



## **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **I. PURPOSE**

The primary purpose of the Nominating and Corporate Governance Committee (the “Committee”) of Origin Bancorp, Inc. (the “Company”) is to assist the Board of Directors (the “Board”) of the Company with overseeing the broad range of issues surrounding the composition and operation of the Board including: (a) developing qualifications for directors; (b) identifying individuals qualified to become Board members; (c) recommending to the Board director nominees for the next annual meeting of shareholders; (d) evaluating and recommending to the Board certain corporate governance principles applicable to the Company relating to Board composition and operation; (e) overseeing a process to assess the effectiveness of the Board and the Board’s committees; (f) reviewing related party transactions; (g) overseeing the Company’s actions in furtherance of its corporate social responsibility and the manner in which it conducts public policy and government relations activities; and (h) in conjunction with the Audit, Risk and Compliance Committee, overseeing risks related to the Company’s governance structure and practices. The Committee also provides assistance to the Board and the Chairman of the Board in the areas of committee selection. The Committee shall collaborate with the Audit, Risk and Compliance Committee in addressing matters related to risk.

The Committee’s goal is to ensure that the composition, practices and operation of the Board contribute to the effective representation of the Company’s shareholders.

### **II. COMPOSITION**

The Committee shall be comprised of at least three directors.

The members of the Committee and the Chair of the Committee shall be appointed annually 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 once 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, except under special circumstances as described below. 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:

- Evaluate and make recommendations to the full Board concerning the Board's committee structure, number and responsibilities of the members of the Board, Board committees, committee assignments and committee membership rotation practices. The Committee shall review and recommend committee slates annually and shall recommend additional committee members to fill vacancies as needed.
- Establish and articulate qualifications, desired background, and selection criteria for members of the Board, including independence standards, all in accordance with applicable regulatory or legal requirements and the NASDAQ Rules. The Committee shall review these qualifications with the Board annually.
- Consider potential director nominees properly recommended by shareholders pursuant to Section 4 of the Company's Bylaws. Lead the search for other individuals to become members of the Board and make recommendations to the full Board concerning all nominees for Board membership, including nominations for any vacancies and the evaluation and re-election of incumbent Board members.
- Develop and oversee an annual self-evaluation process to be used by the Board and by each committee of the Board to determine its effectiveness and opportunities for improvement. In coordination with the committee Chairs and the Chairman of the Board, the Committee shall review the results of the self-evaluations and present the results and actionable items for discussion to the relevant committee and/or Board.
- Develop corporate governance principles applicable to the Company. Thereafter, monitor for changes in applicable law or the NASDAQ Rules or marketplace "best" practices. At least annually, review such principles and suggest revisions for approval by the full Board.
- Evaluate annually the Committee's performance in accordance with applicable regulatory or legal requirements and the NASDAQ Rules.
- Review the Board's leadership structure.

- In conjunction with the Audit, Risk and Compliance Committee, oversee the risks, if any, relating to the Company’s corporate governance structure and practices.
- Review and oversee the management succession program and coordinate with the Compensation Committee as it relates to compensation matters. The Committee shall: (a) develop criteria for the Chief Executive Officer (the “CEO”) position that reflects the Company’s business strategy; (b) routinely review and discuss succession planning; (c) assist the Board in identifying and developing potential internal successors for the CEO and other senior positions; and (d) develop and periodically review the emergency succession plan.
- Review and, if appropriate, approve or ratify any “transaction” between the Company and a “related person” required to be disclosed under the rules of the Securities and Exchange Commission. Develop and recommend to the Board for its approval a policy for such purpose and to review on an annual basis the use and effectiveness of the policy and recommend to the Board changes as necessary. For purposes of this practice, the terms “transaction” and “related person” have the meanings contained in Item 404 of Regulation S-K.
- Review the Company’s actions in furtherance of its corporate social responsibility, including considering the impact of Company procedures and processes on employees, consumers, citizens and communities.
- Review the Company’s support of charitable, educational and business organizations.
- Consider the manner in which the Company conducts its public policy and government relations activities, including lobbying activities.
- Review, at least annually, the Company’s policies and practices related to political and campaign contributions, and contributions to trade associations and other tax-exempt and similar organizations that may engage in political activity.
- Review proposed changes to the Company’s articles of incorporation, bylaws, committee charters or other governing documents and make recommendations to the Board as appropriate.
- Review and oversee the Company’s stock ownership policy applicable to each non-management director.
- Review and investigate all matters pertaining to the adherence to the Code of Conduct or other standards of business conduct (other than matters related to the Company’s financial statements and reporting which shall be overseen by the Audit, Risk and Compliance 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”).

- If an event occurs involving a director or Executive Officer that is outside the normal scope of business, which poses a material risk of reputational, regulatory, civil or criminal liability to the individual, the Company or its subsidiaries, such matter shall immediately be relayed directly to the Chair of the Committee. The Chair shall call a special meeting of the independent directors of the Committee to address the issue within 24 hours.

## **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 identifying director candidates, 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.

## **VI. PERFORMANCE AND CHARTER REVIEW**

The performance of the Committee shall be evaluated through an annual self-assessment process overseen by the Committee. In coordination with the Committee Chair and the Chairman of the Board, the Chair 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 full Board for approval.

### ***Limitation of the Committee's Role***

This Charter sets forth the responsibilities and powers of the Nominating and Corporate Governance Committee as delegated by the Board. The Committee relies to a significant extent on information and advice provided by management and independent advisors. Whenever the Committee takes an action, it exercises its independent judgment on an informed basis that the action is in the best interests of the Company and its shareholders.