities, employees and state and federal regulators. Therefore, the CEO(s) or other designated members of senior management are responsible for establishing effective communications with these groups (or individual members thereof) of stakeholders. The foregoing notwithstanding, Board members will have access to communicate with all officers and employees of the Company.

## III. BOARD COMMITTEES.

**A. Board Committees; Structure; and Qualifications of Committee Members.** The Board shall maintain the committees required by law and NASDAQ, at a minimum. In addition, the Board shall have the authority to establish any other committees it deems necessary or appropriate. The Board has established an Audit Committee, a Corporate Governance and Nominating Committee, a Compensation Committee and a Board Risk Committee. Each committee established by the Board shall have its own charter setting forth its structure, purposes, duties and responsibilities and, in the case of the Audit, Corporate Governance and Nominating, and Compensation Committees, shall be comprised entirely of Independent Directors, with a minimum of three members. The charters of the Audit, Corporate Governance and Nominating, Compensation and Board Risk Committees shall be posted in the Investor Relations section of the Company's website, http://www.hancockbank.com. These committees shall review their respective charters at least annually and suggest any revisions to the Board for its approval. Audit and Compensation Committee members shall also meet any additional independence and qualification criteria as set forth from time to time by NASDAQ and the SEC. Each member of the Compensation Committee shall also satisfy all requirements necessary from time to time to be a "nonemployee director" under SEC Rule 16b-3 and a qualified "outside director" under Section 162(m) of the Internal Revenue Code and related regulations.

**B. Committee Assignments and Chairs.** The members of each committee and the chairperson and any vice-chairperson shall be appointed in accordance with the provisions of the Company's Articles and Bylaws and the respective committee charter.

**C. Committee Meetings; Agenda; Materials and Attendance.** Each committee shall (i) establish a schedule of meetings each year, (ii) establish and distribute meeting agendas with appropriate supporting information and (iii) report the committee's activities to the Board in accordance with the provisions of the Company's Articles and Bylaws and the respective committee charter. Committee members are expected to attend and participate in all meetings; however, such members are required to attend not less than seventy-five percent (75%) of such meetings.

**D. Related Party Transactions.** On an ongoing basis, the Company will review all transactions that are required to be disclosed pursuant to SEC Regulation S-K Item 404 (Related Party Transactions) for potential conflicts of interest. Generally, the Audit Committee will be responsible for reviewing and approving all Related Party Transactions.

## IV. MANAGEMENT.

**A. Evaluation of the Chief Executive Officer(s).** The Compensation Committee is responsible for setting annual and long-term performance goals of the CEO(s) and for evaluating his or her performance against such goals. The Committee meets annually with the CEO(s) to receive his or her recommendations concerning such goals. The Compensation Committee shall report its findings to the Board or Independent Directors as appropriate.

**B. Evaluation of Executive Officers.** The Compensation Committee, with input from the CEO(s), is also responsible for setting the annual and long-term performance goals for the Company's Executive Officers (i.e., those persons defined as Executive Officers under NASDAQ rules).

C. **CEO and Executive Officer Compensation**. The Compensation Committee shall determine the compensation of the CEO(s) and the Executive Officers and report its decision to the Board or the Independent Directors as appropriate.

D. **Limits on Board Memberships.** No CEO shall serve on more than two public company boards in addition to the Company's Board.

E. **Executive Stock Ownership.** Executive Officers of the Company should maintain equity interests in the Company stock that closely align the Executive Officers' and shareholders' interests. The CEO(s) must own either 90,000 shares of Company common stock or stock worth five (5) times base salary. All other Executive Officers must own either 30,000 shares of Company common stock or stock worth three (3) times base salary. The valuation will be based on the closing price on the last trading day of the preceding calendar year. Executive Officers have until June 16, 2016 or five years from the date of their designation as an Executive Officer, whichever is later, to satisfy the stock ownership expectation. In addition, if an Executive Officer does not reach his or her guideline at the end of the applicable period, the Executive Officer must hold one-half of any shares acquired from the Company (net of any tax withholdings) until the stock ownership expectation is met. Stock ownership is deemed to include shares held by the Executive Officer or the Executive Officer's spouse including, without limitation, shares held in a brokerage account, the Company's 401(k) plan, the Non-qualified Deferred Compensation Plan, a stock purchase plan, the Dividend Reinvestment Plan, or in trust, as well as shares held for the benefit of minor children, and restricted stock awards granted under a long-term incentive plan. The Company will review the executive stock ownership guidelines at least once every five (5) years.

