

# PROSPECTUS AMENDMENT

## COMMON STOCK (\$3.33 PAR VALUE)

### HANCOCK WHITNEY CORPORATION

#### OFFERED PURSUANT TO THE HANCOCK WHITNEY CORPORATION 2010 EMPLOYEE STOCK PURCHASE PLAN

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This Prospectus Amendment amends the Prospectus as updated effective as of July 1, 2018, and should be read in conjunction with such Prospectus. The Prospectus and this Prospectus Amendment are part of the registration statements filed, on Form S-8, with the Securities and Exchange Commission ("SEC") on January 3, 2011 (Registration No. 333-171518), July 31, 2020 (Registration No. 333-240246) and July 30, 2021 (Registration No. 333-258295), to register the shares of the Company's Common Stock reserved for issuance under the Plan. This Prospectus Amendment amends only those provisions of the Prospectus listed in this Prospectus Amendment and all other provisions of the Prospectus remain unchanged. All capitalized terms utilized in this Prospectus Amendment have the same meaning as when used in the Prospectus unless otherwise provided.

The Company has amended the Hancock Whitney Corporation 2010 Employee Stock Purchase Plan (the "Plan") to increase the number of shares of Common Stock reserved for issuance under the Plan. The Prospectus is amended to reflect this amendment to the Plan as set forth herein.

#### AMENDMENTS TO PROSPECTUS

A. The first paragraph in the Section of the Prospectus titled "SHARES SUBJECT TO PLAN" is revised to read as follows:

The Company has reserved Five Hundred Fifty Thousand (550,000) shares of Common Stock for issuance under the Plan. The number of shares so reserved shall be proportionately adjusted as a result of any stock split, combination or exchange of shares, exchange for other securities, reclassification, reorganization, merger, consolidation, or other such change related to the Company's Common Stock. Such adjustment may provide for the elimination of fractional shares.

B. The last sentence of this Section of the Prospectus titled "Availability of Documents Incorporated By Reference" is revised to read as follows:

Such request should be directed to Investor Relations as follows:

Hancock Whitney Corporation  
Investor Relations  
2510 14th Street  
Gulfport, MS 39501  
Telephone: (228) 868-4000  
[www.hancockwhitney.com](http://www.hancockwhitney.com)

C. The first paragraph in the Section of the Prospectus titled "DESCRIPTION OF THE COMMON STOCK" is revised to read as follows:

Our amended Articles of Incorporation (the "Articles") authorize the issuance of 350,000,000 shares of Common Stock, par value \$3.33 per share. The common stock is listed on the Nasdaq Global Select Market. Its symbol is "HWC." This Prospectus covers an aggregate of 550,000 shares of the Company's Common Stock, as may be adjusted in the future for stock splits and other like transactions.

D. The Section of the Prospectus titled "Incorporation of Certain Documents by Reference" is revised to read as follows:

The SEC permits "incorporation by reference," which means that the Company discloses important information by referring you to other documents. The information the Company incorporates by reference is an important part of the Prospectus, and the information that the Company files later with the SEC will automatically update and supersede this information. The Company incorporates by reference the documents listed below and any future filings the Company makes with the SEC under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act") until the filing of a post-effective amendment to the registration statements indicating that all securities offered pursuant to the Prospectus have been sold or which deregisters all then remaining unsold securities:

- The Company's annual report on Form 10-K for the year ended December 31, 2020, filed with the SEC on March 1, 2021;
- The Company's quarterly report on Form 10-Q for the quarter ended March 31, 2021, and filed with the SEC on May 6, 2021;
- The Company's current reports on Form 8-K and amendments thereto filed with the SEC on the following dates, excluding items furnished therein: April 22, 2021, April 23, 2021, April 28, 2021, June 15, 2021 and July 20, 2021; and
- The description of the Company's common stock contained in the Company's Form 8-k 12g3/A, filed with the SEC on May 5, 2014.

The Company will furnish at no cost an additional copy of the Prospectus (and Appendix thereto and documents incorporated therein and/or in this Prospectus Amendment by reference) and the Company's reports filed with the SEC to anyone upon request. For copies of the Prospectus and any Appendix thereto, please contact the Benefits Administrator, Human Resources Department, Hancock Whitney Bank, P. O. Box 4019, Gulfport, MS 39502 or HRLink at 1-855-404-5465. For copies of the documents incorporated by reference filed with the SEC, please contact Investor Relations at the address provided above.

