

CHARTER  
HORIZON BANCORP, INC. AND HORIZON BANK  
CYBER SECURITY COMMITTEE

As of December 19, 2022

**1. Purpose**

Cyber Security Risk Management and related policies are ultimately the responsibility of the Board of Directors. The Board of Directors delegate the authority for related cyber risk management, policy enforcement, and reporting to the Board's Cyber Security Committee ("Committee"). The company will provide adequate funding as determined by the Board to permit the Committee to perform its duties under this Charter. The Committee shall have authority to conduct its business as necessary to carry out the responsibilities delegated to the Committee by the Board and to comply with applicable requirements of NASDAQ, the SEC and other regulatory authorities.

The Committee is responsible for monitoring the competence and quality of the personnel retained to oversee Cyber Security and Technology management by Horizon. The Board and Cyber Security Committee will use continuing education and training to stay abreast of changes in the market place that may influence strategies and strategic direction, as well as improve risk management strategies.

The Committee will be provided with information at each meeting that is sufficient in detail to allow the Committee to understand the institution's Cyber Security risk position in relation to the Board's risk tolerances. The Committee will also assess the quality of the reporting and risks periodically to ensure that policies, procedures, and risk limits remain appropriate given the changes / growth in Horizon's infrastructure and various other factors. No less than annually, the Committee will report to the full Board the status of Horizon's Cyber Security Management compared to expected tolerances.

**2. Membership**

- The Committee will consist of at least three directors. The Committee members will be appointed by the Board annually and may be removed at any time by the Board in its discretion.
- The Board will appoint one member of the Committee as its Chairperson.
- At least a majority of the voting members and the Chairperson of the Committee will meet the requirements established for independence as established by The NASDAQ Stock Exchange ("NASDAQ") and any other applicable laws, rules, and regulations regarding independence as they are in effect from time to time.

### **3. Purpose and Meetings**

The Purpose of the Committee is to assist the Board in fulfilling its responsibilities to provide oversight of the Corporation's systems (i.e. processes, policies, controls and procedures) in order to:

- Identify, assess, manage and monitor (through appropriate third party audits) risks related to cybersecurity
- Respond to and manage cybersecurity threats and incidents
- Maintain metrics of cybersecurity threats and incidents and the expenses related to the threats and incidents, including damages and penalties, if any.
- Comply with legal and regulatory requirements governing data security, incident response, and training. The Committee will establish standards for the Cybersecurity program and review that meet or exceed regulatory or industry top standards.

Changes, exceptions and review of the Information Security Policies, the Cyber Assessment toolkit, and Cyber Insurance coverage will be performed annually by the Cyber Security Committee.

Meetings shall be held at least 3 times a year and/or more often as determined by Horizon management and the Committee's chairperson. At each meeting, the members of the committee may review the following:

- Cyber security infrastructure
- Cyber security insurance coverages
- Cyber security incident response plans
- Current Cyber Threats and Breaches
- Expenses related to the threats and incidents, including damages and penalties, if any.
- Third-Party risk management reports
- Security testing and Audit reports
- Security audit reports
- Changes to the Cyber-Security Environment
- Findings identified by senior management and/or regulatory agencies, concerning cybersecurity risk management activities and management responses to, and/or remediation of, such findings
- The capabilities and qualifications of Horizon's cybersecurity risk professionals
- The appropriateness of the resources allocated to cybersecurity risk management, including, but not limited to, investments in cybersecurity infrastructure and training
- Reports on organization Cyber Security Awareness Training

### **4. Responsibility of Committee Members**

To the extent possible, each member is responsible for using the above referenced information to help support the committee's strategies and decisions, including:

- Read all material prior to meeting

- Ensure compliance with all internal policies, applicable laws, and regulations.
- Review recommended changes to policies to ensure they continue to be consistent with Horizon's evolving risk tolerances.

#### **5. Other Delegated Responsibilities.**

- In a manner as the Committee deems appropriate to fulfill its purposes, the Committee will carry out all other duties that may be delegated to it by the Board from time to time.

#### **6. Advisors**

- Under the guidance and with the approval of the Board, the Committee may engage consultants with expertise in Cyber Security.
- The Committee will have authority to approve the consultants' fees and other retention terms.
- Under the guidance and with the approval of the Board, the Committee may obtain advice and assistance from internal or external legal, accounting, or other advisors.
- Unless otherwise instructed by the Board, consultants or other counselors hired by the Committee will be instructed to report directly to the Committee, which will report any advice received from such consultants to the Board at its next regular meeting and will provide the Board with any reports prepared by the consultants.
- The Committee will receive appropriate funding from the Company, as determined by the Committee, for the payment of reasonable fees to its consultants, outside counsel, and any other advisors engaged by the Committee.

#### **7. Delegation of Authority**

The Committee may form, and delegate authority to, subcommittees comprised of one or more members of the Committee, as appropriate. Each subcommittee will have the full power and authority of the Committee, as to matters delegated to it.

#### **8. Review**

- The Committee will review and reassess this charter annually.
- The Board may amend this charter, from time to time, upon recommendation of the Committee, by action at any meeting or by unanimous written consent.
- The Committee shall annually review its own performance.