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HANCOCK WHITNEY CORP

FORM 8-K
(Current report filing)

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Address	ONE HANCOCK WHITNEY PLAZA P O BOX 4019 GULFPORT, MS, 39501
Telephone	5042995208
CIK	0000750577
Symbol	HWC
SIC Code	6022 - State Commercial Banks
Industry	Banks
Sector	Financials
Fiscal Year	12/31

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): November 12, 2026

HANCOCK WHITNEY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Mississippi	001-36872	64-0693170
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Hancock Whitney Plaza 2510 14th Street Gulfport, Mississippi	39501
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (228) 868-4000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Exchange on Which Registered
COMMON STOCK, $3.33 PAR VALUE	HWC	Nasdaq
6.25% SUBORDINATED NOTES	HWCPZ	Nasdaq

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2)

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On November 12, 2026, Hancock Whitney Corporation ("Hancock Whitney") parent company of Hancock Whitney Bank, and Trustmark Corporation ("Trustmark"), parent company of Trustmark Bank, issued a joint press release announcing the execution of the Agreement and Plan of Merger, dated as of November 11, 2026 by and between Hancock Whitney and Trustmark pursuant to which, upon the terms and subject to the conditions set forth therein, Trustmark will merge with and into Hancock Whitney, with Hancock Whitney continuing as the surviving corporation. The acquisition is expected to close late in the first quarter of 2027, subject to the receipt of regulatory approvals, shareholder approvals and the satisfaction of other customary closing conditions.

A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

In addition, Hancock Whitney and Trustmark provided supplemental information regarding the proposed transaction in connection with presentations to analysts and investors. A copy of the investor presentation is furnished with this Current Report on Form 8-K as Exhibit 99.2.

In accordance with the General Instruction B.2 of Form 8-K, the information presented herein pursuant to Item 7.01, "Regulation FD," shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or shall the information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Important Cautionary Statement about Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of section 27A of the Securities Act of 1933, as amended, and section 21E of the Exchange Act. Forward-looking statements may include statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of Hancock Whitney and Trustmark, the expected timing of completion of the transaction, and other statements that are not historical facts. Any forward-looking statement made in this Current Report on Form 8-K is subject to the
safe harbor protections set forth in the Private Securities Litigation Reform Act of 1995. Such statements are subject to numerous assumptions, risks, estimates, uncertainties, and other important factors that change over time and could cause actual results to differ materially from any results, performance, or events expressed or implied by such forward-looking statements, including as a result of the factors referenced below. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These statements often include the words "believes," "expects," "anticipates," "estimates," "intends," "plans," "forecast," "goals," "targets," "initiatives," "focus," "potentially," "probably," "projects," "outlook," or similar expressions or future conditional verbs such as "may," "will," "should," "would," and "could." Forward-looking statements are based upon the current beliefs and expectations of management and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Hancock Whitney and Trustmark caution that the forward-looking statements in this communication are not guarantees of future performance and involve a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond Hancock Whitney's and Trustmark's control. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements or historical performance: the impact of current and future economic conditions, including the effects of declines in the real estate market,

tariffs or trade wars (including reduced consumer spending, lower economic growth or recession, reduced demand for U.S. exports, disruptions to supply chains, and decreased demand for other banking products and services), high unemployment, inflationary pressures, increasing insurance costs, fluctuations in interest rates, including the impact of changes in interest rates on our financial projections, models and guidance and slowdowns in economic growth, as well as the financial stress on borrowers as a result of the foregoing,general economic business conditions in our local markets, Federal Reserve action with respect to interest rates, the effects of war or other conflicts, acts of terrorism, climate change, the impact of natural or man-made disasters, the adequacy of our enterprise risk management framework, potential claims, damages, penalties, fines and reputational damage resulting from pending or future litigation, regulatory proceedings, assessments, and enforcement actions, as well as the impact of negative developments affecting the banking industry and the resulting media coverage; the timing, benefits, the potential impact of third-party business combinations in our footprint on our performance and financial condition, the effectiveness of derivative financial instruments and hedging activities to manage risks, projected tax rates, increased cybersecurity risks, including potential business disruptions or financial losses, and the impact of artificial intelligence on our business operations, the adequacy of our internal controls over financial and non-financial reporting, the impact of changes in U.S. laws or policies, including those related to credit card interest rates, the financial impact of regulatory requirements and tax reform legislation, deposit trends, credit quality trends, net interest margin trends, future expense levels, future profitability, supplemental disclosure items, improvements in expense to revenue (efficiency) ratio, purchase accounting impacts and expected returns; the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the merger agreement between Hancock Whitney and Trustmark; the outcome of any legal proceedings that may be instituted against Hancock Whitney or Trustmark; delays in completing the proposed transaction involving Hancock Whitney and Trustmark; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to obtain Hancock Whitney shareholder approval or Trustmark shareholder approval or to satisfy any of the other conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Hancock Whitney and Trustmark do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the ability of Hancock Whitney and Trustmark to meet expectations regarding the timing, completion and accounting and tax treatment of the transaction; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer or employee relationships, including those resulting from the announcement or completion of the transaction; the ability to complete the transaction and integration of Hancock Whitney and Trustmark successfully; the dilution caused by Hancock Whitney's issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Hancock Whitney and Trustmark.

Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Additional factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in Part I, “Item 1A. Risk Factors” of Hancock Whitney’s Annual Report on Form 10-K for the year ended December 31, 2025, and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended September 30, 2026, each of which is on file with the U.S. Securities and Exchange Commission (“the SEC”) and available on the "Investor Relations" section of Hancock Whitney's website, investors.hancockwhitney.com, and in other documents Hancock Whitney files with the SEC, and in Trustmark's Annual Report on Form 10-K for the year ended December 31, 2025 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended September 30, 2026, each of which is available on Trustmark's investor relations website, investorrelations.trustmark.com and in other documents Trustmark files with the SEC.

