



Hancock Holding Company




HBHC NASDAQ

Banks

Market Capitalization USD:

\$2,270.68 mm

CONCERN LEVEL: AVERAGE

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance.
- 4 The CEO received no more than one annual cash bonus this fiscal year. 
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years. 
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group.
- 7 The company's dilution from equity incentives is 10 percent or less.
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Carl J. Chaney

Age: 50

CEO Since: 2006

	2009	2010	2011
Base Salary	\$425,769	\$432,073	\$560,846
Discretionary Bonus	\$0	\$0	\$100,000
Annual Cash Incentive	\$352,748	\$258,194	\$668,470
Benefits and Perquisites	\$196,526	\$249,064	\$324,298
TOTAL ANNUAL COMPENSATION	\$975,043	\$939,331	\$1,653,614
Increase in Post-Retirement Benefits	\$20,360	\$40,867	\$100,631
Stock Option Awards	\$246,064	\$253,385	\$364,042
Stock Awards	\$276,459	\$232,703	\$330,933
TOTAL COMPENSATION	\$1,251,459	\$1,466,286	\$2,449,220
Median of Other Named Executive Officers Total Compensation	\$632,608	\$682,742	\$1,718,617
Value Realized on Exercise of Stock Option	\$0	\$0	\$0
Value Realized on Vesting of Stock	\$134,016	\$122,910	\$100,980
TOTAL REALIZED EQUITY COMPENSATION	\$134,016	\$122,910	\$100,980

Proxy Date: 7 Mar 2012

Annual Meeting Date: 5 Apr 2012

Equity Reserves: 6.90%

Stock Option Run Rate: 0.24%

Hancock Holding Company

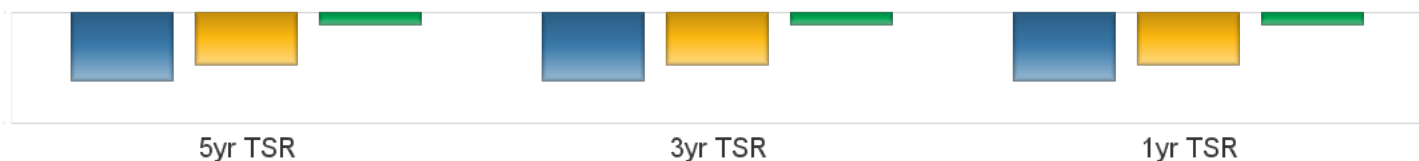
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ HBHC



Peer Comparisons (TRBC) =Banks

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
HBHC	Hancock Holding Company	\$1,251,459	\$1,466,286	\$2,449,220	\$2,270,677,722
CIT	CIT Group Inc.	\$1,991,145	\$6,689,145		\$6,092,593,182
KEY	KeyCorp	\$8,152,386	\$7,087,746		\$5,650,454,955
NYB	New York Community Bancorp, Inc.	\$4,941,133	\$5,600,683		\$5,205,377,313
PBCT	People's United Financial, Inc.	\$4,036,842	\$2,877,203	\$3,750,051	\$4,292,148,130
RF	Regions Financial Corporation	\$9,668,729	\$5,115,796		\$4,191,797,340
HBAN	Huntington Bancshares Incorporated	\$1,968,566	\$4,932,472	\$6,445,710	\$4,148,957,126

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps.

Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

Associated Banc-Corp, Astoria Financial Corporation, BancorpSouth, Inc., Bank of Hawaii Corporation, BOK Financial Corporation, City National Corporation, Commerce Bancshares, Inc., Cullen/Frost Bankers, Inc., East West Bancorp, Inc., First Citizens Bancshares, Inc., First Horizon National Corporation, First Niagara Financial Group, FirstMerit Corporation, Fulton Financial Corporation, New York Community Bancorp, Inc., People's United Financial, Inc., Susquehanna Bancshares, Inc., SVB Financial Group, Synovus Financial Corporation, Financial Corporation, Valley National Bancorp, Webster Financial Corporation, Wintrust Financial Corporation,

Performance Peer Group

The PSA payout level is determined based on relative rank among a 50 company peer group.

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Frank E. Bertucci	Chairman	55	Male	12	Outside Related
Anthonv J. Topazi	Member	61	Male	5	Outside
Don P. Descant	Member	63	Male	7	Outside
Terence E. Hall	Member	66	Male	1	Outside

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