**The date of this Prospectus Amendment is July 30, 2021.**

**PROSPECTUS**  
**COMMON STOCK**  
**(\$3.33 PAR VALUE)**

**HANCOCK WHITNEY CORPORATION**

**OFFERED AS SET FORTH HEREIN PURSUANT TO THE  
HANCOCK WHITNEY CORPORATION  
2010 EMPLOYEE STOCK PURCHASE PLAN**

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Shares of Common Stock, par value \$3.33 per share (the “Common Stock”) of Hancock Whitney Corporation (formerly known as Hancock Holding Company), a Mississippi Corporation (the “Company”), are offered hereby to eligible employees (referred to herein as “associates”) of the Company and its directly and indirectly owned subsidiaries pursuant to the Hancock Whitney Corporation 2010 Employee Stock Purchase Plan (formerly known as the Hancock Holding Company 2010 Employee Stock Purchase Plan) (the “Plan”). By means of payroll deductions (which are subject to limitations) the Plan provides for the purchase of shares at the market price or fair market value of the shares at the time of purchase.

This Prospectus may be used only in connection with offers and sales by the Company of shares of the Common Stock pursuant to the Plan. It is not available to any person to use for any reoffer or resale of Common Stock purchased pursuant to the Plan.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No person has been authorized by the Company to give any information or to make any representations other than those contained in this Prospectus, and, if given or made, such information or representation must not be relied upon as having been authorized by the Company. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in any state in which such offer or solicitation may not lawfully be made.

The Plan was amended and restated in its entirety, effective July 1, 2018, to reflect new administrative and operational procedures under the Plan. The purpose of this updated Prospectus is to describe the Plan as amended and restated as of July 1, 2018.

**AVAILABLE INFORMATION**

The Company is subject to the informational requirements of the Securities Exchange Act of 1934 and in accordance therewith files reports, proxy statements and other information with the Securities and Exchange Commission (“SEC” or “Commission”). Such reports, proxy statements and other information can be inspected and copied at the Public Reference Room of the SEC at 100 F Street, NE, Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC’s Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet website that contains reports, proxy statements and other information about issuers, like the Company, who file electronically with the SEC. The address of the site is [www.sec.gov](http://www.sec.gov). The reports and other information filed by the Company with the SEC are also available on the Company’s internet

website. The address of the site is [www.hancockwhitney.com](http://www.hancockwhitney.com). Printed copies of any such material can be obtained from the Public Reference Section of the Commission, Washington, D.C., 20549, at prescribed rates. Information, as of particular dates, concerning directors and officers of the Company, their remuneration, and any material interest of such persons in transactions with the Company is disclosed in proxy statements distributed to stockholders of the Company and filed with the Commission.

#### **SHARES SUBJECT TO PLAN**

The Company has reserved Two Hundred Fifty Thousand (250,000) shares of Common Stock for issuance under the Plan. The number of shares so reserved shall be proportionately adjusted as a result of any stock split, combination or exchange of shares, exchange for other securities, reclassification, reorganization, merger, consolidation, or other such change related to the Company's Common Stock. Such adjustment may provide for the elimination of fractional shares.

A Registration Statement under the Securities Act of 1933, as amended, has been filed with the Commission with respect to the shares of Common Stock offered hereby. As permitted by the rules and regulations of the Commission, this Prospectus omits certain information contained in the Registration Statement on file with the Commission. The information omitted can be inspected at the office of the Commission at 450 Fifth Street, N.W., Washington, D.C., and copies can be obtained from the Commission at prescribed rates by writing to it at 450 Fifth Street, N.W., Washington, D.C. 20549. For further information pertaining to the shares of Common Stock offered hereby, reference is made to the Registration Statement, including the exhibits filed as a part thereof.

#### **AVAILABILITY OF DOCUMENTS INCORPORATED BY REFERENCE**

Upon the written or oral request of any person to whom this Prospectus is delivered, the Company will promptly furnish to such person, without charge, a copy of any and all information that has been incorporated by reference herein (not including exhibits to the information that is incorporated by reference). Such request should be directed to the Benefits Administrator, Human Resources Department, Hancock Whitney Bank, Hancock Whitney Plaza, Gulfport, MS 39501 or (228) 868-4000.

