Origin Bancorp, Inc.

AUDIT COMMITTEE CHARTER

1. PURPOSE

The primary purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") of Origin Bancorp, Inc. (the "Company") in fulfilling its oversight responsibility with respect to matters involving the accounting, auditing, financial reporting, and internal control functions of the Company and its subsidiaries, including overseeing: (a) the integrity of the Company's financial statements; (b) the engagement, the qualifications, and independence of the Company's independent registered public accounting firm ("independent auditor"); (c) the performance of the Company's internal audit function and the independent auditor; (d) the effectiveness of the Company's internal controls; (e) the Company's compliance with legal, ethical and regulatory requirements that primarily relate to accounting, auditing, financial reporting or internal control functions of the Company and its subsidiaries; and (f) preparation of the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

In fulfilling its purpose, it is the responsibility of the Committee to maintain free and open communications between the Committee, the independent auditor, 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 prior approval of the full Board or any officers of the Company.

2. COMPOSITION

The Committee shall be comprised of at least three directors, each of whom shall be an "Independent Director" as that term is defined under Texas Stock Exchange Rule 16.405(a)(2) (the "TXSE 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 all of which shall be "outside directors" as defined in Section 702 of the Louisiana Directors' Examination Rule. The membership of the Committee shall also comply with the requirements of 12 C.F.R. Part 363 (Annual Independent Audits and Reporting Requirements). Additionally, each member of the Committee must not have participated in the preparation of the financial statements of the Company or any current subsidiary in the last three years. All members shall be financially literate and have sufficient financial experience and ability to enable them to discharge their responsibilities including the ability to read and understand fundamental financial statements. At least one member shall have accounting or related financial management expertise. A person who satisfies the definition of an "audit committee financial expert" set out in Item 407(d)(5)(ii) of Regulation S-K will be presumed to have the requisite accounting or financial management expertise. 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.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve at the pleasure of, and

may be removed at any time by, the Board. Vacancies on the Committee shall be filled by the Board.

No director may serve as a member of the Committee if that director serves on the audit committee of more than three other public companies, unless the Board (i) affirmatively determines that such simultaneous service would not impair the ability of such member to serve of the Company's audit committee and (ii) discloses such determination in its annual proxy statement, on its investor relations website, or its Annual Report on Form 10-K. Unless a Chair is elected by the full Board, the members of the Committee shall designate a Chair by the majority vote of the full Committee membership. The Chair shall be responsible for the leadership of the Committee, including presiding over meetings and making regular reports to the Board. The Chair shall also maintain regular communication with the Chief Executive Officer ("CEO"), the Chief Financial Officer ("CFO"), the lead audit partner from the Company's independent auditor and the Chief Audit Executive.

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.

3. MEETINGS

The Committee shall meet at least four times per year, either in person or via conference call, 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 (subject to waiver of such notice as provided in the Company's bylaws). Except as otherwise provided in this charter, the Committee shall be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Company's bylaws. The Chair of the Committee shall 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. The Committee may invite members of management and others to attend meetings and provide pertinent information, as necessary. Minutes shall be prepared, and the Committee shall report to the Board the results of its meetings.

The Committee shall periodically, at least quarterly, meet in executive session with the independent auditor and such other individuals, as determined by the Chair. The Committee shall 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 auditor or the performance of the internal audit function.

4. 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 auditor, including resolution of disagreements between management and the independent auditor regarding financial reporting. The independent auditor shall report directly to the Committee.

- After conducting any review required by PCAOB rules and after considering the impact of any non-audit services on the independence of the independent auditor, pre-approve all services, including audit, review, attest and other permitted non-audit services, and the fees and terms of each such engagement, to be provided to the Company by the independent auditor. The Committee may delegate pre-approval authority to its Chair, who shall report any final pre-approval decisions, including the materials terms and fees of such engagement, to the Committee at its next regularly scheduled meeting. The Committee may not delegate to management the Committee's responsibilities to pre-approve services performed by the independent auditor.

- Pre-approve all audit-related services, including the fees and terms thereof, to be provided to the Company by any other professional firms.

