



AUDIT, RISK, AND COMPLIANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Audit, Risk, and Compliance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Origin Bancorp, Inc. (the “Company”) in fulfilling their oversight responsibility with respect to matters involving the accounting, auditing, financial reporting, internal control and legal compliance functions of the Company and its subsidiaries, including: (a) oversee the integrity of the Company’s financial statements; (b) oversee the engagement, the qualifications, and independence of the Company’s independent registered accounting firm (“independent auditors”); (c) oversee the performance of the Company’s internal audit function and the independent auditors; (d) oversee the Company’s compliance with legal and regulatory requirements (other than those assigned to other committees of the Board); and (e) oversee the Company’s risk management practices and internal controls to evaluate whether they effectively address the risks present within the Company’s current scope of operations.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communications between the Committee, the independent auditors, internal auditors and management of the Company. In discharging its oversight role, the Committee shall be empowered to conduct or authorize investigations into any matter within the scope of its responsibilities without consulting or obtaining the approval of the full Board or any offices of the Company in advance.

II. COMPOSITION

The Committee shall be comprised of at least three directors, each of whom shall be independent as that term is defined under NASDAQ Stock Market Rules (the “NASDAQ Rules”), the Company’s independence guidelines, the independence requirements of Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the Federal Deposit Insurance Corporation Improvement Act of 1991, and a majority of which shall be “outside directors” as defined in Section 702 of the Louisiana Directors’ Examination Rule. All members shall have sufficient financial experience and ability to enable them to discharge their responsibilities including the ability to read and understand fundamental financial statements and at least one member shall be an “audit committee financial expert” as defined by the Securities and Exchange Commission (the “SEC”) Rules and satisfies the “financial sophistication” requirements under the NASDAQ Rules. Each member shall be free of any relationship 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 an audit committee as set forth in the corporate governance standards of the NASDAQ Rules, including, but not limited to not having participated in the preparation of the Company’s or any of its subsidiary’s financial statements at any time during the past three years, and the standards of the SEC.

The members of the Committee and the Chair of the Committee shall be recommended annually by the Nominating and Corporate Governance Committee and appointed by the Board. Vacancies on the Committee shall be filled by the Board.

The Committee shall have the authority to delegate any of its responsibilities to subcommittees or other committees of the Board as the Committee may deem appropriate, consistent with legal and regulatory requirements, in its sole discretion.

III. MEETINGS

The Committee will meet at least four times per year, with authority to convene additional meetings, as circumstances require. The Chair or any two other members of the Committee may call a meeting of the Committee upon due notice to each other member at least 48 hours prior to the meeting. The Chair of the Committee will preside at each meeting of the Committee and in consultation with the other members of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed. A majority of the Committee members shall constitute a quorum. If a quorum is present, a majority of the members present shall decide any question brought before the Committee. The Committee may invite members of management and others to attend meetings and provide pertinent information, as necessary. The Company's Chief Financial Officer, the Company's Chief Executive Officer (the "CEO"), and the Company's Chief Risk Officer shall be standing invitees to all meetings of the Committee, unless otherwise determined by the Chair. Members of the Committee may participate in a meeting of the Committee by means of a conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. Minutes will be prepared and the Committee will report to the Board the results of its meetings.

The Committee shall periodically, at least quarterly, meet in executive session with the independent auditors and such other individuals, as determined by the Chair. The Committee will report regularly to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal, ethical or regulatory requirements (other than those assigned to other committees of the Board), the performance and independence of the Company's independent auditors or the performance of the internal audit function.

III. DUTIES AND RESPONSIBILITIES

The Committee has the following specific duties, in addition to any additional similar matters, which may be referred to the Committee from time to time by the full Board:

Engagement and Qualifications of the Independent Auditors

- Be solely responsible for the appointment, compensation, retention, and oversight of the work of the independent auditors, including resolution of disagreements between management and the independent auditors regarding financial reporting. The independent auditors shall report directly to the Committee.
- Pre-approve all services, including the fees and terms thereof, to be provided to the Company by the independent auditors or any other provider of auditing, accounting, or internal control related services.
- At least annually, obtain and review a report by the independent auditors describing (a) the independent auditors' internal quality control procedures, (b) any material issues raised within the preceding five years

by the internal quality control review, or peer review, of the firm, or by any governmental or other inquiry or investigation, and (c) any steps taken to deal with such issues.

