

**GERMAN AMERICAN BANCORP, INC.**

**COMPENSATION/HUMAN RESOURCES COMMITTEE OF THE BOARD OF  
DIRECTORS**

**CHARTER**

1. Purpose of the Compensation/Human Resources Committee.

The Compensation/Human Resources Committee (the "Committee") is a standing committee of the Board of Directors (the "Board") of German American Bancorp, Inc. (the "Corporation"). The Committee shall consist of at least three members of the Board, each of whom shall satisfy the independence and other membership criteria specified by Section 2(B). The Board shall designate a Committee Chair from among the members of the Committee.

The Committee shall make recommendations to the Board with respect to the Board's determination of the compensation of all of the Corporation's executive officers. For purposes of this Charter, the term "executive officers" means the chief executive officer of the Corporation and those other officers of the Corporation that are covered in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

The Committee shall also administer all equity-based incentive compensation plans of the Corporation, including the granting of options, restricted stock and other equity awards under such plans, subject, in the case of grants to executive officers of the Corporation, to approval of the recommended grants by the Board as part of the Board's review of the Committee's overall compensation recommendations for such executive officers.

2. Organization of the Committee.

A. *Charter.* At least annually, this Charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. *Independence of Members.* Independent oversight of executive officer compensation helps the Board assure that appropriate incentives are in place, consistent with the Board's responsibility to act in the best interests of the Corporation. To that end, each director who is appointed to serve on the Committee shall qualify, in the affirmative opinion of the Board, as an independent director of the Corporation under the then- applicable listing standards of The Nasdaq Stock Market LLC ("NASDAQ"), as a "non- employee director" within the meaning of such term under Rule 16b-3 under the Securities Exchange Act of 1934, and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, all as amended from time to time. In affirmatively determining the independence of any director who will serve on the Committee, the Board shall consider (in addition to the independence factors otherwise considered for purposes of determining independence of that director under NASDAQ's listing standards for service on the Board) all factors specifically relevant to determining whether that director has a relationship to the Corporation that 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 (1) the sources of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Corporation to such director, and (2) whether such director is affiliated with the Corporation (or with a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation). For purposes of assessing relationships as required by the preceding sentence, the Board shall consider the director's relationships to any parent or subsidiary of the Corporation (including any entity that the Corporation controls and consolidates with its financial statements as filed with the Securities and Exchange Commission, but not if the Corporation reflects such entity solely as an investment in its financial statements) as if they were relationships to the Corporation. The Board shall make a determination of the eligibility of each member of the Committee under these standards each time that he is she is appointed or re-appointed to the Committee.

- C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled as required. The Committee may conduct its business and affairs at any time or location it deems appropriate. Attendance and participation in a meeting may take place by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Corporation's chief executive officer may not be present during voting or deliberations on his or her compensation.
- D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be a majority of those members of the Committee who are then in office. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held at which a quorum is established, except as specifically provided herein. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be as effective as if it had been made at a meeting duly called and held.
- E. *Agenda, Minutes and Reports.* The Chair of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be approved at a subsequent meeting and shall be made available periodically to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.
- F. *Access to Records, Consultants, Advisors, and Others.* The Committee shall have the sole discretion, and the ultimate authority and responsibility, to retain or obtain the advice of a compensation consultant, legal counsel or other advisor. The Committee shall approve the terms of engagement of any such advisor, including the fees of any such advisor. The costs of engaging any such advisor shall be borne by the Corporation, which shall provide appropriate funding for the work of such advisor, as determined by the Committee. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other advisor retained by the Committee. In discharging its responsibilities, the Committee shall have full access to any relevant records of the Corporation and may also

request that any officer or other employee of the Corporation (including the Corporation's senior compensation or human resources executives) meet with any members of, or advisor to, the Committee.

3. Responsibilities of the Committee.

- A. *Goals.* The primary goals of the Committee in setting or recommending compensation are to assist the Corporation in attracting and retaining highly-skilled executives in a competitive environment, and to provide financial incentives that will align its officers' interests with those of the Corporation's shareholders.
- B. *Elements of Compensation.* The Committee shall consider a compensation package for each executive officer that includes in most cases (but need not be limited to) three basic elements: (1) base salary, (2) the potential to earn incentive awards for annual performance payable in cash, and (3) the potential to earn incentive awards for performance over a longer period of time, to be determined by the Committee, payable in cash or otherwise. In determining (or recommending to the Board) compensation for each officer, the Committee shall consider, among other factors it deems appropriate from time to time:
- the Corporation's financial and operating performance balanced by the officer's area of responsibility; and
  - each officer's individual level of contribution to the Corporation's achievement of its goals on either a business unit or overall corporate basis.