- Review on an annual basis a formal written statement, submitted to the Committee by the independent auditor, of the fees billed in each of the last two fiscal years for each of the following categories of services rendered by the independent auditor: (i) the audit of the Company's annual financial statements and the reviews of the interim quarterly financial statements or services that are normally provided by the independent auditor in connection with statutory and regulatory filings or engagements; (ii) assurance and related services not included in clause (i) that are reasonably related to the performance of the audit or review of the Company's financial statements, in the aggregate and by each service; (iii) tax compliance, tax advice and tax planning services, in the aggregate and by each service; and (iv) all other products and services rendered by the independent auditor, in the aggregate and by each service.

- At least annually, obtain and review a report by the independent auditor describing (a) the independent auditor's 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.

- Discuss with the independent auditor any significant issues arising from the most recent PCAOB inspection of the independent auditor, to the extent relevant to the Company, including the independent auditor's response to any identified auditing deficiencies.

- Receive from the independent auditor, at least annually, a formal written report delineating all relationships between the independent auditor and the Company, including each non-audit service provided to the Company and addressing at least the matters set forth in PCAOB Rule 3526 (Communication with Audit Committees Concerning Independence) or any successor rule thereto,

and discuss with the independent auditor any relationships or services that may impact the objectivity and independence of the independent auditor and, if necessary, take appropriate action to satisfy itself of the auditor's independence.

- Evaluate the qualifications, performance and independence of the independent auditor, and ascertain whether the provision of permitted non-audit services is compatible with maintaining the auditors' independence.

- Set the Company's hiring guidelines for employees or former employees of the independent auditor. Generally, the Committee should confirm with the independent auditor that the nature and scope of the hired employee's responsibilities would not compromise such auditor's independence.

- Review the experience, performance, and qualifications of the lead audit partner and senior members of the independent audit team. Ensure rotation of the lead audit partner(s), the engagement quality review partner and any other active audit engagement team partner, if required by law, and consider whether there should be a regular rotation of the independent auditor itself to assure continuing auditor independence.

- Although the Committee has the sole authority to appoint the independent auditor, recommend that the Board request the shareholders of the Company, at their annual meeting, to ratify the Committee's selection of the independent auditor.

Integrity of the Financial Statements

- Review with the independent auditor and management the proposed scope, nature, timing, and results of the annual audit and monitor the plan's progress and results during the year.

- Review and discuss with management and the independent auditor 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.

- Review and discuss reports from the independent auditor on: (a) all critical accounting policies and practices used; (b) all material 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 auditor; and (c) any other material written communications between the independent auditor and management.

- Review on a regular basis with the independent auditor any problems or difficulties encountered by the independent auditor in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent auditor's activities or on access to requested information, and any significant disagreements with management and review the

following: (a) any accounting adjustments that were noted or proposed by the independent auditor but were rejected by management (as immaterial or otherwise); (b) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (c) any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditor.

- Review with the independent auditor any difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information, and any other matters required to be described by PCAOB Auditing Standard No. 1301 (Communication with Audit Committees).

- Consider any other reports or communications (and management's and/or the internal auditing department's responses thereto) submitted to the Committee by the independent auditor required by or referred to in applicable PCAOB or other applicable standards.

- Review and discuss with management, the independent auditor and, if appropriate, internal audit personnel, the annual audited financial statements and quarterly unaudited financial statements of the Company, including 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 TXSE Rules.

- Prepare the report required under the rules of the SEC to be included in the Company's annual proxy statement.

- Discuss with the independent auditor its judgments about the quality, not just the acceptability, of the Company's accounting principles as applied to its financial reporting.

- Recommend to the Board whether the audited financial statements should be included in the Company's annual report.

- Review and discuss the adequacy and effectiveness of the Company's disclosure controls and procedures and management reports thereon.

- Review disclosures made by the CEO and CFO, and any other senior executive officer, as a part of the Company's procedures with respect to internal control over financial reporting.

- Discuss with management, the Chief Audit Executive, and the independent auditor their internal controls findings and recommendations.

- Review and discuss with management and the independent auditor, 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.

Oversight of Internal Controls over Financial Reporting

- Consider and discuss with management, the independent auditor, and the internal auditors, the adequacy and effectiveness of the Company's internal controls over financial reporting, as well as information technology security and controls. 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 auditor 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 of such control deficiencies, (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.

Oversight of 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.