Important Additional Information and Where to Find It

In connection with the proposed transaction, Hancock Whitney will file with the SEC a Registration Statement on Form S-4 (the "registration statement"), that will include a joint Proxy Statement of Hancock Whitney and Trustmark and a Prospectus of Hancock Whitney, (the "joint proxy statement/prospectus"), as well as other relevant documents regarding the proposed transaction. The proposed transaction involving Hancock Whitney and Trustmark will be submitted to Hancock Whitney's shareholders and Trustmark's shareholders for their consideration. INVESTORS, SHAREHOLDERS OF HANCOCK WHITNEY AND SHAREHOLDERS OF TRUSTMARK ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AND THE FEDERAL RESERVE, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the definitive joint proxy statement/prospectus, as well as other filings containing information about Hancock Whitney and Trustmark, without charge, from the SEC's website (www.sec.gov) and Hancock Whitney's website at investors.hancockwhitney.com and Trustmark's website at investorrelations.trustmark.com. Copies of the joint proxy statement/prospectus, when available, and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Hancock Whitney Investor Relations, Hancock Whitney Corporation, Hancock Whitney Plaza, 2510 14th Street, Gulfport, Mississippi 39501, Attention: Investor Relations, by calling 504.299.5706, or by sending an e-mail to investorrelations@hancockwhitney.com. Copies of the joint proxy statement/prospectus, when available, and the filings containing information about Trustmark may be obtained after their filing with the SEC, without charge, by directing a request to Trustmark Investor Relations, Trustmark Corporation, 248 East Capitol Street, Jackson, Mississippi 39201, by calling 601.208.6898, or by sending an e-mail to investorrelations@trustmark.com. References to Hancock Whitney's and Trustmark's websites do not constitute incorporation by reference of the information contained on those websites and such information is not, and should not be, deemed part of this filing.

Participants in the Solicitation

Hancock Whitney, Trustmark, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Hancock Whitney and shareholders of Trustmark in connection with the proposed transaction. Information regarding the interests of the directors and executive officers of Hancock Whitney and Trustmark and other persons who may be deemed to be participants in the solicitation of shareholders of Hancock Whitney and Trustmark in connection with the transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the definitive joint proxy statement/prospectus related to the transaction, which will be filed by Hancock Whitney with the SEC. Information regarding Hancock Whitney's directors and executive officers is available in its definitive proxy statement relating to its 2026 Annual Meeting of Shareholders, which was filed with the SEC on March 17, 2026, and other documents filed by Hancock Whitney with the SEC. Information regarding Trustmark's directors and executive officers is available in its definitive proxy statement relating to its 2026 Annual Meeting of Shareholders, which was filed with the SEC on March 16, 2026, and other documents filed by Trustmark with the SEC. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials filed with the SEC and by Hancock Whitney and Trustmark, respectively. Free copies of these documents may be obtained as described above under "Important Additional Information and Where to Find It."

No Offer or Solicitation

This communication is for informational purposes only and is not intended to and does not constitute an offer to subscribe for, buy or sell, or the solicitation of an offer to subscribe for, buy or sell, or an invitation to subscribe for, buy or sell any securities or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, invitation, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, and otherwise in accordance with applicable law.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Joint press release of Hancock Whitney and Trustmark dated November 12, 2026
99.2	Presentation Slides dated November 12, 2026 (furnished with the SEC as part of this Form 8-K).
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HANCOCK WHITNEY CORPORATION

November 12, 2026

By: /s/ Michael M. Achary
Michael M. Achary
Chief Financial Officer

Exhibit 99.1

FOR IMMEDIATE RELEASE
November 12, 2026

Ashleigh Flower Wilshire
SVP, Head of Investor Relations 601.208.6898
ashleigh.wilshire@hancockwhitney.com

F. Joseph Rein, Jr.
EVP, Chief Corporate Strategy Officer
504.299.5076
jrein@trustmark.com

Hancock Whitney Corporation to acquire Trustmark Corporation

Creating long-term value for shareholders through compelling combination

GULFPORT, Miss. (November 12, 2026) — Hancock Whitney Corporation (Nasdaq: HWC), parent company of Hancock Whitney Bank, and Trustmark Corporation ("Trustmark") (NASDAQ: TRMK), parent company of Trustmark Bank, jointly announced today that they have entered into a definitive agreement and plan of merger, pursuant to which Trustmark will merge with and into Hancock Whitney in an all-stock transaction valued at approximately $3.2 billion.

This merger establishes a premier Gulf South regional bank with approximately $58 billion in assets and a presence across six Southeastern states, combining the scale and capabilities of a larger institution with the client focus and relationship banking approach that defines both organizations. The merger unites two strong, high-performing Mississippi headquartered franchises with proven performance, robust liquidity, and solid capital foundations, creating a stronger platform for profitable growth. The combined organization is expected to deliver improved profitability, maintain strong pro-forma capital ratios, and increase the scale and resources needed to invest in high-growth markets, while continuing to support customers and communities throughout its core footprint.

"We are pleased to welcome Trustmark to the Hancock Whitney organization," said John M. Hairston, President and CEO of Hancock Whitney. "By bringing together two high-performing banks with shared values, complementary capabilities, and a relentless focus on client success, we create an organization that is stronger as one. This combination enhances our platform, expands growth opportunities, strengthens the core deposit franchise, and broadens the capabilities we deliver to consumer and business clients."

Duane Dewey, President and CEO of Trustmark, commented, "We and Hancock Whitney have long held a shared commitment to exceptional client service and relationship banking. Given the strong cultural alignment and complementary business lines between our two organizations, we believe this transaction will generate substantial value and meaningful benefits for our customers, shareholders, associates, and communities."

Like Trustmark, Hancock Whitney has a strong tradition of community support through meaningful local partnerships, investment, and community engagement. Following the merger, Hancock Whitney will continue to foster existing Trustmark relationships with local community partners and the planned Central Mississippi Advisory Board will enhance Hancock Whitney's business development opportunities throughout the region.

