



COMPENSATION COMMITTEE CHARTER

I. PURPOSE

The primary purpose of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Origin Bancorp, Inc. (the “Company”) in fulfilling its responsibilities relating to the compensation of the Company’s Chief Executive Officer (“CEO”) and each other Executive Officer of the Company. For purposes of this Charter, the term “Executive Officer” means any person designated by the Board as an “officer” of the Company as defined in Rule 16a-1 for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Committee shall be responsible for evaluating and approving the Company’s compensation plans, policies and programs.

II. 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 the rules of the Texas Stock Exchange (the “TXSE Rules”). Each member of the Committee shall also qualify as a “non-employee director” as defined in Rule 16b-3 of the Exchange Act. Additionally, under the TXSE Rules, in determining independence of Compensation Committee members, the Board also shall consider all factors specifically relevant to determining whether the director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Compensation Committee member. Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the membership qualifications shall nevertheless constitute a duly authorized action of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards.

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 with or without cause at any time by, the Board. Any vacancy 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 conduct at least four meetings each 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 of the Committee at least 48 hours prior to the meeting. 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 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 and subject to this Charter, 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, except that the CEO of the Company may not be present during voting or deliberations on his or her performance or compensation. Minutes shall be prepared, and the Committee shall report to the Board regarding the results of its meetings.

IV. DUTIES AND RESPONSIBILITIES

The Committee has the following specific duties and responsibilities, in addition to any other matters that may be delegated to the Committee from time to time by the full Board:

Compensation Philosophy

- Develop and periodically review the Company's overall compensation philosophy and strategy, including (a) establishing appropriate levels of compensation, (b) determining the appropriate mix between fixed versus incentive compensation and short-term versus long-term incentive compensation, and (c) attracting, retaining and incenting highly qualified Executive Officers within the context of the Company's corporate culture.

Compensation of CEO and Other Executive Officers

- Annually review and (a) determine the annual compensation, including salary, bonus, benefits, incentive opportunities and other compensation of the CEO, (b) approve goals and objectives relevant to compensation of the CEO, and (c) evaluate the CEO's performance in light of these goals and objectives.
- In conjunction with the CEO, annually review, approve and make recommendations to the Board with respect to the evaluation process and compensation structure for all other Executive Officers.
- Review the compensation of the CEO and other Executive Officers by considering, among other things, the results of the most recent stockholder advisory vote on executive compensation (the "Say-on-Pay Vote") and in reference to applicable laws, rules, and regulations, as may be amended from time to time.

Review Employment Arrangements

- Review and approve new or materially amended employment agreements, severance or termination arrangements, change in control agreements, retirement arrangements and similar agreements, including any benefits to be provided in connection therewith, proposed to be entered into between any current or prospective Executive Officer and the Company or Origin Bank.

Review and Evaluate Compensation

- Oversee and evaluate organizational compensation structure, policies and programs, and assess whether these establish appropriate incentives and leadership development opportunities for management and other employees.
- Evaluate and make recommendations to the Board with respect to incentive compensation and equity-based plans that are subject to Board approval.
- Perform such duties and responsibilities as may be assigned to the Board or the Committee under the terms of the Company's incentive-based and equity-based compensation plans and any other compensatory plans or agreements.
- Oversee the development and operation of the Company's incentive compensation policies, systems, and related control processes, and review and approve the overall goals and purposes of the incentive compensation system.
- Coordinate with the Chief Risk Officer and the Risk Committee (which coordination may be through the Committee Chair) annually to evaluate and to provide a written report to the Committee regarding risk management matters as they relate to compensation, including ensuring compensation practices and incentive compensation arrangements are consistent with the safety and soundness of Origin Bank and the Company and do not encourage excessive risk taking and assess whether any risks arising from compensation practices, policies and programs for employees are reasonably likely to have a material adverse effect on the Company.
- Maintain regular contact with the leadership of the Company as part of the evaluation of Executive Officers.
- Identify peer group companies to be included in competitive compensation comparisons or performance metrics. As provided in Section V of this Charter, the Committee may obtain the assistance of a compensation consultant or other advisors in making this determination.
- Review and approve the implementation or revision of any clawback policy allowing the Company to recoup or reduce compensation paid to Executive Officers and other employees.