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## **THE COMPANY**

The Company is a bank holding company headquartered in Gulfport, Mississippi, organized in 1984 under the Bank Holding Company Act of 1956, as amended, and the laws of the State of Mississippi. The Company is engaged in general commercial, consumer and mortgage banking, as well as in other financial-related activities, through its wholly-owned subsidiaries, Hancock Whitney Bank (the “Bank”), Hancock Whitney Investment Services, Inc. and the subsidiaries of the Bank. The principal address of the Company is Hancock Whitney Plaza, Gulfport, Mississippi 39501, and the telephone number of the Company is (228) 868-4000.

The Company is community oriented and focuses primarily on offering commercial, consumer and mortgage loans and deposit services to individuals and small to middle market businesses in their respective market areas through the Bank. The Company’s operating strategy is to provide its customers with the financial sophistication and breadth of products of a regional bank, while successfully retaining the local appeal and level of service of a community bank.

## **GENERAL INFORMATION AND SUMMARY OF THE PLAN**

The following is a summary of certain provisions of the Plan. The principal terms of the Plan and the consequences of participation for associates are described in greater detail in a question and answer format under “Description of the Plan - Questions and Answers.” A complete copy of the Plan is attached to this Prospectus as Appendix A, and the description of the Plan contained herein is qualified in its entirety by the provisions contained in the Plan. The Plan was adopted by the Board of Directors of the Company, effective January 1, 2011, to provide a convenient means for eligible associates of the Company, the Bank and of the subsidiaries of the Company and/or the Bank to acquire shares of the Company’s Common Stock. The Company has previously maintained an Employee Stock Purchase Plan, which was originally effective January 4, 1982, and which was terminated simultaneously with the effective date of the Plan (the “Prior Plan”). All shares of Common Stock purchased and held for the benefit of an eligible associate of the Company, the Bank or a subsidiary thereof under the Prior Plan has been transferred to the Plan and shall continue to be held for the benefit of the eligible associate under the terms of the Plan unless distributed to the eligible associate at his or her request.

The Plan is administered by a committee (the “Committee”), which consists of such members as the Company’s Board of Directors may from time to time determine, who are also subject to removal by the Company’s Board of Directors. The Committee may, from time to time, delegate certain administrative duties and authority to

other committees, departments and/or personnel of the Company and/or Bank. American Stock Transfer & Trust Company, LLC serves as custodian of the Plan (the "Plan Custodian") and makes all stock purchases and maintains the accounts on behalf of the associates under the Plan. American Stock Transfer & Trust Company, LLC also serves as the Company's stock transfer agent (the "Transfer Agent").

Eligible associates of the Company, the Bank, and the subsidiaries thereof who have completed sixty (60) days or more of continuous employment with the Company, the Bank, or a subsidiary thereof, and are eighteen (18) years of age or older, are eligible to participate in the Plan.

Each eligible associate of the Company, the Bank, or a subsidiary thereof who qualifies to and does participate in the Plan (a "Participant") is permitted to authorize payroll deductions in any whole or fractional (up to two decimal places) percentage of his salary, with a minimum deduction of two dollars (\$2.00) and a maximum deduction of ten percent (10%) of salary per pay period. A Participant may not authorize deductions which exceed ten percent (10%) of the Participant's annual base salary or base compensation.

Participant payroll deductions and cash dividends on Common Stock held in a Participant's Stock Share Account under the Plan are forwarded to the Plan Custodian and are utilized to purchase shares of the Company's Common Stock on the open market, from the Company, or in private sales directly from individuals (including associates, officers or directors of the Company, the Bank, or their subsidiaries) on behalf of the Participants. Purchases will be made as soon as practicable after receipt of the payroll deduction amounts and/or cash dividends. The shares of Common Stock so purchased will be allocated to each Participant's Stock Share Account as of the purchase date.

Administrative fees and expenses incurred in connection with the purchase of Common Stock and the operation of the Plan will be paid by the Company.

A Participant may withdraw all or any portion of the shares of Common Stock allocated to his Stock Share Account under the Plan at such time or times and as often as the Participant shall elect, without terminating his participation in the Plan. As soon as practicable following a Participant's request for withdrawal the number of shares of Common Stock so requested shall be distributed to the Participant in a Direct Registration System book entry.

The Plan, which does not have a fixed termination date, may be amended or terminated by the Company at any time. The amendment or termination of the Plan will not affect a Participant's right to receive the benefit and

distribution of the Common Stock purchased on his behalf under the Plan on or before the date of such amendment or termination.

The Plan is not an employee stock purchase plan under the provisions of Section 423 of the Internal Revenue Code of 1986, as amended, (the “Code”) or a qualified plan under Section 401(a) of the Code and it is not subject to any provision of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). See “Federal Income Tax Consequences.”