The merger is expected to close late in the first quarter of 2027, subject to the receipt of regulatory approvals, approval by Hancock Whitney and Trustmark shareholders, and the satisfaction of other customary closing conditions. Five members of Trustmark's Board of Directors will join Hancock Whitney's Board of Directors following the transaction close, including Duane Dewey. Upon conversion, which is expected in late 2027, Trustmark associates and branches will operate under the Hancock Whitney name and brand.

Transaction Terms
Under the terms of the merger agreement, Hancock Whitney will issue 0.7463 shares of common stock for each outstanding share of Trustmark common stock in a 100% stock transaction. Based on Hancock Whitney's closing stock price on November 11, 2026, the consideration implies an aggregate transaction value of approximately $3.2 billion. The transaction is expected to be approximately 7% accretive to Hancock Whitney's 2028 estimated earnings per share, mildly dilutive to regulatory capital at close, and approximately 7% dilutive to tangible book value per share with earn-back in approximately 2.8 years inclusive of merger expenses. At close, Hancock Whitney's shareholders will own approximately 65% and Trustmark shareholders will own approximately 35% of the combined company.

Advisors
Raymond James & Associates, Inc. is serving as financial advisor to Hancock Whitney and Wachtell, Lipton, Rosen & Katz is serving as legal advisor. Goldman Sachs & Co., LLC is serving as financial advisor to Trustmark and Covington & Burling LLP and Brunini, Grantham, Grower & Hewes, PLLC, are serving as legal advisor.

Teleconference/Webcast Information
Hancock Whitney and Trustmark's management will host a conference call to discuss the acquisition on Thursday, November 12, 2026 at 8:00 a.m. Central Time, to discuss the strategic and financial implications of the transaction. A live listen-only webcast of the call will be available under the Investor Relations section of Hancock Whitney's website at investors.hancockwhitney.com and the Investor Relations section of Trustmark's website at investorrelations.trustmark.com. A link to the release and slide presentation are also posted as part of the webcast link. To participate in the Q&A portion of the call, dial 833-461-5787, access code 272691256.

About Hancock Whitney
Since the late 1800s, Hancock Whitney has embodied core values of Honor & Integrity, Strength & Stability, Commitment to Service, Teamwork, and Personal Responsibility. Hancock Whitney offices and financial centers in Mississippi, Alabama, Florida, Louisiana, and Texas offer comprehensive financial products and services, including traditional and online banking; commercial and small business banking; private banking; trust and investment services; healthcare banking; and mortgage services. The company also operates combined loan and deposit production offices in the greater metropolitan areas of Nashville, Tennessee, and Atlanta, Georgia. More information is available at www.hancockwhitney.com.

About Trustmark
Trustmark Corporation is a bank holding company headquartered in Jackson, Mississippi, with assets of $19.1 billion as of September 30, 2026. Trustmark Corporation trades on the NASDAQ under the symbol “TRMK.” Through its wholly owned subsidiaries, Trustmark operates as a financial services organization providing banking and financial solutions to corporate institutions and individual customers through offices in Alabama, Florida, Georgia, Mississippi, Tennessee and Texas. Additional corporate information is available at www.trustmark.com.

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performance and financial condition, the effectiveness of derivative financial instruments and hedging activities to manage risks, projected tax rates, increased cybersecurity risks, including potential business disruptions or financial losses, and the impact of artificial intelligence on our business operations, the adequacy of our internal controls over financial and non-financial reporting, the impact of changes in U.S. laws or policies, including those related to credit card interest rates, the financial impact of regulatory requirements and tax reform legislation, deposit trends, credit quality trends, net interest margin trends, future expense levels, future profitability, supplemental disclosure items, improvements in expense to revenue (efficiency) ratio, purchase accounting impacts and expected returns; the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the merger agreement between Hancock Whitney and Trustmark; the outcome of any legal proceedings that may be instituted against Hancock Whitney or Trustmark; delays in completing the proposed transaction involving Hancock Whitney and Trustmark; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to obtain Hancock Whitney shareholder approval or Trustmark shareholder approval or to satisfy any of the other conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Hancock Whitney and Trustmark do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the ability of Hancock Whitney and Trustmark to meet expectations regarding the timing, completion and accounting and tax treatment of the transaction; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer or employee relationships, including those resulting from the announcement or completion of the transaction; the ability to complete the transaction and integration of Hancock Whitney and Trustmark successfully; the dilution caused by Hancock Whitney's issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Hancock Whitney and Trustmark.

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No Offer or Solicitation
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Ex 99.2


HANCOCK
WHITNEY
Trustmark
Built on History. Strengthened by Scale.
November 12, 2026

Important cautionary statement about forward-looking statements

This presentation contains forward-looking statements within the meaning of section 27A of the Securities Act of 1933, as amended, and section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may include statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of Hancock Whitney and Trustmark, the expected timing of completion of the transaction, and other statements that are not historical facts. Any forward-looking statement made in this presentation is subject to the safe harbor protections set forth in the Private Securities Litigation Reform Act of 1995. Such statements are subject to numerous assumptions, risks, estimates, uncertainties, and other important factors that change over time and could cause actual results to differ materially from any results, performance, or events expressed or implied by such forward-looking statements, including as a result of the factors referenced below. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. These statements often include the words "believes," "expects," "anticipates," "estimates," "intends," "plans," "forecast," "goals," "targets," "initiatives," "focus," "potentially," "probably," "projects," "outlook," or similar expressions or future conditional verbs such as "may," "will," "should," "would," and "could." Forward-looking statements are based upon the current beliefs and expectations of management and on information currently available to management. Our statements speak as of the date hereof, and we do not assume any obligation to update these statements or to update the reasons why actual results could differ from those contained in such statements in light of new information or future events.