- Approve or make recommendations to the Board with respect to the adoption or modification of policies regarding the pledging or hedging of Company stock, if any, and monitor compliance with respect to any adopted policy on pledging and hedging.
- Provide strategic review of the Company's human resources strategies and initiatives to ensure the Company is seeking, developing and retaining human capital appropriate to the Company's needs.
- Establish and monitor compliance with any stock ownership and holding guidelines of the Company that are applicable to Executive Officers.

Regulatory Compliance

- Review director compensation levels, benefits and practices and recommend, from time to time but no less than annually, changes in such compensation levels, benefits and practices to the Board (including retainer, committee and committee chair fees, equity awards and other similar items, as appropriate).
- Perform any other activities consistent with this Charter, the Company's bylaws and governing law as the Committee or the Board deem appropriate.
- Review and discuss with management any disclosures and reports related to compensation practices that are required to be included under the regulations of the Securities and Exchange Commission in the Company's annual proxy statement or Annual Report on Form 10-K and make recommendations to the Board regarding these disclosures.
- Review the Company's procedures and controls for the preparation of these disclosures and recommend any appropriate changes to the Board.
- Review and recommend to the Board for approval the frequency with which the Company will conduct the Say-on-Pay Vote, taking into account the results of the most recent stockholder advisory vote on the frequency of the Say-on-Pay Vote as required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Company's proxy statement.
- To the extent applicable to the Company, consider the results of the most recent Say-on-Pay Vote and on the frequency with which the Company will conduct the Say-on-Pay Vote, any other feedback garnered through the Company's ongoing stockholder outreach that may be in effect from time-to-time, and consider whether to make any changes to the Company's compensation plans and programs as a result of such votes and any stockholder feedback.

V. ACCESS AND RESOURCES

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities with full access to all books, records, facilities and personnel of the Company and its subsidiaries. The Committee shall have all resources and authority appropriate to discharge its duties and responsibilities, including the sole discretion to obtain, retain, approve the fees and other retention terms of, and terminate any special or independent counsel, accountants or other experts or advisors, including compensation consultants (each, an "Advisor"), as it deems appropriate to carry out its duties. The Company shall provide funding, as determined by the Committee, for payment of reasonable compensation fees to any Advisors retained by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisor it retains. To the extent required by the TXSE Rules, the Committee may select or receive advice from an Advisor only after taking into consideration the following factors set forth in the TXSE Rules:

- the provision of other services to the Company by the Advisor or his or her employer;
- the amount of fees received from the Company by the Adviser or his or her employer, as a percentage of the total revenue of the Advisor or his or her employer;
- the policies and procedures of the Advisor or his or her employer that are designed to prevent conflicts of interest;
- any business or personal relationship of the Adviser with a member of the Committee;
- any stock of the Company owned by the Adviser; and
- any business or personal relationship of the Adviser or the Adviser's employer with any Executive Officer of the Company.

Although the Committee is required to consider such factors and assess the independence of any Advisor (other than any in-house legal counsel) that provides advice to it, the Committee is free to select or receive advice from an Advisor that is not independent. To ensure the independence of any compensation consultant or other Advisor retained by the Committee, the Committee may pre-approve all services performed by such Advisor for the Company in connection with the foregoing. 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. Notwithstanding the foregoing, nothing in this Section V shall require the Committee to implement or act consistently with the advice or recommendations of any Advisor or affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties.

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.

VI. PERFORMANCE AND CHARTER REVIEW

The performance of the Committee under this Charter 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 for approval, as appropriate.