## **DESCRIPTION OF THE PLAN – QUESTIONS AND ANSWERS**

### **Eligibility and Participation**

1. **Who is eligible?**

Eligible associates include all associates of the Company, the Bank or subsidiary thereof, except associates who are either (a) covered by a collective bargaining agreement, (b) a non-resident alien, (c) a leased employee, or (d) employed in one of the following classifications:

- on-call employee
- seasonal employee
- co-op employee
- project employee
- intern

2. **What eligibility requirements must be met to participate?**

If you are an eligible associate as described in Question 1 and are at least 18 years of age and have completed sixty (60) days or more of continuous employment with the Company, the Bank or any subsidiary thereof, you are eligible to participate in the Plan. Officers are eligible to participate on the same terms as other associates.

3. **How do I join?**

You may elect to participate in the Plan by completing a Payroll Authorization in such written, electronic or other form or manner as shall be designated from time to time by the Committee. You may elect to begin participation as of the first payroll period that commences on or after the first day of the month coinciding with or immediately following the date you complete both of the eligibility requirements outlined in Question 2 above. Your completed Payroll Authorization must be received no later than the beginning of payroll processing for a payroll



period in order to be effective for such payroll period and otherwise will become effective in the following payroll period.

4. If I decide not to join when I initially become eligible, will I have another opportunity?

Yes, if you decide not to participate upon initially becoming eligible, you may subsequently join the Plan at any time by completing and delivering a completed Payroll Authorization in such form and manner as designated from time to time by the Committee. Your participation will be effective as of the payroll period in which your Payroll Authorization is received, provided it is received prior to the beginning of payroll processing for such payroll period and otherwise will be effective in the following payroll period.

**Purchase of Shares**

5. How much may I contribute to the Plan?

You may make contributions to the Plan only through payroll deduction. Your payroll deduction must be stated as a percentage of your salary, and may be in any whole or fractional percentage (up to two decimal places) not to exceed ten percent (10%) of your salary per pay period. The minimum deduction that may be made, however, is \$2.00 per pay period. Salary for this purpose means your base compensation or base salary, excluding bonus, incentive, commission and overtime payments. For a Participant who is classified as a commissioned associate of the Company, the Bank or a subsidiary thereof, salary means the amount of your compensation classified as your draw. The maximum amount that you may contribute to the Plan in any year is ten percent (10%) of your salary.

A payroll deduction election is made by completing and returning a Payroll Authorization in the form and manner designated from time to time by the Committee. Your payroll deduction election shall remain in effect from payroll period to payroll period until you change or terminate your election. See Question 14 regarding changes in the amount of your payroll deduction.

6. When are shares purchased?

Your payroll deductions are forwarded to the Plan Custodian and the Plan Custodian will use the payroll deduction amounts as soon as practicable after receipt to purchase shares of Common Stock. The Plan Custodian will purchase the maximum number of shares of Common Stock at the prevailing price (see discussion of purchase price in Question 7) that can be acquired with the then available funds. The shares of Common Stock so purchased will be allocated to you and all other Participants in whole and fractional shares (computed to four decimal places) as of the purchase date as described in Question 9 and will be held as described in Question 10.

7. What price will the Plan pay?

The price the Plan will pay for the purchase of Common Stock on the Nasdaq Stock Market will be the then-traded price at the time of the purchase. The Plan Custodian may also purchase shares directly from the Company or from individuals (including associates, officers or directors of the Company, the Bank, or a subsidiary); which purchases shall be made at the then fair market value of the Common Stock. Such fair market value shall be determined by reference to the bid, asked, opening and/or closing prices as reported on the Nasdaq Stock Market as of the last day on which sales were reported immediately preceding the date of the purchase.

8. Are there any expenses to me for purchases under the Plan?

No. Any service charges and/or transactional costs incurred in connection with the purchases of shares under the Plan will be paid by the Company. No such charges will be allocated to the Plan or to your account thereunder. See Question 30 regarding Plan administration expenses.

9. How many shares can I buy?

The number of shares of Common Stock that are purchased for you under the Plan depends on the per share price of the Common Stock on the dates on which shares are purchased (see Question 7) and the amount of your payroll deductions. Since no one will know what the price of the Common Stock on each date of purchase will be until the purchase is made, the number of shares you will be able to purchase cannot be determined until the time of such purchase.