Hancock Whitney and Trustmark caution that the forward-looking statements in this communication are not guarantees of future performance and involve a number of known and unknown risks, uncertainties and assumptions that are difficult to assess and are subject to change based on factors which are, in many instances, beyond Hancock Whitney's and Trustmark's control. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements or historical performance: the impact of current and future economic conditions, including the effects of declines in the real estate market, tariffs or trade wars (including reduced consumer spending, lower economic growth or recession, reduced demand for U.S. exports, disruptions to supply chains, and decreased demand for other banking products and services), high unemployment, inflationary pressures, increasing insurance costs, fluctuations in interest rates, including the impact of changes in interest rates on our financial projections, models and guidance and slowdowns in economic growth, as well as the financial stress on borrowers as a result of the foregoing, general economic business conditions in our local markets, Federal Reserve action with respect to interest rates, the effects of war or other conflicts, acts of terrorism, climate change, the impact of natural or man-made disasters, the adequacy of our enterprise risk management framework, potential claims, damages, penalties, fines and reputational damage resulting from pending or future litigation, regulatory proceedings, assessments, and enforcement actions, as well as the impact of negative developments affecting the banking industry and the resulting media coverage; the timing, benefits, the potential impact of third-party business combinations in our footprint on our performance and financial condition, the effectiveness of derivative financial instruments and hedging activities to manage risks, projected tax rates, increased cybersecurity risks, including potential business disruptions or financial losses, and the impact of artificial intelligence on our business operations, the adequacy of our internal controls over financial and non-financial reporting, the impact of changes in U.S. laws or policies, including those related to credit card interest rates, the financial impact of regulatory requirements and tax reform legislation, deposit trends, credit quality trends, net interest margin trends, future expense levels, future profitability, supplemental disclosure items, improvements in expense to revenue (efficiency) ratio, purchase accounting impacts and expected returns; the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the merger agreement between Hancock Whitney and Trustmark; the outcome of any legal proceedings that may be instituted against Hancock Whitney or Trustmark; delays in completing the proposed transaction involving Hancock Whitney and Trustmark; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to obtain Hancock Whitney shareholder approval or Trustmark shareholder approval or to satisfy any of the other conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Hancock Whitney and Trustmark do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; the ability of Hancock Whitney and Trustmark to meet expectations regarding the timing, completion and accounting and tax treatment of the transaction; diversion of management's attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer or employee relationships, including those resulting from the announcement or completion of the transaction; the ability to complete the transaction and integration of Hancock Whitney and Trustmark successfully; the dilution caused by Hancock Whitney's issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Hancock Whitney and Trustmark. Investors are cautioned against placing undue reliance on such statements. Actual results may differ materially from those set forth in the forward-looking statements. Additional factors that could cause actual results to differ materially from those described in the forward-looking statements can be found in Part I, "Item 1A. Risk Factors" of Hancock Whitney's Annual Report on Form 10-K for the year ended December 31, 2025, and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended September 30, 2026, each of which is on file with the U.S. Securities and Exchange Commission ("the SEC") and available on the "Investor Relations" section of Hancock Whitney's website, investors.hancockwhitney.com, and in other documents Hancock Whitney files with the SEC, and in Trustmark's Annual Report on Form 10-K for the year ended December 31, 2025 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended September 30, 2026, each of which is available on Trustmark's investor relations website, investorrelations.trustmark.com and in other documents Trustmark files with the SEC.

Important cautionary statement about forward-looking statements (cont.)

In connection with the proposed transaction, Hancock Whitney will file with the SEC a Registration Statement on Form S-4 (the "registration statement"), that will include a joint Proxy Statement of Hancock Whitney and Trustmark and a Prospectus of Hancock Whitney, (the "joint proxy statement/prospectus"), as well as other relevant documents regarding the proposed transaction. The proposed transaction involving Hancock Whitney and Trustmark will be submitted to Hancock Whitney's shareholders and Trustmark's shareholders for their consideration. INVESTORS, SHAREHOLDERS OF HANCOCK WHITNEY AND SHAREHOLDERS OF TRUSTMARK ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC AND THE FEDERAL RESERVE, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the definitive joint proxy statement/prospectus, as well as other filings containing information about Hancock Whitney and Trustmark, without charge, from the SEC's website (www.sec.gov), Hancock Whitney's website at investors.hancockwhitney.com and Trustmark's website at investorrelations.trustmark.com. Copies of the joint proxy statement/prospectus, when available, and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, without charge, by directing a request to Hancock Whitney Investor Relations, Hancock Whitney Corporation, Hancock Whitney Plaza, 2510 14th Street, Gulfport, Mississippi 39501, Attention: Investor Relations, by calling 504.299.5706, or by sending an e-mail to investorrelations@hancockwhitney.com. Copies of the joint proxy statement/prospectus, when available, and the filings containing information about Trustmark may be obtained after their filing with the SEC, without charge, by directing a request to Trustmark Investor Relations, Trustmark Corporation, 248 East Capitol Street, Jackson, Mississippi 39201, by calling 601.208.6898, or by sending an e-mail to investorrelations@trustmark.com. References to Hancock Whitney's and Trustmark's websites do not constitute incorporation by reference of the information contained on those websites and such information is not, and should not be, deemed part of this filing.

Hancock Whitney, Trustmark, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Hancock Whitney and shareholders of Trustmark in connection with the proposed transaction. Information regarding the interests of the directors and executive officers of Hancock Whitney and Trustmark and other persons who may be deemed to be participants in the solicitation of shareholders of Hancock Whitney and Trustmark in connection with the transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the definitive joint proxy statement/prospectus related to the transaction, which will be filed by Hancock Whitney with the SEC. Information regarding Hancock Whitney's directors and executive officers is available in its definitive proxy statement relating to its 2026 Annual Meeting of Shareholders, which was filed with the SEC on March 17, 2026, and other documents filed by Hancock Whitney with the SEC. Information regarding Trustmark's directors and executive officers is available in its definitive proxy statement relating to its 2026 Annual Meeting of Shareholders, which was filed with the SEC on March 16, 2026, and other documents filed by Trustmark with the SEC. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials filed with the SEC and by Hancock Whitney and Trustmark, respectively. Free copies of these documents may be obtained as described above under "Important Additional Information and Where to Find It."