- 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 Chief Audit Executive, 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 significant 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 review, with the Chief Financial Officer, the Chief Audit Executive, if applicable, or such others as the Committee deems appropriate, the Company's internal system of controls over financial reporting and the results of internal audits, any audit problems or difficulties, and management's response.

The Chief Audit Executive shall functionally report to the Committee and administratively to the Chief Executive Officer or such other management person as the Committee shall direct. With regard to the administrative responsibilities, the Chief Executive Officer's role is to provide administrative support to the Chief Audit Executive in the following areas:

- Human resource administration (system approvals for job requisitions, personal time off requests, etc.);

- System approval of corporate expenditures in furtherance of internal audit duties and objectives, including approval of the Chief Audit Executive's expense reports; and

- Information about guidelines on corporate budget; expense policies and other corporate policies and procedures.

Because of the Chief Audit Executive's administrative reporting line, and the potential for independence to appear impaired, the Committee has identified the following mitigating controls:

- The Chief Audit Executive has direct and unrestricted access to any member of the executive management team;

- The Chief Audit Executive has direct and unrestricted access to the Board and its committees;

- The Chief Audit Executive has unrestricted access to data, personnel and records throughout the Company;

- The Committee has direct involvement in the oversight of the Company's internal audit function;

- The Committee will periodically, and no less than annually, evaluate whether the Chief Audit Executive is impartial and not unduly influenced by the administrative reporting line arrangement; and

- The Committee will evaluate and monitor any conflicts of interest involving the Chief Audit Executive and implement an alternate approach to auditing areas where the Committee believes conflicts may exist.

Oversight of Legal and Compliance Matters Related to Financial Reporting

- 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 that may materially affect the Company's financial statements.

- Review management reports issued by the Company or any of its subsidiaries in accordance with 12 C.F.R. Part 363 and the corresponding independent auditor's attestation or agreed-upon procedures report, if applicable.

Oversight of the Company's Risk Management Function Related to Financial Reporting

- 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 of risk 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 related to financial matters or that could materially affect the Company's financial statements, including litigation, investigations and inquiries.

- Review any reports from legal counsel regarding any material violation of securities laws or breaches of fiduciary duty, in each case, subject to the observance of appropriate measures to preserve legal privilege.

- Review and investigate any matters pertaining to the adherence to the Code of Ethics or other standards of business conduct that primarily relate to accounting, auditing, financial reporting or internal control functions of the Company and its subsidiaries, and refer all other matters pertaining to the adherence to the Code of Ethics or other standards of business conduct by directors, the CEO or his or her direct reports ("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 to the Nominating and Corporate Governance Committee for review and investigation.

5. 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 Company's independent auditor, and any independent consulting, legal, accounting, and other advisors as the Committee shall deem appropriate in its sole discretion. The Company shall 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 Company's advisors and all records, facilities or personnel of the Company.

6. 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 shall 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.

7. LIMITATION OF COMMITTEE'S ROLE

While the Committee has the responsibilities and powers set forth in this Charter, the Committee is not providing any expertise or assurances as to the Company's financial statements, internal controls, professional certifications, accuracy and completeness of the financial disclosures, or certification that these are in accordance with GAAP. These responsibilities rest with management and the Company's independent auditor.

The Committee's function is one of oversight. Management is responsible for the preparation of the Company's financial statements and the independent auditor is responsible for auditing those financial statements. The Committee and the Board recognize that management (including internal audit staff) and the independent auditor have more resources and time and more detailed knowledge and information regarding the Company's accounting, auditing, internal

control and financial reporting practices than does the Committee. Accordingly, the Committee does not provide any expert or special assurance as to the financial statements and other financial information provided by the Company to its shareholders and others, internal controls, or any professional certification as to the independent auditor's work.

While the Committee has the duties and responsibilities set forth in this Charter, the Committee is not responsible for preparing or certifying the financial statements, for planning or conducting the audit or for determining whether the Company's financial statements are complete and accurate and are in accordance with GAAP.

In fulfilling their responsibilities, the members of the Committee are not charged with the duty or responsibility to conduct "field work" or other types of auditing or accounting reviews or procedures or to set auditor independence standards, and each member of the Committee shall be entitled to rely on the integrity of those persons and organizations within and outside the Company from which it receives information and the accuracy of the financial and other information provided to the Committee, in either instance absent actual knowledge to the contrary.

Nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under applicable laws and regulations.