

**FIRST MERCHANTS CORPORATION  
COMPENSATION AND HUMAN RESOURCES COMMITTEE  
CHARTER**

The Compensation and Human Resources Committee (the “Committee”) is a standing committee appointed by the Board of Directors of First Merchants Corporation (the “Corporation”) and is comprised entirely of independent directors, as defined in the listing standards of the Nasdaq Stock Market. The Committee shall have the resources and authority to discharge its responsibilities as described herein, including the authority to select, retain and terminate such counsel, consultants (including compensation consultants) and other experts as it deems necessary or appropriate. The responsibilities of the Committee include:

1. Establishing the Corporation’s general compensation philosophy, in consultation with senior management.
2. Overseeing the development and implementation of compensation policies and programs to carry out this compensation philosophy.
3. Periodically reviewing the effectiveness of the Corporation’s compensation policies and programs, in light of this compensation philosophy, and making any modifications that the Committee may deem necessary or advisable.
4. Reviewing the performance of, and approving the compensation and benefits to be paid to, the executive officers and senior management employees of the Corporation and the chief executive officers of its subsidiaries.
5. Reviewing the performance of, and approving the compensation and benefits to be paid to, the executive officers and senior management employees of the Corporation’s subsidiaries and approving the compensation ranges and benefits for the other officers and employees of the Corporation and its subsidiaries. The Committee may delegate all or part of these responsibilities to the Chief Executive Officer of the Corporation and/or the chief executive officers of the Corporation’s subsidiaries, as it deems appropriate.
6. Administering the Corporation’s incentive compensation plans, equity-based compensation plans, and deferred compensation plans.
7. Making recommendations to the Board of Directors with respect to the adoption, amendment or termination of incentive compensation plans, equity-based compensation plans, and deferred compensation plans.
8. Reviewing and making recommendations to the Board of Directors regarding the compensation of non-employee directors.
9. Considering and approving reports of the Committee as may be required for inclusion in the Corporation’s annual proxy statement.
10. Annually reviewing this charter and recommending changes to the Board of Directors as appropriate.
11. Annually evaluating its own performance and develop criteria for such evaluation.
12. Carrying out such other responsibilities as may be delegated to it by the Board of Directors from time to time.