

HORIZON BANCORP, INC.

CHARTER OF THE INDEPENDENT CHAIR OF THE BOARD

Adopted February 25, 2026

Horizon Bancorp, Inc. (the "Corporation") may appoint one of its independent directors as Chair of the Board (the "Chair"). If so appointed, the authority and responsibilities of the Chair shall be as set forth in this Charter. The Board of Directors may determine the authority and responsibilities of the Chair and modify this Charter from time to time.

For purposes of this Charter, an independent director means a director who satisfies all the applicable requirements for being considered "independent" under the NASDAQ Stock Market Listing Rules, or if the Corporation ceases to have securities listed on the NASDAQ Stock Market, of any other securities exchange on which the Corporation's securities are listed.

Selection

All independent directors are eligible to be considered for the position of Chair. When a Chair is to be appointed, any director who does not wish to be considered as a candidate for the Chair position shall notify the Chair of the Governance and Nominating Committee or the Chief Executive Officer, or both, in writing that he or she does not wish to be considered. The Chair of the Governance and Nominating Committee and the Chief Executive Officer shall recommend to the independent directors the names of at least two and not more than three directors to be considered as candidates for the position of Chair. The independent directors shall vote by secret ballot to determine the director to serve as the Chair. If in that first vote, no candidate receives a majority of the votes in favor of his or her appointment as Chair, the two candidates who received the most votes will be the candidates in a second vote of the independent directors to be conducted by secret ballot. The candidate who receives the most votes in the second vote shall be appointed the Chair.

Term

The Chair shall serve until the earlier of the following occurrences: (i) the third annual meeting of the board of directors occurring after the date of the Chair's initial appointment, (ii) such person ceases to be a director of the Corporation, (iii) such person is not nominated for re-election to the Board of Directors, (iv) such person's resignation as Chair, or (v) such person is removed from the Chair position by a vote of a majority of the independent directors. The Chair may resign from such position at any time, without necessarily resigning as a director. The Board of Directors may remove the Chair for any reason, or for no reason, at any time, and may appoint another independent director to serve in such capacity in accordance with the procedures specified above under "Selection."

Authority and Responsibility

The authority and responsibilities of the Chair are as follows:

1. “Set the tone from the Top” for Board leadership and engagement, reinforcing a strong ethical culture;
2. Manage the affairs of the Board, with the objective that it is properly organized, functions effectively, and fulfills its obligations and responsibilities from legal, regulatory, ethical, and best practice perspectives;
3. Ensure the Board functions under the principals of best practice guidance and governance, and remains independent of the executive leadership’s responsibilities of plan execution and routine business activities;
4. Lead the Board’s review of the Company’s strategic initiatives and plans, and consult with the Chief Executive Officer concerning the development, implementation, measurement, and effectiveness of initiatives and plans;
5. Collaborate with the Chief Executive Officer on the development of and approval of Board meeting agendas and schedules, and request any information required by the Board to perform its duties;
6. Preside at all meetings and executive sessions of the Board and lead the Board on discussion matters requiring attention, and transition agenda items to vote;
7. Preside at meetings of shareholders;
8. Serve as the principal liaison among the independent directors, and as a liaison between the independent directors and the Chief Executive Officer and other members of executive management;
9. Lead the interaction between the Board and the Company’s regulators and maintain a channel of open communication with regulators independent of the Company’s management;
10. Communicate with Committee Chairs to ensure topics requiring Board approval are timely presented, and receive feedback on interaction with management and management liaisons at Committee meetings;
11. Promote the Board’s efficient and effective functioning through evaluations (Board, Committee, Director), including providing feedback from Board members to the Chief Executive Officer;
12. Along with the Chair of the Governance and Nominating Committees and the Chief Executive Officer, lead the direction of the composition of the Board, committees, selection of committee chairs, and recruitment of new Directors;
13. Facilitate the Board’s review and consideration of shareholder proposals; and
14. Participate with other directors in the performance evaluation of the Chief Executive Officer.

Engagement with the CEO:

1. Serve as a trusted collaborator with and advisor to the Chief Executive Officer and maintain free and open communication with the Chief Executive Officer concerning the Chair's responsibilities;
2. Act as a sounding board and strategic partner for the Chief Executive Officer on long term direction of the organization without engaging the full board or prior to engaging the full board if such engagement is advisable or required. Provide independent feedback on items the Board would like to hear more about at Board meetings; and
3. Facilitate with the Chief Executive Officer any communication between the Board and shareholders and be available for consultation and direct communication with major shareholders when requested or appropriate.

Review this Charter

Periodically review the adequacy of this Charter and recommend modifications for approval by the Board of Directors.

Compensation

In addition to any retainer or other amounts payable to the Chair for his or her service as a director or as the Chair or member of any Board committee, the Chair shall receive an annual cash payment as approved by the directors.

Limitation

The Chair does not constitute, by himself or herself, a committee of the Board of Directors. The director serving as Chair may be appointed by the Board to serve on any committee of the Board of Directors or to chair a committee, but such appointment shall be separate from his or her capacity as Chair. The Chair shall not be employed by the Corporation. Service as Chair shall not, alone, cause a director to cease to be considered independent of the management of the Corporation for any purpose.

A director who serves as the Chair shall have no greater obligation or duty (fiduciary or otherwise) than any of the other members of the Board of Directors by reason of the director's service as Chair.