



## **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 collaboration with the Risk 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’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, each of whom shall be independent as that term is defined under the NASDAQ Stock Market Rules (the “NASDAQ Rules”) and the Company’s independence guidelines.

The members of the Committee shall be appointed by the Board on recommendation of this 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.

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 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 shall 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, except under special circumstances as described below. 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.

### **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.
- 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.
- Assist in identifying, recruiting and, if appropriate, interviewing candidates qualified to become members of the Board.
- Review the background, qualifications and independence of individuals being considered as director candidates, including persons proposed by shareholders or others, and conduct such inquiries and investigations as it deems appropriate.
- Recommend to the Board a slate of director nominees for election by the shareholders and, as necessary, director candidate(s) to be appointed in the case of vacancies existing on the Board.
- Review the suitability for continued service as a director of each Board member upon the expiration of his or her term and upon any material change in status, including but not limited to an employment change, and make recommendations to the Board regarding the continued suitability of such director.
- 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; review the results of the self-evaluations; and present the results and actionable items for discussion to the relevant committee and/or Board.

- Develop and review periodically, and at least annually, corporate governance principles applicable to the Company to ensure that they are appropriate for the Company and comply with applicable laws, regulations and NASDAQ listing requirements and recommend any desirable changes to the 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 collaboration with the Risk Committee, oversee the risks, if any, relating to the Company’s corporate governance structure and practices.
- Review and oversee the management succession program, including routinely reviewing and discussing succession planning, assisting the Board in identifying and developing potential internal successors for the Chief Executive Officer (“CEO”) and other senior positions, and developing and periodically reviewing the emergency succession plan.
- Develop and review periodically the Company’s policy with respect to “transactions” between the Company and any “related person” within the meaning of Item 404 of Regulation S-K and recommend any desirable changes to the Board.
- 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.
- 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 Ethics or other standards of business conduct by 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”), except for any matters that primarily relate to accounting, auditing, financial reporting or internal control functions of the Company and its subsidiaries, which shall be referred to and reviewed and investigated by the Audit Committee.
- Review any matter 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, in which case a special meeting of the Committee may be called on 24 hours’ prior notice.

## **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 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.

## **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 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 full Board for approval.

## **VII. LIMITATION OF THE COMMITTEE’S ROLE**

This Charter sets forth the responsibilities and powers of the 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.