As of each purchase date (the "Allocation Date"), the Plan Custodian will determine the cost per share of all shares of Common Stock purchased on such date and will allocate such shares to the "Stock Share Account" of each Participant on a pro rata basis according to the respective funds available to each Participant on such purchase date. Both whole and fractional shares (to four decimal places) will be allocated to the Participants' Stock Share Accounts.

**Holding of Shares/Maintenance of Plan Accounts**

10. What happens to the shares purchased with my deferrals?

The Plan Custodian will hold the whole and fractional shares of Common Stock purchased from your deferrals in the Stock Share Account established for your benefit. This feature helps protect against loss, theft or

destruction of stock certificates. See Questions 16 through 18 for information regarding withdrawal of the shares from the Plan. See Question 29 for a description of the administration of the Plan.

11. How will cash and stock dividends be allocated?

Cash dividends received on Common Stock allocated to your Stock Share Account will be forwarded to the Custodian and utilized as soon as possible to acquire additional shares of Common Stock as provided in Question 6 above, which shares shall be allocated as provided in Question 9. Stock dividends and shares issued and recalled as a result of stock splits or reverse stock splits will be credited to or removed from your Stock Share Account to the extent attributable to Common Stock allocated to your Stock Share Account.

12. How do I vote the shares held in my Stock Share Account?

You have the same rights and authority of an ordinary shareholder to vote the shares held in your Stock Share Account. You will receive copies of all communications provided to the Company's shareholders, including Annual Reports, the Notice of the Company's Annual Meeting and Proxy Statement at the same time and in the same manner as such information is generally provided to shareholders.

13. Do I have other shareholder rights with respect to the shares?

In addition to the right to receive an allocation of the dividends paid on the stock allocated to your Stock Share Account and the right to vote your shares, you will, in general, have all rights and powers of an ordinary shareholder with respect to the shares of Common Stock allocated to your Stock Share Account.

**Changes in Deductions**

14. What if I want to increase or decrease the amount of my payroll deduction?

You may increase or decrease the amount of your payroll deduction at any time by completing a new Payroll Authorization in such written or electronic form and manner as designated from time to time by the Committee. The increase or decrease will become effective as of the payroll period in which your Payroll Authorization is received, provided it is received prior to the beginning of payroll processing for such payroll period and otherwise will be effective in the following payroll period.

15. How do I terminate my payroll deductions?

You have the right to terminate your payroll deductions at any time by filing written or electronic directions to that effect in such manner as shall be designated from time to time by the Committee. Such termination shall be effective for the payroll period in which such directions are received provided such directions are received prior to

the beginning of payroll processing for such payroll period, and otherwise shall be effective as of the next payroll period. Following the termination of your payroll deductions, any Common Stock in your Stock Share Account will continue to be held in accordance with the provisions of the Plan unless and until you request to withdraw such shares as herein provided (See Questions 16 – 18) or a provision for automatic distribution thereof becomes applicable (See Questions 20 and 31).

You may subsequently reinstate or elect a new salary deferral at any time by filing a new Payroll Authorization in such form and manner as required by the Committee.

### **Withdrawals from Your Plan Accounts**

16. May I withdraw shares from my Stock Share Account?

Yes, at your election, you may withdraw all or any portion of the shares allocated to your Stock Share Account at any time. A withdrawal request shall be made to the Plan's recordkeeper in such written, electronic or other form and manner as the recordkeeper shall direct.

17. How often may I withdraw shares from my Stock Share Account?

You may withdraw shares from your Stock Share Account at any time and as often as you shall request without affecting your participation in the Plan.

18. How will the shares withdrawn be distributed?

As promptly as possible after you file your request to withdraw shares from your Stock Share Account, the number of shares so requested will be distributed to you through a Direct Registration System book entry. You may thereafter continue to hold the shares in book entry form or, at your election, request the Transfer Agent to issue a stock certificate to you for your shares or to sell your shares and distribute the net proceeds to you in cash.

19. May I pledge all or part of my Stock Share Account as collateral for a loan?

No, you may not pledge any portion of your Stock Share Account, any attempt to pledge all or any portion thereof will be void and ineffective.