This communication is for informational purposes only and is not intended to and does not constitute an offer to subscribe for, buy or sell, or the solicitation of an offer to subscribe for, buy or sell, or an invitation to subscribe for, buy or sell any securities or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, invitation, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act, and otherwise in accordance with applicable law.

Creating the Premier Gulf South Bank

Transaction at a Glance

- A strategic transaction that enhances the combined company's ability to scale
- Significant value creation through expected synergies and growth
- Strengthens core deposit franchise
- Deepens banking capabilities and market leadership

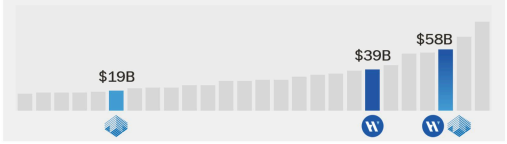
Pro Forma Snapshot[1]

$58B Assets	$40B Gross Loans
$48B Deposits	$65B Wealth AUM / AUA
370 Branches	$8.9B Market Cap

Growth in Key Markets and Expansion to TN



Top Regional Banks in the South[2]



(1) Combined data as of September 30, 2026; market data as of November 11, 2026
(2) Ranked by total assets; top 25 publicly-traded banks under $100B in total assets headquartered in the South, as defined by the U.S. Census Bureau
Source: S&P Capital IQ Pro

Transaction Highlights

1 Creates the Premier Gulf South Bank

- Creates a ~$58 billion Gulf South regional bank better positioned to compete with dominant nationwide and super-regional banks
- Establishes #1 and #2 deposit positions in Mississippi and Louisiana, respectively, while strengthening presence across Gulf South
- Combines granular, relationship-oriented customer bases with complementary businesses

2 Compelling Financial Benefits Supporting Long-Term Shareholder Value

- Combined profitability, with fully phased-in cost savings, supports ~1.6% ROA, ~17-18% ROTCE and sub-50% efficiency ratio
- Meaningful operating efficiencies supported by geographic overlap and increased scale
- Enhanced earnings power and capital generation position HWC for continued organic growth and long-term value creation

3 Strong Cultural Alignment and Disciplined Execution

- Longstanding Gulf South institutions with complementary relationship-oriented banking models
- Opportunity to leverage HWC's existing infrastructure and operating capabilities across a larger franchise
- Experienced leadership teams with successful track records in integrating bank acquisitions and mitigating execution risk

Note: Financials as of September 30, 2026

Overview of Trustmark

Trustmark at a Glance

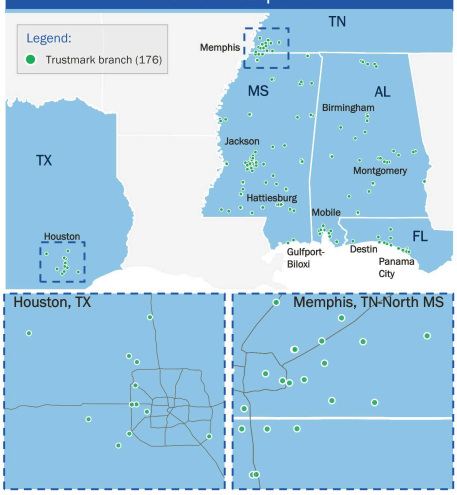
- **Established Gulf South Bank:** Mississippi-headquartered institution with a longstanding history of relationship banking
- **Regional Footprint:** Banking operations across MS, AL, FL, TN and TX
- **Diversified Business Mix:** Commercial and consumer banking, wealth management, trust and mortgage services

Financial Highlights(1)

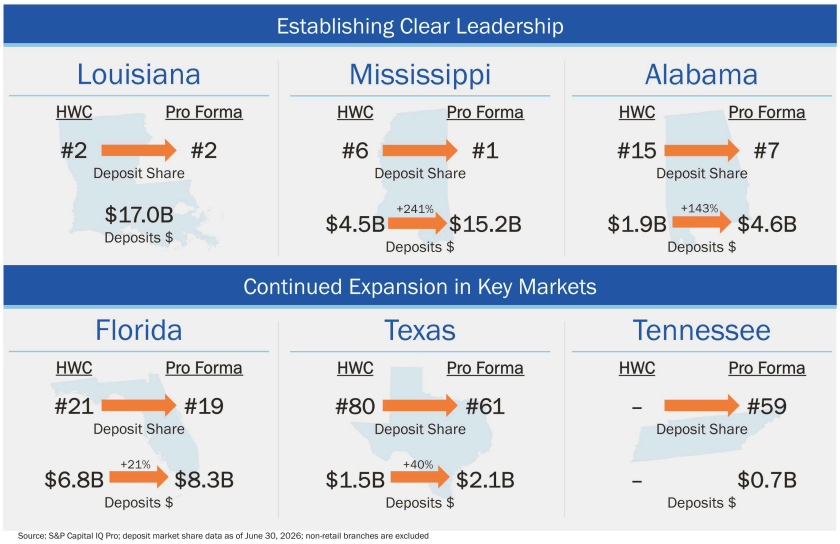
$19.1B Assets	$13.9B Gross Loans	$16.1B Deposits
1.22% ROAA	64% Efficiency	3.87% NIM
0.09% 5-year Avg. NCOs / Avg. Loans	12.0% CET1 Ratio	19% Fee Income / Revenue

(1) Financial data as of quarter ended September 30, 2026
Source: S&P Capital IQ Pro