The Committee may (but shall not be required in all cases) consider such benchmarking or other competitive market analysis of the compensation of officers as the Committee may deem relevant.

- C. *Annual Incentive Award Determinations.* After the conclusion of each year, the Committee shall (in addition to its setting, or recommendation, of compensation for the succeeding year) consider whether to authorize (or recommend to the Board for authorization) the payment of cash awards and/or the awarding of securities or other equity-based awards to the Corporation's officers, in respect of individual, business unit and/or corporate performance in the year (or longer periods) just concluded. If and to the extent that any such awards are authorized by the Committee (or by the Board), the Committee shall take such actions as may be necessary or appropriate to cause such awards to be paid and/or granted under all applicable plan arrangements or documents.
- D. *Evaluation of Compensation Programs.* The Committee shall review on an annual basis the operation of the Corporation's compensation program to evaluate its coordination and execution. If deemed appropriate, the Committee shall recommend to the Board steps to modify compensation programs, policies, goals or objectives.
- E. *Annual Compensation Committee Report and Review of the Compensation Discussion and Analysis.* The Committee shall review the Compensation Discussion and Analysis section (CD&A) that is required to be included in the Corporation's proxy statement and

discuss it with management of the Corporation. Based on such review and discussion, the Committee shall determine whether to authorize the inclusion of the CD&A in the Corporation's proxy statement and annual report on Form 10-K and, if it authorizes such inclusion, shall authorize the Corporation to include in such proxy statement a report (submitted over the names of the Committee's members) of the Committee as to such matters.

- F. *Other Responsibilities.* The Committee shall use its best efforts to discharge such other responsibilities as may be assigned to it by the Board from time to time.

#### 4. Independence Evaluation of Advisors to the Committee.

- A. The Committee shall conduct an independence assessment of any compensation consultant, legal counsel (other than in-house legal counsel) or other compensation advisor ("Advisor") (except as specified below) to consider whether they are independent, prior to selecting, or engaging the services of, any such Advisor. In evaluating the independence of any such Advisor, the Committee shall consider (i) whether the Advisor's firm provides other services to the Corporation, (ii) the amount of fees received by the Advisor's firm from the Corporation as a percentage of revenue of the Advisor's firm, (iii) conflict of interest policies and procedures of the Advisor's firm, (iv) any business or personal relationships between the Advisor and members of the Committee, (v) any stock ownership by the Advisor in the Corporation and (vi) any business or personal relationships between the Advisor or the Advisor's firm and any executive officer of the Corporation.
- B. The Committee may in its discretion engage an Advisor that may be deemed to be not independent. However, the Committee shall be mindful that conflicts of interest must be disclosed under various laws and regulations.
- C. The Committee in all cases must carefully consider and document its independence determinations, as well as its selection of Advisors, providing reasons in the minutes as to why the Advisor was retained.
- D. The Committee shall conduct its first independence assessment of any Advisors to the Committee prior to commencing with any engagement or service performed or proposed to be performed, and annually thereafter.
- E. The Committee shall not be required to conduct an independence assessment for an Advisor that acts in a role limited to the following activities for which no disclosure is required under Item 407(e)(3)(iii) of SEC Regulation S-K: (i) consults on any broad-based, nondiscriminatory plan that is generally available to all salaried employees (for example, an advisor on health plans or tax-qualified retirement plans may meet these requirements), or (ii) provides information that is either not customized or is customized based on parameters that are not developed by the Advisor or the Advisor does not provide advice on those parameters.

- F. To assist in documenting the basis for its independence evaluations, the Committee shall (i) send a questionnaire to each Advisor or prospective Advisor to the Committee, including current outside counsel to the Corporation that may also provide advice to the Committee, and (ii) cross-check information disclosed by an Advisor concerning possible conflict factors with Directors and executive officers of the Corporation, review the relevant information disclosed annually as part of the proxy statement questionnaire sent to Directors and officers (D&O Questionnaire) used by the Corporation to gather disclosable information concerning business or personal relationships and potential conflicts of interest.
  
- G. The Committee shall designate a party (who may be an officer of the Corporation or its bank subsidiary who is not an executive officer) who or that is responsible to accumulate and summarize all responses to Committee questionnaires and relevant items of the D&O Questionnaire, and to coordinate the process by which the Committee considers the results of the completed questionnaires and D&O Questionnaire responses.

Adopted as of June 27, 2011 as amended and restated on June 24, 2019.