### **Termination of Employment**

20. What happens upon my death, retirement, or other termination of employment?

As promptly as possible after the first Allocation Date which occurs after your death, retirement, or other termination of employment, the Plan Custodian will distribute to you, or to your legal representative or beneficiary in the event of your death, all the shares of Common Stock that have been allocated to your Stock Share Account

through such Allocation Date. Such shares of Common Stock shall be distributed through a Direct Registration System book entry. You, or your beneficiary in the event of your death, will then have the same options as outlined in Question 18 above to either continue to hold the shares in book entry form or to request the Transfer Agent to issue a certificate for the shares or to sell the shares and distribute the net proceeds in cash.

21. Who is my beneficiary under the Plan in the event of my death?

You may designate on the Payroll Authorization a beneficiary or beneficiaries to receive the balance of your Stock Share Account in the event of your death. However, if you are a resident of a community property law state or if the laws of your state of residence impose any limitations or requirements on the distribution of your assets at death, such laws will control the ownership or distribution of your Stock Share Account in the event of your death. In such circumstance your beneficiary designation will be void as to all or such portion of your Stock Share Account subject to such laws and that portion of your Stock Share Account will be distributed to the person or persons required pursuant to such laws. To the extent any balance remains in your Stock Share Account after distribution has been made as required by such laws, the remaining balance will be distributed to your beneficiary as designated on the Payroll Authorization. If you have not designated a beneficiary, or if none of your designated beneficiaries survive you, the balance of your Stock Share Account will be distributed to your duly appointed legal representative.

22. Are there circumstances under which I may forfeit my benefits under the Plan?

Yes, if you admit guilt or are convicted of any crime resulting from your dishonesty in connection with the affairs of the Company, the Bank, or a subsidiary thereof, and one of these entities suffers a monetary loss in connection with such dishonesty (and the amount of such loss has been determined to the satisfaction of the Committee), then the entire balance in your Stock Share Account will be available to reimburse the Company, the Bank, or the subsidiary for its loss.

Further, if the Company, the Bank or a subsidiary thereof claims to have suffered a monetary loss as a result of your actions, upon notice to you, your Stock Share Account may be frozen and held in suspense in an amount not to exceed 110% of the purported claim. Such account shall remain frozen until the claim is fully settled between the parties and/or there is a final adjudication of the matter.

## **Sale of Shares**

23. **How do I sell the shares in my Stock Share Account?**

Once shares have been distributed to you from the Plan in a Direct Registration System book entry, whether as a withdrawal from your Stock Share Account (see Questions 16-18), due to your termination of employment (see Question 20) or due to termination of the Plan (see Question 31), you must make your own arrangements for the public or private sale of such shares. Shares that are held in book entry form may be sold by instructing the Transfer Agent to sell such shares on your behalf. In addition, the Company's Common Stock is publicly traded on the Nasdaq Stock Market; and, as such, most brokers would be able to trade your shares and provide you with further information on trading.

24. **Does any provision of the Plan restrict my sale of shares I have withdrawn for the Plan?**

No, the Plan contains no provisions restricting the resale of shares of Common Stock acquired pursuant to the Plan once you have received a distribution of those shares. Certain restrictions on resale are imposed, however, by the federal securities laws.

Generally speaking, persons who may be deemed to be "affiliates" of the Company, the Bank, or any of the subsidiaries thereof under the rules and regulations of the Securities and Exchange Commission (generally, any officer, director or holder of 5% or more of the Common Stock) will be able to sell their shares of Common Stock acquired pursuant to the Plan only upon compliance either with the requirements and limitations established by Rule 144, as adopted by the Securities and Exchange Commission, or with those of another exemption from registration requirements of the Federal Securities Act of 1933, as amended (the "Securities Act").

Persons who are not deemed to be affiliates of the Company, the Bank, or a subsidiary thereof will generally be able to resell their shares of Common Stock acquired pursuant to the Plan without compliance with the registration requirements of the Securities Act in reliance upon an exemption from registration.

## **Reports and Communications**

25. **What reports will I receive concerning my accounts?**

As a Participant in the Plan, you will have direct on-line access to review the transactions in and/or status of your Stock Share Account at [www.astfinancial.com](http://www.astfinancial.com). Such account information will be updated as soon as administratively possible after each payroll date, dividend payment date and each Allocation Date to reflect your contributions and the dividends and the stock purchases allocated to your account as of such dates. Such on-line

access shall reflect, but not necessarily be limited to (a) your contributions to the Plan, (2) the number of shares of Common Stock allocated to your Stock Share Account as of each Allocation Date, (3) the dividends allocated to your Stock Share Account, (4) any withdrawal of shares from your Stock Share Account, and (5) the cumulative total of shares of Common Stock held in your Stock Share Account.

