

GERMAN AMERICAN BANCORP, INC

GOVERNANCE/NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

CHARTER

1. Role of the Governance/Nominating Committee. The Governance/Nominating Committee (the "Committee") is a standing committee of the Board of Directors of German American Bancorp, Inc. (the "Corporation"). The Committee shall assist the Board of Directors by recommending its governance policies and roles from time to time; coordinating the evaluation of the performance of the Board of Directors and of individual members of the Board of Directors under the Corporation's Governance Policy; identifying and recruiting potential new members for the Corporation's Board of Directors; making recommendations to the entire Board of Directors with respect to the nomination of persons for election or re-election by the shareholders (or for appointment by the entire Board of Directors other than by shareholder election); providing for orientation and ongoing development of directors; and proposing and planning future Board agendas relating to governance and nominations issues. The Board of Directors shall not nominate any person for election by shareholders to the Board of Directors at any meeting of shareholders, or elect any person to fill a vacancy on the Board of Directors between annual meetings of shareholders, unless such person shall first have been recommended by the Committee in compliance with this charter.

2. Composition of the Governance/Nominating Committee. The Committee shall (except as provided in the next sentence) at all times be composed solely of three or more persons who qualify as independent directors of the Corporation under the then-applicable listing standards of The Nasdaq Stock Market LLC ("NASDAQ").

3. General Qualities of All Recommended Board Nominees. In evaluating candidates for membership on the Corporation's Board of Directors, the Committee shall consider favorably those candidates who, in the Committee's judgment, (a) possess demonstrated business and financial judgment, strategic thinking, general management experience or perspective, leadership, experience in industry with comparable complexities, general knowledge of financial services industry, and familiarity with local, state, regional and national issues affecting business; (b) have a background that serves the Board's interest in a membership comprised of individuals with varied occupational experience and perspective; (c) have sufficient time to devote to the Corporation's business; (d) possess the highest moral and ethical character and agree to uphold and assure compliance with the Corporation's Code of Business Conduct; (e) have a history of community involvement and civic-mindedness; (f) are not engaged (directly or indirectly) in any activity adverse to, and do not serve on the board of directors of (or have any material ownership interest in), any other company whose interests are adverse to, or in conflict with, the Corporation's interests; and (g) possess the ability to oversee, as a director, the business and affairs of the Corporation for the benefit of all constituencies of the Corporation.

4. Consideration of Shareholder Recommendations. In connection with each annual meeting of shareholders, the Committee shall in accordance with this Charter consider candidates (based on individual qualifications and the needs of the Board of Directors as determined from time to time by the Committee) that have been recommended by shareholders for nomination at the annual

meeting, if the recommendations are submitted by letter addressed to the attention of the Chairman of the Committee in care of the Secretary of the Corporation, mailed by registered or certified mail (return receipt requested), and received by the Secretary at the Corporation's principal executive offices on or before December 1 of the year preceding the annual meeting for which the recommendation is made.

5. Process for Identifying and Evaluating Candidates. In addition to considering candidates who are recommended by shareholders, the Committee shall meet from time to time with members of the Board, including the chief executive officer and other officers who may be members of the Board, and with other executive officers of the Corporation with a view to identifying persons who may be qualified to serve on the Board of Directors. The Committee may also in its discretion engage a third-party search firm to assist in identifying and evaluating potential candidates. All candidates (regardless of whether identified through shareholder recommendations) shall be evaluated according to the same standards, except that (a) incumbent directors who are standing for re-election may receive preference on account of their prior experience with the business and affairs of the Corporation, and (b) candidates who may be considered for election to the Board of Directors pursuant to any understanding or agreement negotiated by the Corporation with any third party may receive preference in accordance with the special terms of such understanding or agreement.

6. Standards for Evaluation of Candidates. The Committee shall not recommend any candidate to the Board as a nominee for election as director unless such candidate (a) will be at least 25 years of age at the time of election, (b) will not serve, at the time of election, as a director of more than two other companies that file reports with the Securities and Exchange Commission under Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, (c) in the judgment of the members of the Committee, has the ability to read and understand fundamental financial statements, including a balance sheet, income statement, and cash flow statement, (d) has not been involved in any legal proceedings of the type described by Item 401(f) of Regulation S-K of the Securities and Exchange Commission which legal proceedings would be disclosable in the Corporation's next proxy statement, and (e) will satisfy the director qualification requirements established from time to time by the Corporation's Bylaws, unless the Committee has determined that it would be in the best interests of the Corporation for the Board to waive such Bylaws qualification requirements in respect of that particular candidate. In addition, the Committee shall consider candidates with a view to ensuring that at least two thirds of the members of the Board of Directors (assuming that all candidates recommended by the Committee are elected to the Board) will, as a result of prior service on the Board of Directors of the Corporation or otherwise, have business experience in the banking, insurance, or securities industries. The Committee may from time to time establish additional standards or criteria for evaluating candidates that it chooses to recommend to the Board of Directors for election or re-election that are not inconsistent with these policies and procedures.

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