



## RELATED PARTY TRANSACTIONS POLICY

### Purpose

The purpose of the Related Party Transactions Policy (this “Policy”) is to establish the procedures of Origin Bancorp, Inc. (the “Company”) for the notification, review, approval, ratification and disclosure of Related Party Transactions.

The Company recognizes that Related Party Transactions may raise questions among shareholders and other constituencies as to whether those transactions are consistent with the best interests of the Company and its shareholders. To address this concern, the Company shall only enter into or ratify Related Party Transactions when the Company’s Board of Directors (the “Board”), acting through the Nominating and Corporate Governance Committee (the “Committee”) or as otherwise described herein, determines that the Related Party Transaction in question is in, or is not inconsistent with, the best interests of the Company and its shareholders.

The Committee shall review this Policy at least annually and may amend this Policy from time to time in connection with such review.

### Definitions

For purposes of the Policy, the defined terms below shall have the meanings set forth in Item 404(a) of Regulation S-K and the instructions thereto and shall generally mean the following:

- **“Exchange Act”** means the Securities Exchange Act of 1934, as amended.
- **“Immediate Family Member”** means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother- in-law, or sister-in-law of a Company director, executive officer, director nominee or Significant Shareholder (as defined below) and any person (other than a tenant or employee) sharing the household of such director, executive officer, director nominee, or Significant Shareholder.
- **“Related Party”** means any of the following:
  - any person who is, or at any time since the beginning of the Company’s last complete fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
  - any person who, at the time of the occurrence or existence of the transaction at issue, is a Significant Shareholder;

- any Immediate Family Member of any of the foregoing persons; and
  - any entity (i) that employs any of the foregoing persons, (ii) of which any of the foregoing persons is a general partner, officer or serves in a similar position, or (iii) in which any of the foregoing persons has a 10% percent or greater beneficial ownership interest (whether alone or aggregated with beneficial ownership interests of other Related Parties).
- “**Related Party Transaction**” means a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or shall be a participant where the amount involved exceeds \$120,000, and in which any Related Party had, has or shall have a direct or indirect material interest.
- “**Securities Act**” means the Securities Act of 1933, as amended.
- “**Significant Shareholder**” means the beneficial owner of more than 5% of any class of the Company’s voting securities.

### **Notice to Company of Potential Related Party Transactions**

Any Related Party who proposes to enter into a potential Related Party Transaction or becomes aware of a potential Related Party Transaction involving any Related Party shall promptly notify the Committee of the facts and circumstances of such transaction, including, to the extent known, the following:

- the Related Party’s relationship to the Company and interest in the transaction;
- the material facts of the potential Related Party Transaction, including the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
- whether the transaction was undertaken in the ordinary course of the Company’s and the Related Party’s business;
- who initiated the transaction;
- the risks and benefits to the Company of the potential Related Party Transaction;
- if applicable, the availability of other sources of comparable products or services; and
- an assessment of whether the potential Related Party Transaction is on terms that are comparable to the terms available to an unrelated third party or to employees generally.

## **Review of Potential Related Party Transactions by the Committee**

### ***Procedures***

Upon receipt of a notice of a Related Party Transaction, the Committee shall review the notice and any additional information provided therewith to determine whether the potential Related Party Transaction constitutes a Related Party Transaction pursuant to this Policy at the next regularly scheduled Committee meeting. In those instances in which the Chair of the Committee, in consultation with the Chief Executive Officer, the Chief Financial Officer, or the General Counsel, provided, in each case, that such person is not directly or indirectly involved in the transaction, determines that it is not practicable or desirable for the Company to wait until the next regularly scheduled Committee meeting to review the transaction, it may be submitted for review to (1) the Committee at a special meeting of the Committee called by the Chair of the Committee or (2) in only exceptional circumstances, the Chair of the Committee. The Committee may request additional information about the Related Party or the Related Party Transaction to assist it with its determination.

