

FIRST MID BANCSHARES, INC.

(the “Company”)

Charter of the Compensation Committee of the Board of Directors

As adopted January 21, 2020

Purpose

The Compensation Committee is appointed by the Board of Directors to discharge the responsibilities of the Board of Directors with respect to the Company’s compensation programs and compensation of the Company’s executives.

The Compensation Committee shall prepare the report on executive compensation required by the Securities and Exchange Commission (the “SEC”) to be included in the Company’s annual proxy statement.

Membership

The Compensation Committee shall consist of no fewer than two members. Each member of the Compensation Committee, subject to certain permitted exceptions, shall be determined by the Board to meet the independence and other membership rules of the NASDAQ Stock Market and Rule 10C-1 under the Securities Exchange Act of 1934, as amended (the “Act”). In addition, at least two members shall be determined by the Board of Directors to be “outside directors” in accordance with Internal Revenue Code Section 162(m), and “non-employee directors” in accordance with Rule 16b-3 under the Act. Each member of the Compensation Committee shall also be determined by the Board to be independent pursuant to the written criteria established by the Board for evaluating each member’s independence.

Compensation Committee members shall be appointed by the Board of Directors. Compensation Committee members may be replaced by the Board.

Meetings

The Compensation Committee shall meet as often as it determines, but not less frequently than quarterly.

The Compensation Committee may request any officer or employee of the Company or the Company’s outside counsel to attend a meeting of the Compensation Committee or to meet with any members of, or consultants to, the Compensation Committee, and to provide pertinent information as necessary. If the Chair of the Compensation Committee is not present at a given meeting, the members of the Compensation Committee present at such meeting may designate a Chair for that meeting by unanimous vote.

The Compensation Committee should meet separately at least on an annual basis with the CEO and any other corporate officers, as it deems appropriate. However, the Compensation Committee should meet

regularly without such officers present, and in all cases such officers shall not be present at meetings at which their performance and compensation are being discussed and determined.

Authority and Responsibilities

The Compensation Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern that the Compensation Committee deems appropriate.

The Compensation Committee shall make regular reports to the Board of Directors. The Compensation Committee shall review and reassess the adequacy of this charter annually and recommend any proposed changes to the full Board for approval. The Compensation Committee shall review the Compensation Committee's own performance annually.

Compensation Consultants, Legal Counsel and Other Advisers

1. The Compensation Committee shall have the authority, in its sole discretion, to retain or obtain the advice of compensation consultants, legal counsel or other advisers to assist the Compensation Committee in the performance of its duties.
2. Prior to the Compensation Committee selecting, or receiving advice from, any compensation consultant, legal counsel or other adviser to the Compensation Committee, other than in-house legal counsel, the Compensation Committee shall take into consideration the factors specified in applicable NASDAQ Stock Market rules.
3. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel or other adviser retained by the Compensation Committee.
4. The Compensation Committee shall have sole authority to approve any compensation consultant's, legal counsel's or other adviser's fees and the other terms and conditions of the adviser's retention.
5. The Company must provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to any compensation consultant, legal counsel or other adviser retained by the Compensation Committee.

Setting Compensation for Executive Officers

6. Establish and review the overall compensation philosophy of the Company.
7. Review and make recommendations to the full Board of Directors concerning the compensation of Directors.
8. Review and approve corporate goals and objectives relevant to CEO compensation including performance objectives.
9. Under the leadership of the Chairman, and in consultation with the Lead Independent Director, if one is appointed, evaluate annually the performance of the CEO in light of these criteria.
10. Based on such evaluation, review and approve the annual salary, bonus, long term incentive awards and other benefits, direct and indirect, of the CEO.

11. Review and discuss with the CEO the CEO's annual evaluation of the performance of other executive officers and recommendations for their annual salary, bonus, stock option and other benefits, direct and indirect, and, on that basis, approve the compensation to be paid to such executive officers.
12. Approve the grant of long term incentive awards Company-wide and recommend amendments to the Company's executive compensation programs to the Board of Directors for approval.
13. In connection with executive compensation programs:
 - i. Review and recommend to the full Board of Directors, or approve, new executive compensation programs;
 - ii. Review on a periodic basis the operations of the Company's executive compensation programs to determine whether they are properly coordinated and achieving their intended purpose;
 - iii. Establish and periodically review policies for the administration of executive compensation programs; and
 - iv. Take steps to modify any executive compensation program that yields payments and benefits that are not reasonably related to executive and corporate performance.
14. Establish and periodically review policies in the area of senior management perquisites.
15. Review, and make recommendations to the full Board of Directors or itself approve any contracts or other transactions with current or former executive officers of the Company, including consulting arrangements, employment contracts, severance or termination arrangements and loans to employees made or guaranteed by the Company.

Monitoring Incentive and Equity-Based Compensation Plans

16. Review and make recommendations to the Board of Directors with respect to the Company's incentive-compensation plans, equity-based plans and any other similar plans, and oversee the activities of the individuals responsible for administering those plans.
17. Review and approve all long term incentive awards pursuant to the Company's equity-based plans.
18. Monitor compliance by executives with the rules and guidelines of the Company's equity-based plans.
19. Make recommendations to the Board of Directors with respect to any recoupment or "clawback" policies.
20. Make recommendations to the Board of Directors with respect to any position to be taken by the Board regarding "say on pay" votes and the frequency of such votes.
21. Make recommendations to the Board of Directors with respect to any policy regarding stock hedging by officers and employees of the Company.