Branch Footprint



Compelling Growth Thesis



Source: S&P Capital IQ Pro; deposit market share data as of June 30, 2026; non-retail branches are excluded

Leading Positions Across Core Southern MSAs

Top 20 Combined MSAs

Blue highlight indicates top 5 share rank

MSA	Deposits ($MM)	Deposit Share (%)	Rank (#)
Jackson, MS	7,099	30.2	1
New Orleans-Metairie, LA	6,877	19.1	2
Baton Rouge, LA	3,833	14.4	2
Gulfport-Biloxi, MS	3,574	42.2	1
Mobile, AL	1,990	18.8	2
Orlando-Kissimmee-Sanford, FL	1,762	2.6	8
Slidell-Mandeville-Covington, LA	1,632	20.6	1
Houston-Pasadena-The Woodlands, TX	1,600	0.5	21
Crestview-Fort Walton Beach-Destin, FL	1,440	17.3	1
Panama City-Panama City Beach, FL	1,439	28.2	1
Lafayette, LA	1,392	11.4	4
Memphis, TN-MS-AR	989	2.1	9
Hattiesburg, MS	955	23.2	1
Pensacola-Ferry Pass-Brent, FL	940	11.5	3
Tampa-St. Petersburg-Clearwater, FL	938	1.0	15
Houma-Bayou Cane-Thibodaux, LA	874	16.1	1
Lake Charles, LA	667	10.9	4
Tallahassee, FL	561	6.7	5
North Port-Bradenton-Sarasota, FL	555	1.9	15
Montgomery, AL	524	5.4	7

Source: S&P Capital IQ Pro; deposit market share data as of June 30, 2026; pro forma for deals that have not yet closed

70%
Top 20 MSAs with Top 5 Deposit Rank



10
Top 20 MSAs Ranked #1 or #2



7
Top 20 MSAs with #1 Deposit Rank

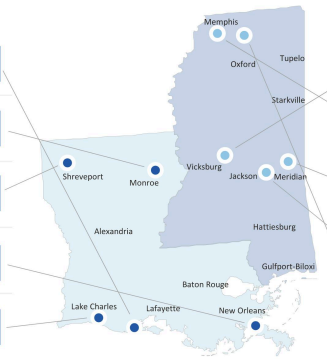


A New Era of Investment in the Gulf South

Major investments in technology, energy and manufacturing highlight accelerating economic development across Louisiana and Mississippi, supporting long-term growth opportunities for the combined franchise

Louisiana

Company	Investment ($B)
SpaceX	$100
Meta	$50
amazon	$18
Venture Global	$18
Woodside Energy	$18



Mississippi

Investment ($B)	Company
$25	amazon
$20	xAI
$10	Compass Datacenters
$6	AVAIO
$2	accelera by Cummins

Source: Louisiana Economic Development (LED), Mississippi Development Authority (MDA)

Momentum in Mississippi



Improving educational outcomes, cost advantages and significant corporate investment position Mississippi for long-term economic growth and expanded banking opportunities

Improving Education

#1

Score improvements in reading and math since 2013

Significant improvement in early educational outcomes

Structural Affordability

#2

Lowest consumer price level among U.S. states

Prices 13% below the U.S. average creates advantages for households and businesses

Significant Investment

$35B

Combined announced Amazon and Compass project investments

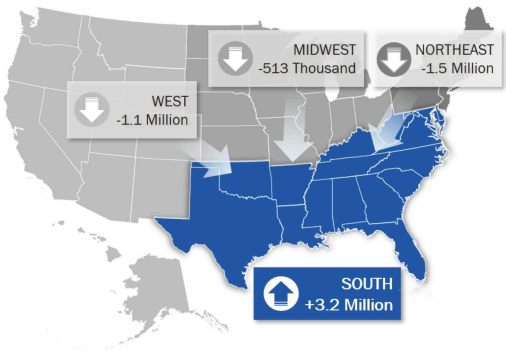
Significant investment in technology infrastructure and economic diversification

Source: Mississippi Department of Education, 2024 NAEP Results; U.S. Bureau of Economic Analysis, 2024 Regional Price Parities; Mississippi Development Authority, January 2025 and April 2026 announcements

Expands and Enhances Growth Markets

National Net Domestic Migration Since 2020

U.S. Census Boundaries
4 Divisions (1)



(1) Based on net domestic migration from April 1, 2020 to July 1, 2025 per the U.S. Census Bureau
Source: S&P Capital IQ Pro

Top 5 U.S. States Net Domestic Migration	
Florida	+890K
Texas	+813K
North Carolina	+477K
South Carolina	+379K
Tennessee	+293K

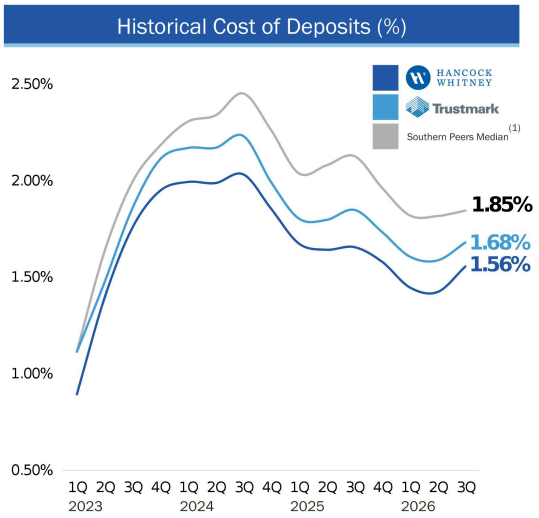
Blue highlight indicates Hancock Whitney combined markets

Strong Funding Profile

Top Quartile
Cost of deposits among Southern Peers(1)

