

I. Purpose

The Nominating and Corporate Governance Committee (the Committee) is appointed by the Board of Directors (the Board) of Whitney Holding Corporation (the Company) to (i) identify individuals qualified to become Board members, (ii) recommend individuals to be nominated by the Board for election as Directors of the Company, (iii) nominate candidates for election to the Board in the event of a vacancy between shareholder meetings, (iv) advise the Board with respect to committees; (v) oversee the evaluation of the Board and (vi) assist the Board in establishing and maintaining effective corporate governance practices.

II. Composition

The Committee shall consist of a minimum of three (3) directors. Each Committee member shall be “independent” under all applicable requirements of the Securities and Exchange Commission and the exchange on which the Company’s stock is listed, as interpreted by the Board in its business judgment. The Board shall appoint the Committee members after considering the Committee’s non-binding recommendations. The Committee members shall serve for such term or terms as the Board may determine and until their successors shall be duly qualified and appointed. The Committee shall designate one Committee member as its chairperson.

III. Meetings, Structure and Operations

The Committee shall meet as frequently as the Committee deems necessary in person or telephonically at a time and place determined by the Committee Chair. The Committee Chair or a majority of the Committee members may call a meeting at any time in addition to any regularly scheduled meetings. Actions may be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its Chair. The Committee shall maintain minutes of its meetings, which minutes shall be submitted to the Board for approval at the next Board meeting following the Committee meeting. The Committee shall report to the Board on significant actions taken by the Committee. Certain actions by the Committee may be similarly reported to the Board for approval, ratification and/or confirmation. All meetings of and other actions by the Committee shall be held or otherwise taken pursuant to the Company’s Bylaws, including with respect to actions without meetings, notice of meetings and waiver of notice, quorums and voting requirements.

IV. Duties and Responsibilities

The following are the duties and responsibilities of the Committee, which may be supplemented from time to time by the Board:

- A. Periodically evaluate the size and composition of the Board and recommend to the Board any changes.
- B. Identify, select and evaluate individuals believed to be qualified to become Board members in accordance with the provisions set forth herein.
- C. Evaluate each new director candidate and each incumbent director before recommending to the Board that the nominee stand for election or re-election as a

- director at the Company's annual shareholder meeting or, if applicable, at a special Company shareholder meeting, or to fill any vacancy on the Board, based on the extent to which such individual meets the criteria set forth herein.
- D. Seek to identify potential director candidates who will strengthen the Board and remedy any perceived deficiencies in the selection criteria identified below.
 - E. Review the continuation on the Board of any director who tendered a letter of proposed resignation from the Board and recommend to the Board whether, in light of all circumstances, the Board should accept the proposed resignation or request that the director continue to serve.
 - F. Periodically review the Board committees, including the number, identity, purposes, duties, composition, size, chairperson and rotation of members; make appropriate recommendations to the Board taking into consideration applicable requirements of the Securities and Exchange Commission and the exchange on which the Company's stock is listed, and such other factors the Committee deems appropriate.
 - G. Conduct periodic evaluations of the Board; receive comments from all Board directors and report to the Board with an assessment of the Board's performance.
 - H. Develop and recommend to the Board Corporate Governance Guidelines taking into consideration applicable requirements of the Securities and Exchange Commission and the exchange on which the Company's stock is listed, and such other factors the Committee deems appropriate.
 - I. Periodically review and assess the Corporate Governance Guidelines to assure guidelines are appropriate for the Company and are in compliance with regulatory requirements and listing standards; recommend to the Board appropriate changes.
 - J. Review and reassess the adequacy of this Charter at least annually and recommend changes as necessary and submit the Charter to the Board for approval.
 - K. Perform any other duties and responsibilities consistent with this Charter, the Company's Bylaws and governing law as the Board shall expressly delegate to the Committee.

V. Selection Criteria

The Committee's criteria for identifying, reviewing and selecting potential director nominees for election to the Board shall reflect at a minimum all applicable laws, rules, regulations and listing standards. The Committee shall consider and assess the skills and background of the individual and any other issues and factors that the Committee deems appropriate, including an individual's integrity, education, business experience, accounting and financial expertise, age, diversity, reputation, civic and community relationships, knowledge and experience in matters impacting financial institutions such as the Company, and the ability of the individual to devote the necessary time to serving on the Board. The Committee should base each annual decision to re-nominate incumbent directors on a careful consideration of each such individual's contributions, including the value of his or her experience as a director of the Company, the availability of new director candidates who may offer unique contributions, and the Company's changing needs.

Each director should:

- A. Be of the highest character and integrity, with an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
- B. Be free of any conflict of interest that would violate any applicable laws or regulations or interfere with the proper performance of the responsibilities of a director;
- C. Be willing and able to devote sufficient time to the affairs of the Company and be diligent in fulfilling the responsibilities of a director and Board committee member, as applicable (including developing and maintaining sufficient knowledge of the Company and its industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and continuing education guidelines);
- D. Have the capacity and desire to represent the balanced, best interests of the shareholders as a whole and not primarily a special interest group or constituency; and
- E. If also serving on the board of the Company's subsidiary, Whitney National Bank, directly own at least \$1,000 of Company stock.

The Committee shall not nominate any director for re-election who is required to retire under the By-Laws of the Company. Pursuant to Section 5 of the Company's By-Laws, each director shall retire from the Board upon the earlier occurrence of either of the following events:

- A. Attainment of the director's 70th birthday. A director shall retire effective the date of the annual meeting of shareholders following his or her 70th birthday.
- B. The director's resignation or retirement from the principal business enterprise by which he or she was employed when he or she became a director ("principal business enterprise"). A director shall retire from the Board effective the date of the annual meeting of shareholders following the expiration of a one year period beginning with his or her resignation or retirement from his or her principal business enterprise, unless the director meets both of the following requirements:
 - 1. He or she has assumed a prominent role in a business or community organization during the one year period; and
 - 2. Both the director's role and the organization's status in a significant Company market satisfy the Company's customary requirements for the nomination of a new director.

Neither event set forth above shall require (i) the retirement **at any time** of any director who, on October 26, 1994, had already achieved the age of 70 or had already resigned or retired from his or her principal business enterprise or (ii) the retirement **prior to the end of his or her term** of

any Director who, on July 22, 1998, had already achieved the age of 70 or had already resigned or retired from his or her principal business enterprise.

VI. Resources and Authority

The Committee shall have the necessary and appropriate resources and authority to discharge the duties and responsibilities conferred to the Committee by this Charter and any other supplemental duties and responsibilities expressly delegated to the Committee by the Board. The Committee shall have the authority to select, retain, terminate and approve the fees and other retention terms of any search firm to be used to identify director candidates, as it deems appropriate, without seeking approval of management or the Board. The Company shall provide for appropriate funding, as determined by the Committee, for the payment of any such fees.

VII. Consistency with Articles of Incorporation and Bylaws

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Company, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.