



## **COMPENSATION COMMITTEE CHARTER**

### **I. PURPOSE**

The primary purpose of the Compensation Committee (the "Committee") is to assist the Board of Directors (the "Board") of Origin Bancorp, Inc. (the "Company") in fulfilling its responsibilities relating to organizational strength and the compensation of the Company's Chief Executive Officer ("CEO") and his or her direct reports (the "Senior Executive Officers") and 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 referred to herein as "Executive Officers"). The Committee has overall responsibility for evaluating and approving the Company's compensation plans, policies and programs.

### **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") and the Company's independence guidelines. The members of the Committee will also qualify as "non-employee directors" as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and as "outside directors" under Section 162(m) of the Internal Revenue Code.

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 its responsibilities to a subcommittee or subcommittees as the Committee may deem appropriate, consistent with legal and regulatory requirements, in its sole discretion.

### **III. MEETINGS**

The Committee will meet at least twice a 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 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. 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.

#### **IV. 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:

##### *Compensation of CEO and Executive Officers*

- Annually review and (a) determine the annual compensation, including salary, bonus and incentive opportunities and other compensation of the CEO, (b) approve goals and objectives relevant to compensation of the CEO, and (c) evaluate performance in light of these goals and objectives, approve compensation in accordance therewith and provide a report thereon to the Board. The CEO may not be present during voting or deliberations on his or her compensation.
- In conjunction with the CEO, annually review and approve the evaluation process and compensation structure for all other Executive Officers. The Committee shall evaluate the performance of the Executive Officers and approve the amounts and terms of base salary, incentive compensation awards, and all other compensation for the other Executive Officers, and report the Committee's determination to the Board, in each case based on input and initial recommendations from the CEO.
- In determining compensation, factors which the Committee considers, may include, among others, the following: overall performance of the CEO or Executive Officer in the fiscal year, income and earnings per share, non-interest revenue and income, various expense control criteria, deposit production and growth, loan production and growth, customer satisfaction, customer retention sales and referral revenues, development and expansion of the Company's product lines, market areas and strategies, ROAA, ROAE, non-performing assets/total assets, achievement of the Company's Strategic Plan and other performance metrics as defined by the Committee. The Committee may also consider competitive market data, peer group information, industry trends and market best practices in order to evaluate, determine and establish CEO and Executive Officer compensation.
- Review the CEO's and other Executive Officers' compensation in reference to applicable laws, rules, and regulations as may be amended from time to time.

##### *Review Employment Arrangements*

- Review and approve employment agreements, severance arrangements, change in control agreements, and retirement arrangements and provisions when, and if appropriate, as well as any special supplemental benefits.

### Review and Administer Compensation

- Review and make recommendations to the Board with respect to incentive-based compensation plans and equity-based plans, establish criteria for the terms of awards granted to participants under such plans, grant awards in accordance with such criteria and exercise all authority granted to the Committee under such plans, or by the Board in connection with such plans.
- Design, approve, manage, monitor, and administer incentive plan arrangements with a view to appropriately balance risk and financial results in a manner that does not encourage directors, officers or employees to expose the Company or any of its subsidiaries to imprudent risks, and are consistent with safety and soundness. Work with the Chief Risk Officer to conduct risk reviews to balance risk in incentive compensation arrangements on an ongoing basis. The Committee will periodically report findings and results to the Board.
- Annually review and approve the Company's Executive Officer compensation philosophy, strategies, benefits, retention and equity programs.
- Oversee the administration of employee stock-based compensation and benefit plans.
- Maintain regular contact with the leadership of the Company as part of the management evaluation and succession planning.

### Regulatory Compliance

- Recommend to the Board the compensation for directors (including retainer, committee and committee chair fees, equity awards and other similar items, as appropriate).
- Perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deem appropriate.

## **V. 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) any firms or consultants to assist with determining the compensation of the Executive Officers or related matters, and such independent consulting, legal, accounting and other advisors (which shall include his or her employer, if applicable) 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 may obtain advice and assistance from such advisors only after taking into consideration: (a) other services provided to the Company by such advisor; (b) the fees paid by the Company to the advisor, as a percentage of total revenue of the advisor; (c) policies and procedures of the advisor designed to prevent conflicts of interest; (d) any business or personal

relationship the advisor has with a member of the Committee; (e) any Company stock owned by the advisor; and (f) any business or personal relationship between the advisor and an Executive Officer of the Company.

## **VI. 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 for approval, as appropriate.