## V. SHAREHOLDER MATTERS.

**Nomination and Consideration of Director Candidates by Shareholders**.

The Company shall accept recommendations of director candidates for nomination to the Board from any shareholder entitled to vote for the election of directors at the Company's annual meeting of shareholders, provided the shareholder follows the procedures and complies with the respective notice and other applicable requirements as set forth below and in the Company's most recently published Proxy Statement, which is available in the Investor Relations section of the Company's website, http://www.hancockbank.com, or from the SEC's EDGAR® Online, http://www.edgar-online.com.

Eligible shareholders wishing to recommend a candidate for consideration by the Corporate Governance and Nominating Committee as a director of the Company shall submit in writing a timely notice including all required information to the Corporate Secretary at the following address:

Ms. Joy Lambert Phillips
Corporate Secretary
Hancock Holding Company
One Hancock Plaza, 2510 14 Street, Suite 610
Gulfport, MS 39501

A. **Shareholder Communications with Board of Directors.** Shareholders can send communications to the Company's Board of Directors or any individual director of the Company as follows:

[Board of Directors or Name of Director]
Hancock Holding Company
c/o Ms. Joy Lambert Phillips, Corporate Secretary
One Hancock Plaza, 2510 14 Street, Suite 610
Gulfport, MS 39501

The Corporate Secretary shall be responsible for reviewing all shareholder communications addressed to the Board or individual directors to determine whether such communications require Board or individual director review, response or action. As a general rule, the Corporate Secretary will not forward to the Board or individual directors any shareholder communications relating to Company products and services, solicitations, or otherwise improper or irrelevant topics. If the Corporate Secretary determines that a shareholder communication relates to corporate governance or otherwise requires Board or an individual director's review, response or action, the Corporate Secretary will immediately send a copy of such communication to the director addressed or to each Board member, if the communication is addressed to the Board at large.

## VI. OTHER GUIDELINES.

A. **Codes of Conduct and Ethics for Directors, Officers and Employees.** The Company has adopted one or more codes of conduct and ethics applicable to the Company's directors, officers and employees (the Codes). The Codes shall be in accordance with all applicable rules and regulations of the SEC and NASDAQ and shall be posted in the Investor Relations section of the Company's website, http://www.hancockbank.com. In addition, the Company has adopted a Code of Ethics for Financial Officers. The Audit Committee shall monitor compliance with these Codes and the Code of Ethics for Financial Officers and any other related internal policies and guidelines.

B. **Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters.** The Company's Audit Committee shall establish procedures for (i) the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters (Accounting Matters) and (ii) the confidential, anonymous submission of concerns regarding questionable Accounting Matters.

C. **Whistleblower Policy and Procedure.** The Audit Committee has also established procedures for the confidential, anonymous submission of complaints and for the treatment and retention of such complaints, as set forth in the Whistleblower Policy posted in the Investor Relations section of the Company's website, http://www.hancockbank.com.

D. **Insider Trading Policy.** The Board has adopted an Insider Trading Policy that requires each director, officer and employee of the Company and its subsidiaries, that is deemed an "insider" as defined by relevant rules and regulations of the SEC, to comply with all federal and state securities laws and regulations applicable to the purchase and sale of the Company's securities.

**E. Resources.** To discharge its duties and responsibilities, the Board and each committee are entitled to rely on information, reports, financial statements and other data it receives from senior management, and the advice and opinions of management, counsel, accountants, auditors and other expert advisors. The Board and each committee shall have the authority to consult with and retain independent legal, financial or other outside advisors, as it deems necessary and appropriate, without seeking approval of management.

**F. Confidentiality.** Discussions and deliberations of the Board and its committees are confidential and each director shall maintain the confidentiality of information he or she receives in service as a director of the Company.

**G. Review of Guidelines.** At least annually, the Corporate Governance and Nominating Committee shall review these guidelines and suggest any revisions that may enhance the Company's Corporate Governance Mission for approval by the Board.

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