- Receive from the independent auditors, at least annually, a formal written report delineating all relationships between the independent auditors and the Company consistent with the AICPA's Professional Standards. The Committee shall discuss with the independent auditors any relationships or services that may impact the objectivity and independence of the independent auditors and shall, if necessary, take appropriate action to satisfy itself of the auditor's independence.
- Evaluate the qualifications, performance and independence of the independent auditors, and ascertain whether the provision of permitted non-audit services is compatible with maintaining the auditors' independence.
- Determine that the Company is in compliance with policies for the Company's hiring of employees and former employees of the independent auditors who participated in the audit of the Company.
- Ensure the rotation of the lead audit partner as required by respective regulatory agencies.
- Although the Committee has the sole authority to appoint the independent auditors, recommend that the Board request the shareholders of the Company, at their annual meeting, to ratify the Committee's selection of the independent auditors.

Integrity of the Financial Statements

- Review with the independent auditors and management the proposed scope, nature, timing, and results of the annual audit.
- Review and discuss with management and the independent auditors the Company's significant accounting policies and financial statement presentations and disclosures, including any significant changes in the Company's selection or application of accounting policies.
- Discuss with the independent auditors the matters required to be discussed by Statement of Auditing Standards ("SAS") No. 61, as amended or supplemented.
- Review and discuss reports from the independent auditors on: (a) all critical accounting policies and practices used; (b) all alternative treatments of financial information within U.S. generally accepted accounting practices ("GAAP") that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditors; and (c) other significant written communications between the independent auditors and management.

- Review with the independent auditors any difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent auditors' activities or on access to requested information.
- Determine whether the annual Directors' Examination Report has been submitted to the Office of Financial Institutions and federal regulators in the required timeframes.
- Review and discuss the annual audited financial statements with management and the independent auditors, including, when the Company is a public reporting company under the Exchange Act, the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and specific disclosures under the "Management's Discussion and Analysis of Financial Conditions and Results of Operations" section in the periodic reports filed with the SEC and any other matters required to be reviewed under applicable legal, regulatory or the NASDAQ Rules. Based on the review, the Committee shall make its recommendations to the Board as to the inclusion of the audited financial statements in the Company's annual report.
- Review disclosures made by the CEO and Chief Financial Officer during their certification process for regulatory purposes with respect to the financial statements and the Company's disclosure controls and procedures and internal control over financial reporting.
- Discuss with management, the Director of Internal Audit, and the independent auditors their internal controls findings and recommendations.
- Discuss with management and the independent auditors, as appropriate: (a) prior to their release to the public, earnings releases and any other disclosure of earnings guidance; and (b) which need not be in advance, the type and presentation of any other financial information provided to analysts and ratings agencies.
- Consider such other matters in relation to the financial affairs of the Company as the Committee may, at its discretion determine to be advisable.

Overseeing the Financial Reporting Internal Controls

- Consider the effectiveness of the Company's internal control system, including information technology security and control. The Committee shall also understand the scope of internal and external auditor's review of internal controls over financial reporting and obtain reports on significant findings and recommendations together with management's responses.
- Discuss with management and the independent auditors any significant findings related to the internal control over financial reporting including (a) the identification of any significant deficiencies or material weakness and, in the event any is identified, the process and timetable for remediation, (b) any fraud, whether or not material, involving

management or other employees who have a significant role in the Company's internal control over financial reporting, and (c) any change during the preceding quarter in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Overseeing the Internal Audit Function

- Oversee the Company's internal audit function, including reviewing and approving matters relating to its: (a) purpose, authority and organizational reporting lines, in order to ensure its independence; (b) annual internal audit plan and changes to the plan; and (c) adequacy of resources, including its budget and appropriateness of staffing. The Committee shall review and approve the appointment of, assist in the setting of annual key objectives of, review the performance of, concur in the compensation of, and when and if appropriate, review and approve the replacement of the Director of Internal Audit, or other executive officer responsible for the oversight of the internal audit function, as applicable.
- Review and approve the Company's internal audit charter.
- Approve the internal auditor's annual internal audit risk assessment of the Company and internal audit plan.
- Oversee adherence to the internal audit plan and require explanations for deviations from the plan.
- Oversee the process for follow up of all audit findings and recommendations communicated by external and internal auditors, regulatory authorities, and other external audit related contract advisors.
- Receive and review reports from the Company's internal audit function, and to review, with the Chief Financial Officer, the Director of Internal Audit, if applicable, or such others as the Committee deems appropriate, the Company's internal system of financial controls and the results of internal audits, any audit problems or difficulties, and management's response.

