



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 organizational strength and the compensation of the Company’s Chief Executive Officer (“CEO”) and his or her direct reports (the “Senior Executive Officers”) and 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 referred to herein as “Executive Officers”). The Committee has overall responsibility 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 independent as that term is defined under NASDAQ Stock Market Rules (the “NASDAQ Rules”) and the Company’s independence guidelines. Each member of the Committee shall also qualify as a “non-employee director” as defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Additionally, under the NASDAQ 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 that is material to that director’s ability to be independent from management in connection with fulfilling his or her committee duties, including any source of compensation or affiliation that would impair his or her ability to make independent judgement about the Company’s executive compensation.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Governance Committee and shall serve at the pleasure of, and may be removed 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 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 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, except that the CEO may not be present during voting or deliberations on his or her compensation. 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 and responsibilities, in addition to any other matters that may be delegated to the Committee from time to time by the full Board:

Compensation of CEO and Executive Officers

- Annually review and (a) determine the annual compensation, including salary, bonus, 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 and approve the evaluation process and compensation structure for all other Executive Officers.
- Review the compensation of the CEO and other Executive Officers in reference to applicable laws, rules, and regulations, as may be amended from time to time.

Review Employment Arrangements

- Review and approve employment agreements, severance or termination arrangements, change in control agreements, retirement arrangements and similar agreements proposed to be entered into between any Executive Officer and the Company or Origin Bank.

Review and Administer 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.
- Review, approve and administer the Company's compensation, incentive-based compensation and equity-based plans in accordance with their respective terms

and recommend changes in such plans to the Board as needed, including establishing criteria for the terms of awards granted to participants under such plans, granting awards in accordance with such criteria and exercising all authority granted to the Committee under such plans or by the Board in connection with such plans.

- Oversee the development and operation of the organization's incentive compensation policies, systems, and related control processes, and review and approve the overall goals and purposes of the incentive compensation system.
- With the assistance of the Chief Risk Officer, regularly monitor and evaluate the risk management elements with the Company's incentive compensation arrangements and appropriately balance risk and financial results in a manner that does not encourage imprudent risks and is consistent with safety and soundness.
- Monitor the effectiveness of non-equity based benefit plan offerings and approve any material new employee benefit plan or change to an existing plan that creates a material financial commitment by the Company.
- Maintain regular contact with the leadership of the Company as part of the management evaluation.
- Prohibit the repricing of stock options, including by amendments to outstanding options to lower their exercise price, and the cancellation of outstanding options and replacing them with new options.

Regulatory Compliance

- Review director compensation levels and practices and recommend, from time to time, changes in such compensation levels 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.
- To the extent applicable to the Company, consider the results of the most recent shareholder and advisory vote on executive compensation and consider whether to

make any changes to the Company's compensation plans and programs as a result of such vote.

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 authority to select, retain and approve the fees and other retention terms of 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 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 NASDAQ rules, the Committee may select or receive advice from an Advisor only after taking into consideration the factors set forth in the NASDAQ rules. Although the Committee is required to consider such factors, it 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.

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 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.