

HANCOCK HOLDING COMPANY AUDIT COMMITTEE CHARTER

Role and Independence

The Audit Committee of the Board of Directors assist the board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and reporting practices of the corporation and other such duties as directed by the board. The membership of the committee shall consist of at least three directors who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise as defined by the Securities and Exchange Commission. Each member shall be free of any relationships that, in the opinion of the board, would interfere with his or her individual exercise of independent judgment, and shall meet the director independence requirements for serving on the audit committee as set forth in the corporate governance standards of NASDAQ and the SEC. The committee is expected to maintain free and open communication (including private executive sessions at least annually) with the independent accountants, the internal auditor and the management of the corporation. In discharging this oversight role, the committee is empowered to investigate any matter brought to its attention, with full power to retain outside counsel or other experts for this purpose.

The Board of Directors shall appoint one member of the Audit Committee as chairperson. He or she shall be responsible for leadership of the committee, including preparing the agenda, presiding over the meetings, making committee assignments and reporting to the board of directors. The chairperson will also maintain regular liaison with the CEO, CFO, lead independent audit partner and the director of internal audit.

Responsibilities

The audit committee's primary responsibilities include:

Sole authority to appoint or replace the independent auditor.

In so doing, the committee will request from the auditor a written affirmation that the auditor is in fact independent, discuss with the auditor any relationships that may impact the auditor's independence, and recommend to the board any actions necessary to oversee the auditor's independence.

Direct responsibility for the compensation and oversight of the work of the independent auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting for the purpose of preparing or issuing an audit report or related work. The independent

auditor shall report directly to the Audit Committee. The committee shall ensure the rotation of the lead audit partner as required by law.

Pre-approval of all auditing services and permitted non-audit services to be performed by the independent auditors.

Provide guidance and oversight to the internal audit activities of the corporation including reviewing the organization plans and results of such activity.

Review the audited financial statements and discussing them with management and the independent auditor. These discussions shall include consideration of the quality of the Company's accounting principles as applied in its financial reporting, including review of estimates, reserves and accruals, review of judgment areas, review of audit adjustments whether or not recorded and such other inquiries as may be appropriate. Based on the review, the committee shall make its recommendations to the board as to the inclusion of the company's audited financial statements in the company's annual report and Form 10-K.

Reviewing with management and the independent auditor the quarterly financial information prior to the company's filing of Form 10-Q. The committee or its chairperson may perform this review.

Review disclosures made by the CEO and CFO during their certification process for the Form 10K and Form 10-Q.

Discuss with management, the internal auditors and the external auditors the quality and adequacy of the company's internal controls.

Approve procedures for the confidential, anonymous submission by employees of concerns regarding accounting and auditing matters. Procedures will include receipt, retention and treatment of complaints to include no retaliation against the employee.

Discuss with management the status of pending litigations, taxation matters and other areas of oversight to the legal and compliance area as may be appropriate.

Report audit committee activities to the full board and issue annually a report to be included in the proxy statement (including appropriate oversight conclusions) for submission to the shareholders.