The Director of Internal Audit shall functionally report to the Audit, Risk, and Compliance Committee and administratively to the Chief Risk Officer. The Committee shall consult with the Chief Risk Officer and shall approve the appointment, evaluation, replacement, reassignment, or dismissal of the Director of Internal Audit. The Committee or its Chair shall consult with (a) the Chief Risk Officer and the Compensation Committee or its Chair regarding the Director of Internal Audit's compensation and (b) the Chief Risk Officer and the Nominating and Corporate Governance Committee or its Chair regarding the succession planning of the Director of Internal Audit.

Overseeing the Company's Compliance with Applicable Laws and Regulations

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and

follow-up (including disciplinary action) of any instances of noncompliance.

- Review the findings of any examinations by regulatory agencies, or other parties related to the scope of the Committee's responsibilities.
- Obtain regular updates from management and the Company's legal counsel regarding compliance matters.
- When the Company is a public reporting company under the Exchange Act, prepare and publish an annual committee report in the Company's proxy statement.

Overseeing the Company's Risk Management Function

- Oversee the Company's major risk exposures and the steps management has taken to monitor and control such exposures, including the guidelines and policies by which risk assessment and risk management is undertaken with respect to the Company's major risk exposures, including credit, interest rate, liquidity, operations, compliance, and strategic.
- Oversee the Company's risk guidelines and policies relating to financial statements, financial systems, financial reporting processes, compliance and auditing, and allowance for loan losses, as well as the guidelines and policies for monitoring and mitigating such risks.
- Review and discuss with management and functional leaders areas that relate to the financial statements, financial systems, auditing and the financial reporting process, including information technology used in the preparation of financial statements or financial reporting process, tax policies and strategies, and significant accounting judgments.

Other Administrative Matters

- Establish and oversee procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing, or other matters, including any submissions made by an employee through the confidential hotline pursuant to the Whistle Blower Policy.
- Receive reports on material legal and regulatory affairs, including litigation, investigations and inquiries.
- Set policies for the hiring of employees or former employees of the Company's independent auditors.
- Except as provided in the following sentence, review and investigate any matters pertaining to the adherence to the Code of Ethics or other standards of business conduct, including all matters related to the Company's financial statements and reporting, by all officers and employees as required by the policies of the Company. The review and

investigation of all matters pertaining to the adherence to the Code of Ethics or other standards of business conduct (other than matters related to the Company's financial statements and reporting which shall remain with the Committee), involving directors, the CEO or his or her direct reports (the "Senior Executive Officers"), or other officers of the Company and its subsidiaries having the rank of Executive Vice President or higher and directly reporting to the Senior Executive Officers (collectively, the "Executive Officers") shall be referred to the Nominating and Corporate Governance Committee. The Committee's oversight of the Company's Code of Ethics and standards of business conduct should include regular reviews of the legal, ethical, and regulatory compliance processes and programs in general and the process for communicating the standards of business conduct to Company personnel. In connection with these reviews, the Committee shall meet with any Executive Officer and other Company directors, officers, or employees as appropriate.

IV. ADVISORS AND EXPENSES

The Committee shall have the exclusive authority, at the expense of the Company, to retain, terminate, and oversee (including authority to approve fees and other retention terms) the independent auditors, and any independent consulting, legal, accounting, and other advisors as the Committee shall deem appropriate in its sole discretion. The Company will also provide appropriate funding for ordinary administrative expenses of the Committee that are necessary in carrying out the duties of the Committee. The Committee shall have full access to the independent auditors and all records, facilities or personnel of the Company.

V. PERFORMANCE AND CHARTER REVIEW

The performance of the Committee shall be evaluated through an annual self-assessment process overseen by the Nominating and Corporate Governance Committee. In coordination with the Committee Chair and the Chairman of the Board, the Nominating and Corporate Governance Committee will review the results of the self-evaluation and present the results and actionable items for discussion to the Committee. Also, the Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Nominating and Corporate Governance Committee or the full Board, as appropriate, for approval.

Limitation of the Committee's Role

This Charter sets forth the responsibilities and powers of the Audit, Risk, and Compliance Committee as delegated by the Board. It is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent registered public accounting firm.