

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name HANCOCK WHITNEY CORPORATION		2 Issuer's employer identification number (EIN) 64-0693170	
3 Name of contact for additional information TRISHA VOLTZ CARLSON	4 Telephone No. of contact (504) 299-5208	5 Email address of contact TRISHA.CARLSON@HANCOCKWHITNEY.COM	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact HANCOCK WHITNEY PLAZA, 2510 14TH STREET		7 City, town, or post office, state, and ZIP code of contact GULFPORT, MS 39501	
8 Date of action SEPTEMBER 21, 2019		9 Classification and description COMMON STOCK	
10 CUSIP number 410120109	11 Serial number(s)	12 Ticker symbol HWC (NASDAQ)	13 Account number(s)

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► Pursuant to the terms of the agreement and plan of merger, dated April 30, 2019, (the "Agreement") by and between Midsouth and Hancock Whitney, Midsouth merged with and into Hancock Whitney (the "Merger"), subject to the terms and conditions set forth in the Agreement, with Hancock Whitney surviving. The Merger occurred on September 21, 2019, whereby holders of Midsouth common stock, par value of \$0.10 per share, became entitled to receive 0.2952 shares of Hancock Whitney common stock, par value of \$3.33 per share. Hancock Whitney did not issue any fractional shares. In lieu of fractional shares, Hancock Whitney paid each former Midsouth common stock shareholder who otherwise would have received such fractional shares an amount of cash (rounded to the nearest cent) determined by multiplying (a) the average of the close sale price of Hancock Whitney common stock on the NASDAQ for the five full trading days ending on the day preceding September 21, 2019 by (b) the fraction of a share (rounded to the nearest thousandth when expressed in decimal form) of Hancock Whitney common stock which such holder would otherwise have been entitled to receive.
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► The merger of Midsouth with and into Hancock Whitney was intended to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986 ("Code"), as amended. As such, generally no gain or loss is recognized upon the conversion of the Midsouth common stock to Hancock Whitney common stock, except with respect to cash received in lieu of fractional shares. The aggregate adjusted tax basis of the Hancock Whitney common stock received by Midsouth shareholders (including any fractional shares deemed received and redeemed for cash as described below) will equal the aggregated adjusted tax basis in the Midsouth common stock surrendered. The receipt by a Midsouth shareholder of cash in lieu of fractional shares will be treated as if the fractional shares had been distributed and then sold for cash in a taxable transaction. As such, gain or loss will be recognized on the difference between the cash received and the aggregate adjusted tax basis allocable to the fractional shares. Such gain or loss will be capital gain or loss. The Hancock Whitney common stock holding period will include the Midsouth common stock holding period, for which it was exchanged.
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Item 15 above for information regarding basis in the Hancock Whitney common stock received by Midsouth shareholders. Fair market value is the price at which property would exchange hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. federal income tax law does not specify how to determine fair market value of the Hancock Whitney common stock and the Midsouth common stock for purposes of allocating tax basis. A reasonable approach to determine fair market value would be the NASDAQ closing price on September 20, 2019 for Hancock Whitney common stock (\$38.42 per share), and the NYSE market closing price on September 20, 2019 for Midsouth common stock (\$11.44 per share). Recipients should consult their tax advisor to determine what measure of fair market value is appropriate.

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► As mentioned in Item 15, the Merger is intended to qualify as a reorganization within the meaning of Section 368(a) of the Code, as amended. The federal income tax consequences to the former Midsouth shareholders are determined under Sections 354, 356, 358 and 1221 of the Code.

18 Can any resulting loss be recognized? ► Midsouth shareholders generally cannot recognize losses upon the exchange of Midsouth common stock for Hancock Whitney common stock, except for the losses resulting from the exchange of fractional shares for cash in lieu.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► The Merger and resulting stock exchange became effective on September 21, 2019. Thus, the reportable year for the Midsouth shareholder is the taxable year of the stockholder that includes the aforementioned date (e.g., For a Midsouth shareholder whose taxable year is the calendar year, the reportable tax year is 2019.).

For further information, please read the Proxy Statement/Prospectus of Hancock Whitney and Midsouth on Form 424(B)(3), dated August 13, 2019 (Registration No. 333-232716), noting the section "Material U.S. Federal Income Tax Consequences of the Merger" on pages 84-86.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ► Bonnie LewDate ► 11/1/2019Print your name ► Bonnie LewTitle ► Corporate Tax Officer**Paid Preparer Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	

HANCOCK WHITNEY CORPORATION

EIN: 64-0693170

Attachment to IRS Form 8937, Report of Organizational Actions Affecting Basis of Securities

PART I: REPORT ISSUER

As further described herein and on Form 8937, Midsouth Bancorp, Inc., a Louisiana corporation ("Midsouth") merged with and into Hancock Whitney Corporation, a Louisiana corporation ("Hancock Whitney"). Stockholders of Midsouth received shares of Hancock Whitney common stock in exchange for their shares of Midsouth common stock in the Merger.

CONSULT YOUR TAX ADVISOR

The above information and the information included on Form 8937 do not constitute tax advice. It is being provided pursuant to Section 6045B of the Code to provide a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Merger on the tax basis of Hancock Whitney stock received in the Merger in exchange for Midsouth stock.

It does not purport to be complete or to address the tax consequences that may apply to any particular shareholder, and each shareholder is urged to consult his or her own tax advisor regarding the tax consequences of the merger.