### ***Pre-Approved Transactions***

Consistent with the foregoing, and the rules and regulations of the Securities and Exchange Commission (the “SEC”), the following categories of Related Party Transactions and/or Related Party interests do not need to be presented to the Committee for review and approval:

- Interests arising solely from the Related Party’s position as a director, trustee or similar position of another company that is a party to a transaction with the Company and such director or trustee is not involved in the negotiations of the terms of the transaction and does not receive any special benefits as a result of the transaction;
- Interests arising solely from the Related Party’s (or any Immediate Family Member’s) position as an executive officer or employee of another company or similar entity that is a party to a transaction with the Company where:
  - the Related Party (and his or her Immediate Family Members) owns in the aggregate less than 5% of the equity or similar ownership interest in such company or entity,
  - the Related Party (and his or her Immediate Family Members) is not involved in the negotiations of the terms of the transaction and does not receive any special benefits as a result of the transaction, and
  - the amount involved in the transaction does not exceed the greater of \$1 million or 1% of such other company’s consolidated gross revenues;
- Interests arising solely from the Related Party’s (or any Immediate Family Member’s) position as an officer, director, trustee or similar position of a charitable or educational organization or similar entity that receives donations

from the Company (excluding Company matches of charitable contributions made by employees or directors under the any matching gift program) where:

- the Related Party (and his or her Immediate Family Members) is not involved in the negotiations of the terms of the donations and does not receive any special benefits as a result of the donations, and
- the amount of the donations does not exceed the greater of \$1 million or 1% of the organization's consolidated annual gross revenues;
- Interests arising solely from the direct or indirect ownership by the Related Party (and his or her Immediate Family Members) in the aggregate, of less than 5% of the equity or similar ownership interest in a company or similar entity that is a party to a transaction with the Company where the Related Party (and his or her Immediate Family Members) is not involved in the negotiations of the terms of the transaction and does not receive any special benefits as the result of the transaction;
- Interests arising solely from a transaction where the rates or charges involved in the transaction are determined by competitive bids;
- Interests arising solely from the rendering of services as a common carrier or public utility at rates or charges fixed in conformity with law or governmental regulations;
- Interests arising solely from membership in the same professional association, social, fraternal or religious organization or club as an executive officer of the Company;
- Interests arising solely from service as an executive officer of a company that also uses the Company's independent registered public accountants;
- A relationship that involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services;
- Interests arising solely from the ownership of a class of the Company's equity securities if all holders of that class of equity securities receive the same benefit on a pro rata basis;
- Transactions involving compensation to an executive officer, if such compensation has been approved by the Company's Compensation Committee;
- Transactions involving indemnification or advancement of expenses made pursuant to the Company's articles of incorporation, bylaws, or an agreement approved by the Board;

- Transactions involving compensation to a director of the Company for services as a director if such compensation shall be reported pursuant to Item 402(k) of Regulation S-K; and
- Other interests and transactions expressly deemed in Item 404 of Regulation S-K and the instructions thereto not to constitute Related Party transactions that are required to be disclosed in the Company's filings with the SEC as required by the Securities Act and the Exchange Act and related rules and regulations, each as amended.

## **Committee Review Procedures**

### ***Criteria for Evaluating Related Party Transactions***

In evaluating a Related Party Transaction submitted for approval under this Policy, the Committee shall consider all of the relevant facts and circumstances available to it, including (if applicable) but not limited to:

- whether the transaction was undertaken in the ordinary course of the Company's and the Related Party's business;
- whether the transaction was initiated by the Company or the Related Party;
- the purpose of the transaction and its potential risks and benefits to the Company;
- in the event the Related Party is a director, an Immediate Family Member of a director or an entity in which a director is a partner, shareholder or executive officer, the impact on the director's independence and, if the director serves on the Compensation Committee, such director's status as a "non-employee director" under Rule 16b-3 under the Exchange Act;
- the availability of other sources for comparable products or services;
- the approximate dollar value of the transaction and the amount and nature of the Related Party's interest in the transaction; and
- the terms of the transaction and whether the proposed transaction is proposed to be entered into on terms no less favorable than the terms available to unrelated third parties or to employees generally.

