

COMPENSATION COMMITTEE CHARTER

Revised December 20, 2016

I. PURPOSE

The members of the Compensation Committee (the “Committee”) shall be appointed by an affirmative vote of the majority of the members of the Board of Directors of Horizon Bancorp (the “Company”) for the purpose of carrying out the responsibilities delegated by the Board to the Committee relating to compensation of the Company’s directors and executive officers. The Committee has overall responsibility for approving and evaluating the compensation and benefit plans, succession plan, human resource policies and general employment practices of the Company and any of its subsidiaries (each, a “Subsidiary”).

II. MEMBERSHIP AND ORGANIZATION

- The members of the Committee shall be appointed by the Board of Directors and may be replaced by the Board of Directors.
- The Committee shall consist of no fewer than three members, each of whom is a member of the Board of Directors.
- The Board of Directors shall appoint one member of the Committee as Chairperson.
- The Board of Directors shall affirmatively determine that each member of the Committee qualifies as an “independent director” under the rules of The NASDAQ Stock Market (“NASDAQ”). In addition, in order to determine independence, the Board of Directors shall consider all factors specifically relevant to determining whether a 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 Committee member, including, but not limited to:
 - (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director; and
 - (ii) whether such director is affiliated with the Company, a Subsidiary of the Company or an affiliate of a Subsidiary of the Company.
- Each member of the Committee shall qualify as a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and any successor rule.
- Each member of the Committee shall qualify as an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended.
- Each member of the Committee shall satisfy any additional requirements established by the Board of Directors and by NASDAQ, the Securities and Exchange Commission (the “SEC”) or any applicable regulatory authority.

III. MEETINGS

- A majority of the members of the Committee shall be a quorum to transact business.
- The Chairperson shall preside at each meeting. In the event that the Chairperson is not present at a meeting, the Committee members present shall designate one of the Committee members who is present as the acting Chairperson of such meeting.
- The Committee shall meet with such frequency and at such intervals as it shall determine necessary to carry out its duties and responsibilities, but in no event shall the Committee meet less than once annually. The Committee's Chairperson may call a special meeting at any time that he or she deems advisable.
- The Committee, in its discretion, may ask members of management or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary; provided, however, that the chief executive officer may not be present during any voting or deliberations regarding the chief executive officer's compensation.

IV. AUTHORITY AND RESPONSIBILITIES

- The Committee shall have authority to conduct its business as necessary to carry out the responsibilities delegated to the Committee by the Board of Directors and to comply with applicable requirements of NASDAQ, the SEC and other regulatory authorities.
- The Committee shall have, in its sole discretion, the authority to retain, obtain the advice of and terminate the engagement of compensation consultants ("Compensation Consultants") as well as legal counsel and other advisors (collectively, Compensation Consultants and other advisors are referred to in this Charter as "Advisors") as necessary to assist in the evaluation of director, CEO or executive officer compensation and to assist with the execution of the Committee's duties and responsibilities as set forth in this Charter. The Committee also shall have authority to approve an Advisor's fees and other retention terms. The Committee shall be responsible for oversight of the work of any Advisors retained by the Committee.
- The Company shall provide the Committee with the funding that the Committee determines to be reasonable to compensate any Advisor.
- The Committee shall have, in its sole discretion, authority to obtain advice and assistance from internal accounting personnel and employees as well as the accounting firm engaged as the internal accountant for the Company.
- Advisors engaged by the Committee shall report directly to the Committee, which shall report to the Board of Directors at its next regular meeting regarding any advice received from such Advisors and shall provide to the Board of Directors any reports prepared by an Advisor.
- When selecting an Advisor, the Committee shall consider whether the Advisor is independent based on the factors relating to independence that are identified by NASDAQ and the SEC and such other factors as the Committee may determine.

- The Committee shall annually review and approve any perquisites for the CEO and executive officers of the Company.
- The Committee shall annually evaluate the CEO's performance in comparison to corporate goals and objectives and determine and approve the CEO's compensation based on achievement of those goals and objectives.
- The Committee shall be responsible for all contract negotiations relating to the services of the CEO. Contracts with the CEO shall be approved by the Committee and the Board of Directors and shall be executed on behalf of the Company by the Chairperson of the Board of Directors (or another officer authorized to execute such contracts by the Board of Directors) and may be countersigned by the Chairperson of the Committee.
- The Company's CEO shall report annually on the general administration of the Company's salary administration and compensation programs. The Company's CEO may make recommendations as to the compensation to be paid to executive officers, but the determination of such executive officer compensation shall be made and approved by the Committee.
- The Committee shall be responsible for the periodic review of director compensation and recommend changes, if any, to the full Board of Directors for approval.
- The Committee shall review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking; shall review and discuss at least annually the relationship between risk management policies and practices and compensation; and shall evaluate compensation policies and practices that could mitigate any such risk.
- The Committee shall annually review and update this Charter and recommend any proposed changes to the Board of Directors for approval.
- The Committee shall review and discuss with management the Company's Compensation Discussion and Analysis ("CD&A") and the related executive compensation information; recommend that the CD&A and related executive compensation information be included in the Company's proxy statement or Annual Report on Form 10-K; and prepare, consider and approve the Committee's annual report on executive officer compensation required to be included in the Company's proxy statement or Annual Report on Form 10-K.
- The Committee shall evaluate its performance annually.
- The Committee shall report to the Board of Directors regarding all matters considered or actions taken by the Committee.
- The Committee shall work with the Company's management to address any conflicts of interest with any Compensation Consultants.

V. COMPENSATION CONSULTANT INDEPENDENCE

Prior to selecting a Compensation Consultant, the Committee must consider the potential Compensation Consultant's independence by taking into consideration the following factors, in addition to any other factors required by the Board of Directors, NASDAQ, the SEC or other regulatory authority:

- the provision of other services to the Company by the person that employs the Compensation Consultant;
- the amount of fees received from the Company by the person that employs the Compensation Consultant, as a percentage of the total revenue of the person that employs the Compensation Consultant;
- the policies and procedures of the person that employs the Compensation Consultant that are designed to prevent conflicts of interest;
- any business or personal relationship of the Compensation Consultant with a member of the Committee;
- any stock of the Company owned by the Compensation Consultant; and
- any business or personal relationship of the Compensation Consultant or the person employing the Compensation Consultant with an executive officer of the Company.