



FINANCE COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Finance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Origin Bancorp, Inc. (the “Company”) and Origin Bank (the “Bank”) in fulfilling its responsibilities to oversee: (a) the Company’s financial risk management policies established by management to identify, assess, measure, monitor, and manage liquidity risk, interest rate risk, and investment risk relating to the Company’s asset/liability management activities; (b) the Company’s capital management and planning activities; (c) the Company’s financial performance, including the performance of the Company’s investment security portfolio, and other significant financial activities; and (d) reputational and operational risk related to the Committee’s responsibilities described in this Charter.

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 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 four times per 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. The Company’s Chief Executive Office and Chief Risk Officer shall be standing invitees to all meetings of the Committee, unless otherwise determined by the Chair. Members of the Committee may participate in a meeting of the Committee by means of a conference call or 2 Adopted: July 2016 Finance Committee Charter

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.

In its discretion, the Committee may meet in executive session at any meeting of the Committee and other individuals may attend such executive sessions, as determined by the Chair. The Committee shall meet separately, at least quarterly, with the Company's Chief Risk Officer. To ensure appropriate oversight of finance-related issues and risks without unnecessary duplication, the Chairs of the Committee and each of the other Board committees will collaborate and assist one another as they deem advisable.

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:

- ☐ Review, at least annually, and approve and recommend to the Board for its approval, the Company's market risk functional framework and oversight policy, which outlines management's governance structure, policies, processes, and roles and responsibilities for managing the Company's liquidity risk, interest rate risk and investment risk.
- ☐ Oversee the administration and effectiveness of, and compliance with the Company's market risk functional framework and oversight policy and other significant investment and related policies through the review and approval, as appropriate, of such policies, processes, reports and other information as it deems appropriate, including those relating to the Company's fixed income portfolio, interest rate and mortgage interest rate sensitivity and risk, derivatives usage and position, market risk exposure, and any structured transactions.
- ☐ Periodically review and approve the Company's Capital Management Policy and oversee the operation of and receive reports on the Company's capital adequacy assessment (including regulatory capital ratios), forecasting, risk-appetite, and stress testing processes and activities. Unless reviewed and approved by the Board, the Committee shall review and approve the Company's annual capital plan.
- ☐ Review the Company's capital levels and allocation policies and shall recommend to the Board the declaration of dividends with respect to the Company's common stock and the repurchase of the Company's debt and equity securities, as appropriate.
- ☐ Review the Company's liquidity and funding risks and recommend to the Board resolutions relating to the Company's financing.

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- ☐ Review and recommend to the Board approval of significant capital expenditures.
- ☐ Review the Company's annual financial plan, as well as the Company's financial and investment performance through the review of selected financial reports and other information, such as risk-based analyses or measures, as it deems appropriate.
- ☐ Receive periodic updates from management on other significant financial matters, including the Company's income taxes, insurable risk, insurance coverages, including loss assumptions, and recovery planning process.
- ☐ Perform such other duties and responsibilities as may be directed by the Board.

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 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 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, as appropriate, for approval.

Limitation of Committee's Role

This Charter sets forth the responsibilities and powers of the Finance Committee as delegated by the Board. Risk assessment and risk management are the responsibility of the Company's management. The Committee has an independent oversight role, and, in fulfilling that role, relies on the reviews and reports described above. As appropriate, the Committee shall challenge such reviews and reports to enhance the Company's overall risk management.