No member of the Committee shall vote on the approval of any Related Party Transaction with respect to which such member or any of his or her Immediate Family Members is the Related Party but such member may, if so requested by the Chair of the Committee, participate in some or all of the Committee's discussions of the applicable Related Party Transaction. The Committee shall approve only those Related Party Transactions that are in, or are not inconsistent with, the best interests of the Company and its shareholders, as the Committee determines in good faith. The Committee shall convey the decision to the Chief Executive Officer, who shall convey the decision to the appropriate persons within the Company.

If, in accordance with this Policy, only the Chair of the Committee reviews a transaction, the Chair shall provide a report to the Committee of any Related Party Transaction that he or she has reviewed, including, if applicable, the rationale for approving or ratifying the transaction without full Committee review at the Committee's next regularly scheduled meeting.

### ***Ratification Procedures***

If the Committee learns of a Related Party Transaction that has not been previously approved or previously ratified under this Policy, the following steps shall be taken, to the extent applicable:

- If the transaction is pending or ongoing, the Committee shall promptly review it, considering all of the relevant facts and circumstances available to it, including the criteria outlined in this Policy. Based on the conclusions reached, the Committee shall determine whether to ratify, amend or terminate the Related Party Transaction.
- If the transaction is completed, the Committee shall evaluate the transaction, taking into account all of the relevant facts and circumstances available to it, including the criteria outlined in this Policy, to determine if rescission of the Related Party Transaction is feasible and/or appropriate and if any disciplinary action is appropriate.

In the case of a Related Party Transaction that was not approved in advance under this Policy, the Committee shall request that the Chief Risk Officer evaluate the Company's controls and procedures to ascertain the reason the transaction was not submitted to the Committee for prior approval and report the findings to the Committee, along with any recommendations for changes to this Policy.

### ***Review of Ongoing Transactions***

At the Committee's last meeting of each fiscal year, the Committee shall review any previously approved or ratified Related Party Transactions that remain ongoing and have a remaining term of more than six months or amounts payable to or receivable from the Company of more than \$120,000. Based on all relevant facts and circumstances, taking into account the Company's contractual obligations and the criteria outlined in this Policy, the Committee shall determine if it is in the best interests of the Company and its shareholders to continue, modify or terminate the Related Party Transaction. With respect to any Related Party Transaction that constitutes a series of similar transactions, arrangements or relationships expected to continue in the future, the Committee, in approving such transaction, may adopt specific terms and conditions or guidelines with respect to such Related Party Transaction.

## **Special Procedures for Related Party Transactions Related to Investment in Real Estate**

If a Related Party (except solely for purposes of this section, the threshold for Significant Shareholder shall be 10% or greater) has any involvement in the acquisition, holding, disposition of real property to be used, currently being used, or formerly used as premises for the operation of the Company's or any of its subsidiaries' businesses, the prior written approval of the Commissioner (the "Commissioner") of the Office of Financial Institutions of the State of Louisiana (the "Office of Financial Institutions") may be required. Involvement may include, but is not limited to, acting as the seller, the acquirer, the real estate agent or broker, the closing attorney, or other similar capacities related to the transaction.

Management and the Committee shall use their best efforts to determine the applicability of Policy No. DI-01-2005 of the Office of Financial Institutions with respect to the Related Party Transaction and to ensure compliance therewith. If there is any question that a proposed acquisition of property may be unreasonable or does not comply with Policy No. DI-01-2005 of the Office of Financial Institutions, the Committee shall appoint a representative of the Company to contact the Office of Financial Institutions for guidance.

If prior approval of the Commissioner is required under Policy No. DI-01-2005, the Company shall promptly provide the Office of Financial Institutions with all documents required under such policy or otherwise requested by the Office of Financial Institutions.

## **Disclosure**

The Company shall disclose all Related Party Transactions that are required to be disclosed in the Company's filings with the SEC in accordance with applicable laws and regulations. The Company shall also disclose the material terms of the Policy in the Company's Annual Report on Form 10-K or in the Company's proxy statement, or as otherwise required by the SEC or the rules of any exchange on which the Company's securities may be listed.