FIRST MERCHANTS CORPORATION
RISK AND CREDIT POLICY COMMITTEE CHARTER

Purpose

The Risk and Credit Policy Committee (the "Committee") is appointed by the Board of Directors (the "Board") of First Merchants Corporation (the "Corporation") to assist the Board in fulfilling their oversight responsibilities with respect to the design and implementation of the Corporation's enterprise risk management ("ERM") Program.

While the Risk and Credit Policy Committee has the authority and responsibilities set forth in this Charter, management is responsible for designing, implementing and maintaining an effective ERM Program and ensuring the Corporation operates within the established Risk Appetite.

Committee Responsibilities

The Committee shall have the following duties and responsibilities:

1. Review the adequacy of the Corporation's ERM Program – including ERM department staffing and enterprise-wide processes for identifying, assessing, managing, monitoring and reporting risk - given the Corporation's size, complexity, strategy and market environment;

2. Review all major risk management policies, including those related to management of credit, market, liquidity, operational, compliance/legal, strategic and reputation risks, and recommend approval to the Board;

3. Review and approve all supporting risk management policies, including those relating to management of credit, liquidity, operational, compliance/legal, strategic and reputation risks;

4. Review and adjust risk appetite statements and limits recommended by the ERM Committee and Executive Management Team, subject to ratification by the Board;

5. Review reports from the ERM Committee on the risk profile of the Corporation - including top risks, key risk indicators, emerging risks, and comparisons of risks to established limits and thresholds - as well as management's planned risk responses;

6. Review reports on risk programs and contingency plans quarterly, including those relating to management of credit, liquidity, operational, compliance/legal, strategic, reputational, and cyber risks;

7. Review the alignment of strategic plans and major initiatives - including acquisitions, mergers and divestitures - with the Corporation's Risk Appetite and risk management capabilities;

8. Review and approve the delegation of lending authority and lending and portfolio limits;

9. Review, in conjunction with the Audit Committee, recommendations and actions by state and federal regulators relating to the Corporation's risk management activities;

10. Review and approve the appointment, replacement, reassignment, or dismissal of the Chief Risk Officer;

11. Review the appointment of the Chief Information Officer, Security Officer, Compliance Officer, Bank Secrecy Act (BSA) Officer and Community Reinvestment Act (CRA) Officer and recommend approval to the Board;

12. Annually review and approve the levels and types of insurance coverage to be purchased by the Corporation and present for ratification by the Board; and

13. Perform any other activities consistent with this Charter that are delegated to the Committee by the Board.

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.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has authority to retain and terminate outside counsel, risk consultants or other experts, as it deems appropriate, including authority to approve the fees and other retention terms for such persons.

Chair and Membership

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

Quorum

A majority of the Committee Members on Risk and Credit Policy 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.

Meetings

The Risk and Credit Policy 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.