

First Merchants Bank Trust Oversight Committee Charter

Purpose

The Trust Oversight Committee (the “Committee”) is a subcommittee of the Risk and Credit Policy Committee and appointed by the Board of Directors (the “Board”) of First Merchants Corporation (the “Corporation”) to assist the Board in fulfilling their oversight responsibilities of oversight of Trust administration.

While the Trust Oversight Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing and maintaining an effective Trust Administration Program.

Chair and Membership

The chair and members of the Trust Oversight Committee shall be appointed by the Nominating and Governance Committee and elected by the Board. The Committee Chair must be an independent director.

Duties and Responsibilities

The Duties and Responsibilities of the Trust Oversight Committee include the following:

1. Review the fiduciary activities of First Merchants Private Wealth Advisors (“PWA”) are in alignment with applicable laws, rules and regulations, and prudent practices;
2. Review policies and procedures for alignment with the objectives and risk tolerance of the Corporation.
3. Review the adequacy of the organizational structure, staffing model and operating budgets are sufficient to enable PWA to effectively carry out its functions;
4. Review policies and procedures outlining the responsibilities of PWA Officers and employees. These responsibilities include, but are not limited, to the following:
 - Administration of trust and other fiduciary accounts;
 - Implementation of policies and instructions of the Committee;
 - Maintenance of necessary control measures to protect assets under their custody and held in trust or other fiduciary capacity;
 - Performance of investment management and other fiduciary activities in accordance with client's agreements and parameters set by the Committee;
 - Submission of reports on matters that require the attention of the Committee and the Risk and Credit Policy Committee;
 - Maintenance of adequate books, records and files for each trust and other fiduciary accounts; and
 - Submission of periodic reports to regulatory agencies on the conduct of the trust operations.

The Committee will fulfill its responsibilities by carrying out the following activities:

1. At least quarterly, make reports to the Board summarizing its activities, material issues, and actions taken at each Committee meeting;
2. Review and reassess the adequacy of this Committee Charter on an annual basis and recommend any proposed changes to the Board's Nominating and Governance Committee for approval;
3. Annually review the Committee's own performance and present the results of the evaluation to the Board; and
4. Maintain a meeting planner that outlines reports and policies to be reviewed or approved at each meeting.

Meetings

The Committee will meet at least four times annually, or more often as circumstances dictate. The Committee may ask members of management or others to attend the meeting and is authorized to receive any and all pertinent information from management as determined by the Committee.

Minutes of meetings will be prepared and, after review and approval by the Committee, will be submitted to the full Board for their review.

Quorum

A majority of the Committee Members on Trust Oversight Committee shall constitute a quorum at any meeting, except when otherwise provided by law, or the Bylaws, but a lesser number may adjourn any meeting, from time to time, and the meeting may be held, as adjourned, without further notice. If the number of Committee Members is below the number that would constitute a quorum, no business may be transacted. If a quorum is present, the Committee may take action through the vote of a majority of the directors who are in attendance.