

GERMAN AMERICAN BANCORP

SECTION 301 REPORTING POLICIES AND PROCEDURE

SCOPE:

These Section 301 Reporting Policies and Procedures ("Policies and Procedures") have been established by the Audit Committee of the Board of Directors of German American Bancorp in compliance with Section 301 of the Sarbanes-Oxley Act of 2002 ("Section 301"). These Policies and Procedures apply to (a) the receipt, retention and treatment of complaints received by German American Bancorp and its subsidiaries (the "Company") from any person (including non-employees) regarding accounting, internal accounting controls, or auditing matters, or other possible wrongdoing ("Complaints") and (b) the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters or regarding possible violations of the Company's Code of Business Conduct ("Employee Concerns"), all as required by Section 301 and the Code of Business Conduct.

Any employee who has a concern or complaint about employment or other matters that arise under the Company's employee handbook or other corporate policies, but which do not relate to any violation of the Code of Business Conduct or to any concern regarding accounting or auditing matters, should notify his or her local Human Resources representative or the Corporate Director of Human Resources and should refrain from using these Policies and Procedures in respect of those types of concerns or complaints.

REPORTING POLICIES:

These Policies and Procedures are designed to create a mechanism that effectively enables Company employees and others the opportunity to register Complaints and Employee Concerns with the Audit Committee, through a system provided by a third party service provider, as described below.

EMPLOYEE SAFEGUARDS:

Confidentiality

The Company shall use its best efforts to protect the identity of employees who submit a Complaint or Employee Concern.

Anonymity

Employees submitting a Complaint or Employee Concern may remain anonymous at their option.

Non-Retaliation

The Company shall not retaliate in any way against any employee with respect to the employee's submission of any Complaint or Employee Concern if such retaliation would be proscribed by Section 806 of the Sarbanes-Oxley Act of 2002 or other applicable law.

PROCEDURES:

Reporting

Complaints and Employee Concerns may be reported to the Company, though its third-party service provider, in either of the following ways:

- Through the Toll Free Hotline: 800-398-1496
- E-mail: reports@lighthouse-services.com
- Fax alternative for written documents: 215 689-3885
- Web: lighthouse-services.com/germanamerican
- Mailing address alternative for written documents:

Lighthouse Services, Inc.
1710 Walton Road, Suite 204
Blue Bell, PA 19422
U.S.A.

Callers to the Hotline will have the ability to remain anonymous if they choose. You must include Company name when submitting under any method.

RETENTION AND TREATMENT OF COMPLAINTS AND EMPLOYEE CONCERNS:

The Company shall direct that its third-party service provider promptly report to the Chairman of the Company's Audit Committee each time the Company receives a Complaint or Employee Concern. The Chairman will review with the Audit Committee not later than the next regularly scheduled meeting of the Audit Committee each report of a Complaint or Employee Concern, and earlier if, in the judgment of the Chairman, earlier consideration of the substance of the matters raised by the Complaint or Employee Concern is warranted. The Audit Committee shall determine the appropriate response to the Complaint or Employee Concern, which may include (a) such investigation as the Audit Committee may, in its sole discretion, deem necessary or desirable, and (b) the suspension of ordinary course document destruction practices of the Company pending such investigation. In connection with determining the appropriate investigation or other response, the Audit Committee may consult legal counsel for the Company and other advisers or consultants to the Company, or hire special legal counsel or advisers and consultants. The Audit Committee shall arrange for the confidential secure indefinite retention of all records of its receipt and treatment of the Complaint or Employee Concern, including all information (in written or electronic form) that is obtained in the course of any investigation.

AMENDMENTS:

The Audit Committee does not anticipate that it will receive a large number of Complaints or Employee Concerns pursuant to these Policies and Procedures and therefore believes that these Policies and Procedures will be effective in achieving the purposes of Section 301 and the Company's Code of Business Conduct. The Audit Committee shall consider amendment of these Policies and Procedures if, due to the volume or nature of Complaints or Employee Concerns that are received after the effective date of these Policies and Procedures, such amendments are necessary to assure effectiveness of the Audit Committee's role in receiving, retaining and treating such Complaints and Employee Concerns. *The Audit Committee reserves the right to modify or amend these Policies and Procedures at any time as it may deem necessary.*

The date of these Policies and Procedures, as amended, is April 2016.

Board approval date: June 24, 2019