26. What shareholder information will I receive?

All Participants will receive copies of all reports, notices of annual meetings, proxy statements and other communications distributed by the Company at the same time and in the same manner as provided to its shareholders generally. In addition, copies of such materials, generally, will be distributed to or made available to all Participants via the Investor Relations section of the Company's website at [www.hancockwhitney.com](http://www.hancockwhitney.com) no later than the time such materials are first sent to the Company's shareholders.

27. How should my Deferral Election and other communications be made?

All payroll deduction elections and/or changes, your beneficiary designation and elections to terminate your deferral election are made by completing the Payroll Authorization in such electronic or written form as shall be designated from time to time by the Committee. The recordkeeper shall also designate from time to time the electronic or written manner in which you may request a withdrawal of shares from your Stock Share Account. The Committee and/or recordkeeper will provide instructions from time to time containing the appropriate on-line address or addresses on which you may make such elections electronically and/or obtain the forms for making such elections. If you have questions regarding the Plan or your Stock Share Account under the Plan, such questions should be directed to the attention of the Benefits Administrator via HRLink or via U.S. mail addressed to Human Resources, Hancock Whitney Plaza, Gulfport, MS 39501.

**Transfer of Rights**

28. Can I transfer my rights under the Plan?

Generally, no. During your lifetime, you cannot transfer or assign any of your rights or interests under the Plan.

**Administration of Plan**

29. How is the Plan administered?

The Plan is administered by a Committee, which consists of individuals who are appointed and subject to removal by the Company's Board of Directors.

The Committee is authorized to interpret the Plan and to adopt rules and regulations not inconsistent with the Plan, to the extent it deems necessary for the administration of the Plan.

The Committee has authority to delegate certain of its administrative duties and authority to other committees, departments and/or personnel of the Company or the Bank. The Committee has delegated to the Human Resources Department of the Bank the duty to monitor the operations of the Plan for compliance with the Plan document and the additional rules and regulations that may be established from time to time by the Committee. The Committee has appointed American Stock Transfer & Trust Company, LLC (“AST”) as recordkeeper of the Plan.

AST serves as the recordkeeper and Plan Custodian and has responsibility for performing the duties of such recordkeeper and Plan Custodian, respectively, as described in the previous questions.

30. What administrative expenses are charged to the Plan?

The Employer bears the costs of administering the Plan. No such costs will be charged against the Plan or your Stock Share Account. However, there may be costs or fees associated with obtaining a certificate for your shares from your book entry account or having the Transfer Agent sell your shares on your behalf. You should contact the Transfer Agent regarding any such costs or fees before requesting a certificate or authorizing the sale of your shares.

### **Plan Amendments**

31. Can the Plan be amended or terminated?

Yes, the Board of Directors of the Company may amend or terminate the Plan at any time. In addition, the Plan will terminate when the total number of shares reserved for issuance under the Plan have been purchased. However, no amendment may affect your right or the right of any other Participant to the benefit of contributions which you or such other Participant made prior to the date of the amendment. In the event of termination, all available funds, if any, will be utilized to acquire the maximum number of shares of Common Stock, which shares shall be allocated to all participants’ Stock Share Accounts in accordance with the terms of the Plan. All shares of Common Stock will be distributed to the participants in Direct Registration System book entries within sixty (60) days of such allocation.



## **FEDERAL INCOME TAX CONSEQUENCES**

The following discussion is only a summary of certain current federal income tax provisions relating to the Plan as in effect as of the date of this Prospectus. Individual circumstances may vary these results. The federal income tax laws and regulations are subject to change at any time, and each Participant should rely on his own tax advisor for advice concerning the federal income tax provisions applicable to the Plan.

### **General**

The Plan is neither an “employee stock purchase plan” under Section 423 of the Code or a “qualified plan” within the meaning of Section 401(a) of the Code.

### **Acquisition of Shares**

Amounts deducted from a Participant's paycheck and contributed to the Plan to purchase shares of Common Stock under the Plan will be deducted from the Participant's net pay after withholding all applicable taxes, including income and social security taxes, on such amounts. Thus, Participants are taxed on their full annual compensation or salary from the Employer, notwithstanding that a portion is deducted and contributed to the Plan. There are no income tax consequences to the Participants when stock is acquired by the Plan and/or allocated to the Participants' Stock Share Accounts.