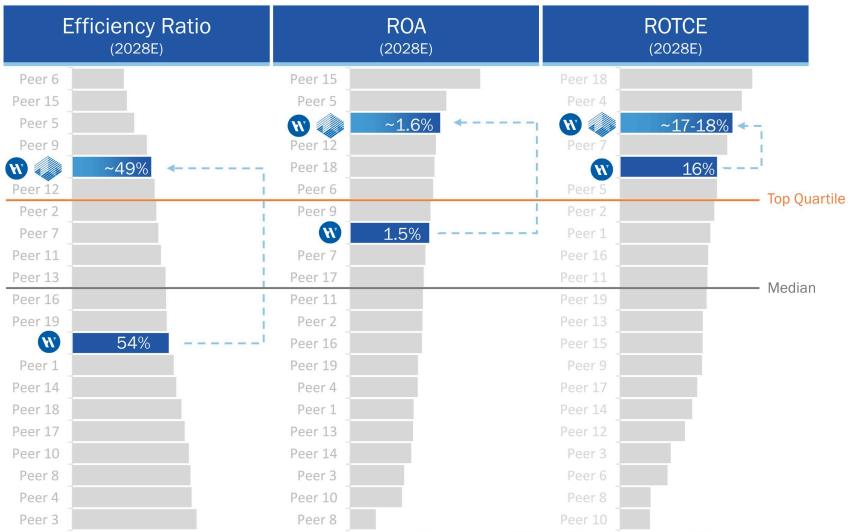
~29%
Combined non-interest-bearing deposit composition

Century-Old
Granular relationship-based deposit franchise



(1) Includes publicly-traded banks headquartered in the South, as defined by the U.S. Census Bureau, with total assets between $10 billion and $100 billion
Source: S&P Capital IQ Pro

Top Quartile Pro Forma Profitability[1]



(1) Includes publicly-traded banks headquartered in the South, as defined by the U.S. Census Bureau, with total assets between $20 billion and $100 billion; metrics based on 2028E consensus estimates

Source: S&P Capital IQ Pro; FactSet

Transaction Structure and Terms

Structure & Consideration	▸ Consideration mix: 100% common stock ▸ Fixed exchange ratio: 0.7463 shares of HWC common stock to be exchanged for each share of TRMK common stock ▸ Pro forma ownership: ~65% HWC shareholders / ~35 % TRMK shareholders
Transaction Pricing & Multiples	▸ Consideration: ~$54.02 per share or $3.2B in aggregate transaction value ▸ Price / TBV: 1.78x ▸ Pay-to-Trade: 93% ▸ Price / 2028E EPS: 11.8x ▸ Price / fully-synergized 2028E EPS: 7.2x
Leadership & Community	▸ Board of Directors: 5 directors from TRMK, including President and CEO Duane A. Dewey, to join the HWC Board of Directors ▸ Name: Hancock Whitney Bank and Hancock Whitney Corporation ▸ Headquarters: Gulfport, Mississippi ▸ President and CEO: John M. Hairston ▸ Advisory Board: Establishing a Central Mississippi Advisory Board in Jackson, Mississippi
Diligence & Timing	▸ Diligence: Conducted extensive due diligence across all key business functions, including support from third-party vendors ▸ Approvals: Subject to receipt of approvals from HWC and TRMK shareholders and customary regulatory approvals ▸ Closing: Estimated late first quarter of 2027

Estimated Pro Forma Financial Metrics

Earnings and Tangible Book Value

~7%
'28E EPS Accretion

(~7%)
TBV Dilution

~2.8 years
TBV Earnback

Profitability

~1.6%
'28E ROA

17%-18%
'28E ROTCE

<50%
'28E Efficiency Ratio

Projected Capital at Close

8.2%
TCE/TA Ratio

11.2%
CET1 Ratio

13.2%
Total Capital Ratio

Deposit Footprint

Improved deposit share position in 5 of 6 states

Top 5 deposit ranking in 70% of the largest 20 pro forma MSAs

Note: Financial data as of September 30, 2026; deposit data as of June 30, 2026; estimated metrics are not guarantees of future performance
Source: S&P Capital IQ Pro

Key Financial Assumptions

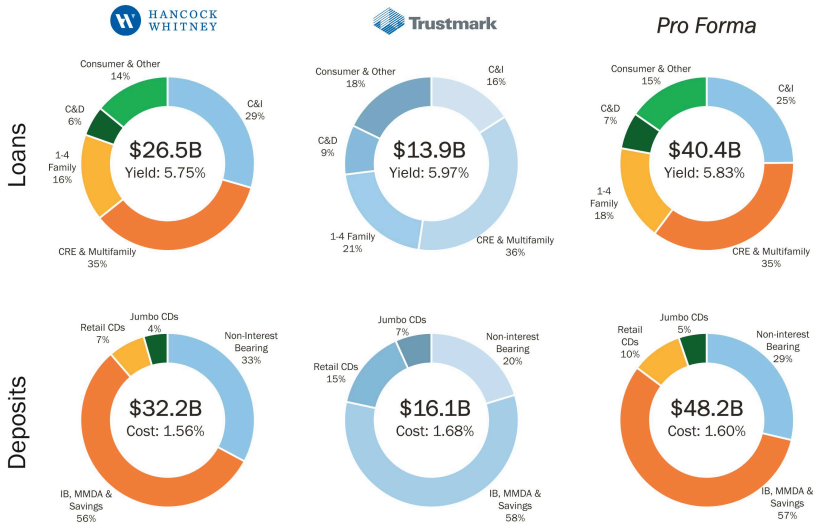
Earnings Estimates	▸ Earnings forecast based on consensus analyst estimates for Hancock Whitney and Trustmark
Synergies	▸ $205.5 million of pre-tax run-rate net expense savings, or 35% of Trustmark's noninterest expense - Realized 37.5% in 2027E and 100% thereafter ▸ Revenue synergies identified but not included in model
Merger Expenses	▸ $250 million in pre-tax merger expenses, realized 100% at closing for model purposes
Loan Credit Mark	▸ $180.8 million gross loan credit mark or 1.26% of gross loans at close (~1.2x current TRMK reserves)
Interest Rate & Fair Value Marks	▸ $(175.4) million pre-tax loan mark at close; mark accreted SYD over the expected life of the loans ▸ $(102.8) million AOCI at close; mark accreted SYD over 7.5 years for bonds and SYD over 3 years for cash flow hedges ▸ $(5.6) million pre-tax subordinated debt mark at close; mark accreted SL over 3.5 years
Identified Intangibles	▸ Core deposit intangible of 3.5% of Trustmark's total core deposits - Amortized SYD over 9 years ▸ $50 million of wealth intangible created at close - Amortized SL over 24 years