### **Withdrawal/Distribution of Shares**

There are no income tax consequences to the Participants upon the withdrawal or distribution of the shares from the Participants' Stock Share Accounts. The shares will be transferred to the Participants in a Direct Registration System book entry account having the same cost basis as under the Plan (i.e., the purchase price paid for the shares by the Plan). Gain or loss, if any, will be recognized upon a subsequent sale of the shares as explained in the Section titled “Sale of Shares” below.

### **Sale of Shares**

Upon a Participant's subsequent sale of shares of Common Stock acquired through purchase under the Plan, any difference between the net proceeds of sale and the Participant's cost basis for the shares sold (i.e., the purchase price paid for the shares by the Plan) will result in taxable capital gain or loss to the Participant. Such capital gain or loss will be long-term gain or loss if the shares were held for more than one year after the shares were allocated to the Participant's Stock Share Account and will be short-term gain or loss if the shares were held for less than one year after such allocation. A Participant's holding period commences on the date after the shares are allocated to the

Participant's Stock Share Account. Short term capital gains are taxed at ordinary income tax rates. The current effective tax rates on long-term capital gains applicable to the sale of shares of Common Stock are generally 0%, 15%, or 20% depending on the Participant's taxable income.

### **Identification of Shares Sold**

In the event a Participant sells less than all of a Participant's shares of Common Stock acquired under the Plan, the shares that were allocated earliest to the Participant's Stock Share Account will be treated as sold first for purposes of determining the basis of such shares and the gain or loss from the sale thereof, unless the Participant follows procedures required by the Internal Revenue Service to utilize a different method of identifying such shares. If a Participant wishes to have shares other than those which were first allocated to the Participant's Stock Share Account treated as sold, the Participant should consult a tax advisor prior to his proposed sale for instructions regarding such procedures.

### **Receipt of Dividends**

Any dividends received on shares of Common Stock held in a Participant's Stock Share Account will be taxable to such Participant as dividend income, even if reinvested in Common Stock under the Plan. Under current federal tax law, dividends on the Common Stock may be taxed at a rate of 0%, 15% or 20% (depending on the Participant's taxable income) if the shares have been held in the Participant's Stock Share Account for a specified holding period. If this holding period requirement is not met, the dividends are taxed at the ordinary income tax rate otherwise applicable to the Participant. The tax rates applicable to dividends are subject to change at any time and a tax advisor should be consulted as to the rates in effect at the time a dividend is paid.

### **DESCRIPTION OF THE COMMON STOCK**

Our amended Articles of Incorporation (the "Articles") authorize the issuance of 350,000,000 shares of Common Stock, par value \$3.33 per share. The common stock is listed on the Nasdaq Global Select Market. Its symbol is "HWC." This Prospectus covers an aggregate of 250,000 shares of the Company's Common Stock, as may be adjusted in the future for stock splits and other like transactions.

This is not a complete description of the Company's Common Stock. You should refer to the applicable provisions of the Company's Articles, as amended, a copy of which has been filed with the SEC and is incorporated by reference into the registration statement of which this Prospectus is a part, as well as to the Mississippi Business Corporation Act, for a complete statement of the terms and rights of the Common Stock.

### **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

For information concerning indemnification of the Company's directors and officers, you should refer to the applicable provisions of the Company's Articles, as amended, a copy of which has been filed with the SEC and is incorporated by reference into the registration statement of which this Prospectus is a part, as well as to the Mississippi Business Corporation Act.

### **INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

The following documents are incorporated herein and by reference in the registration statement on Form S-8 filed by the Company with the Securities and Exchange Commission:

1. The Annual Report of the Company on Form 10-K for its fiscal year ended December 31, 2017.
2. All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year referred to in (1) above.
3. The descriptions of the Common Stock of the Company contained in registration statements filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.
4. All other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of the registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of the registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

### **REQUESTS FOR ADDITIONAL COPIES OF PROSPECTUS**

The Company will furnish at no cost an additional copy of the Prospectus (and Appendix thereto and documents incorporated therein by reference) and the Company's reports filed with the Securities and Exchange Commission to anyone upon request. Please contact the Benefits Administrator, Human Resources Department, Hancock Whitney Bank, Hancock Whitney Plaza, Gulfport, MS 39501 or (228) 868-4000 or 1-800-522-6542 in that regard.

THIS DOCUMENT CONSTITUTES A PROSPECTUS COVERING SECURITIES THAT HAVE BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933 (REGISTRATION NUMBER 333-171518).