A Stronger Hancock Whitney



Appendix

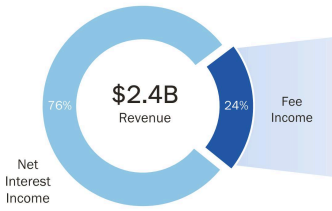
Combined Loan & Deposit Composition



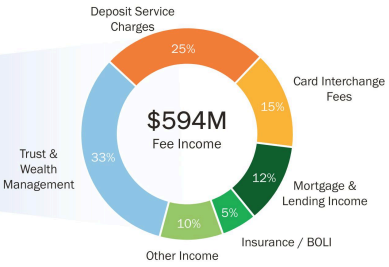
Source: S&P Capital IQ Pro; loan and deposit data as of September 30, 2026

Diversified Revenue Streams

Pro Forma Operating Revenue



Pro Forma Fee Income



$65B+
Combined Wealth AUM / AUA

24%
Combined LTM Fee Income / Operating Revenue

$195M
Combined LTM Trust, Wealth & Investment Services Revenue

Source: S&P Capital IQ Pro; data for the last twelve months ended September 30, 2026; excludes net gains and losses on sales of other real estate owned and other assets

Comprehensive Due Diligence Review

Key Diligence Focus

- Corporate & Organizational
- Financial, Tax, Accounting & Real Estate
- Legal, Risk, Regulatory & Compliance
- Credit & Loan Review
- Human Resources
- Deposits & Funding
- Technology & Cybersecurity
- Contracts

Thorough Diligence Completed

100+ Individuals across internal & external experts	**100%** Of watch loans
100% Of classified loans	**100%** Of large commercial Loans[1]

Key Diligence Highlights

- Substantial engagement of third-party advisors and consultants
- 20+ management meetings conducted covering all key diligence topics
- Granular review of cost savings, synergies, and deal charges
- Third-party credit review conducted alongside internal credit review

(1) Represents loans $20 million and above, in which borrower is not a shared client

Pro Forma Reconciliation

Pro Forma TBVPS at Close Reconciliation

	($ millions)	Shares (millions)	TBV Per Share
HWC Estimated TCE at Close	$ 3,229	79.0	$40.89
Pro Forma Adjustments			
(+) Stock Issued in the Transaction	$ 3,150	43.1	
(-) After-tax Buyer Merger Expenses	141		
(-) Merger Related Intangibles	1,608		
(+) Adjustment for Discontinuation of Share Repurchases	41	0.5	
HWC Pro Forma at Close	$ 4,672	122.6	$38.10
Dilution to HWC ($)			**($2.78)**
Dilution to HWC (%)			**(6.8%)**

Estimated Calculation of Goodwill and Intangibles

	($ millions)
Deal Value	**$ 3,150**
TRMK TBV at Close	$ 1,801
(–) Net Credit Mark	22
(–) Fair Value Adjustments (Pre-Tax)	164
(+) Net DTA from Fair Value Adjustments	39
Adjusted TBV at Close	**$ 1,654**
Excess Over Adjusted TBV	$ 1,496
(–) Identifiable Intangibles Created	531
(+) Transaction DTL	112
Goodwill Created	**$ 1,076**
Total Intangibles Created	**$ 1,608**

2028E Pro Forma EPS Reconciliation

($ millions, except per share values)	**2028E**
HWC 2028E Earnings	$ 593
TRMK 2028E Earnings	254
Combined Earnings	**$ 847**
After-Tax Transaction Adjustments	
Fully-Phased in Cost Savings	$ 162
Accretion of Interest Rate Marks	68
Intangible Amortization	(71)
Other Transaction Adjustments	3
Total Transaction Adjustments	**$ 162**
Pro Forma Earnings	**$ 1,009**
Average Pro Forma Diluted Shares (millions) (1)	122.6
HWC Standalone EPS	$7.71
Pro Forma EPS	$8.23
2028E EPS Accretion ($)	**$0.52**
2028E EPS Accretion (%)	**6.8%**

(1) Pro forma diluted shares include HWC RSAs, RSUs and PSUs, rolled TRMK RSUs and PSUs, and, based on consensus estimates, assumes ~2.4 million shares are repurchased in FY2028

How Hancock Whitney Does Business

Our Mission.
Each day, we reaffirm our mission to help people achieve their financial goals and dreams.

Our Purpose.
We work hard to create opportunities for people and the communities we serve, our purpose for doing what we do.

Our Promise to Associates.
We honor and respect associates with a heartfelt promise: You can grow. You have a voice. You are important.

Our core values.

Honor & Integrity
We proudly bear a figurative badge symbolizing our steady commitment to do the right thing for the people who depend on and trust us.

Strength & Stability
We maintain strong capital and solid business practices to anchor the company's financial soundness and offer clients safe harbor for their hard-earned money.

Commitment to Service
With a steadfast pledge to five-star excellence, we strive to deliver exceptional service to our clients and communities every day.

Teamwork
We embrace the importance of collaboration and work together with people, communities, and each other to empower success in the hometowns we serve.

Personal Responsibility
Each of us carries the long-burning light of accountability that leads us to go above and beyond our best.


HANCOCK
WHITNEY
Trustmark
Built on History. Strengthened by Scale.
November 12, 2026