

**FIRST MID BANCSHARES, INC.
PROCEDURES FOR REPORTING AND
INVESTIGATING ACCOUNTING
MATTERS**

**As Adopted by the
Audit Committee of the Board of Directors
on April 25, 2019**

The Charter of the Audit Committee of the Board of Directors of First Mid Bancshares, Inc. (the “Company”) requires the establishment of procedures for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and (b) the submission by employees of the Company, on a confidential and anonymous basis, of concerns regarding questionable accounting or auditing matters.

The Audit Committee has adopted the following procedures for handling any complaints or concerns that may be raised regarding financial statement disclosures, accounting, internal accounting controls or auditing matters, or violations of the Company’s Code of Ethics for Directors, Officers and Employees with respect to certain of the foregoing financial statement, accounting or audit related matters (individually, an “Accounting Complaint” and collectively, “Accounting Complaints”).

1. Under the Company’s Code of Ethics for Directors, Officers and Employees:

- all directors, advisory board members, officers, and employees are encouraged to report concerns or complaints about questionable accounting or auditing matters of the Company or any of its subsidiaries to the manager in the Company’s Audit Department (the “Manager”);
- these concerns or complaints may be reported anonymously; and
- these concerns or complaints, whether or not made anonymously, are treated confidentially, subject to the legal duties of the Manager.

Furthermore, directors, officers and employees are required to promptly bring to the attention of the Chairman of the Audit Committee any information concerning:

- significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize, and report financial data; or
- any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures, or internal controls.

2. In addition, any person may submit an Accounting Complaint in writing to the Manager as follows:

Vice President / Audit
First Mid Bank & Trust, N.A.
P.O. Box 1491 Mattoon,
IL 61938-9924

or

Email: auditcommittee@firstmid.com

3. Any person also may submit an Accounting Complaint in a sealed envelope addressed to the Chairman of the Audit Committee, in care of the Manager, labeled with a legend such as: "To Be Opened Only by the Audit Committee." Any person making such a submission who would like to discuss an Accounting Complaint with the Audit Committee should indicate this in the submission and should include a telephone number at which he or she may be contacted if the Audit Committee deems it appropriate.
4. The Manager shall promptly inform the Audit Committee of any Accounting Complaints received by the Manager and shall promptly forward, unopened, to the Chairman of the Audit Committee any envelopes received pursuant to Paragraph 3 above.
5. The Audit Committee shall review all Accounting Complaints reported or forwarded to the Audit Committee, shall conduct, or cause to be conducted, such investigation, if any, as the Audit Committee deems appropriate, and shall take, or cause to be taken, such actions, if any, as the Audit Committee deems appropriate to correct any problems identified as a result of any such investigation. The Audit Committee may enlist employees of the Company or any of its subsidiaries and/or outside legal, accounting or other advisors, as appropriate, to conduct or assist in the conduct of any such investigation. In conducting any investigation, the Audit Committee shall use reasonable efforts to limit the investigation to those persons involved in, or who have information about, the Accounting Complaint in order to protect the confidentiality and, if applicable, the anonymity of the person who made the Accounting Complaint.
6. The Company and its subsidiaries shall not discharge, demote, suspend, threaten, harass, or in any manner discriminate against any employee in the terms and conditions of his or her employment based upon any lawful actions taken by such employee with respect to the good faith submission of Accounting Complaints or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.
7. The Manager or other person designated, from time to time, by the Audit Committee shall maintain a log of all Accounting Complaints, tracking their receipt, investigation, and resolution, and shall prepare and furnish, at each meeting of the Audit Committee, a summary report of those new Accounting Complaints, if any, that have been submitted and those developments, if any, with respect to Accounting Complaints that have occurred since the previous Audit Committee meeting. The Audit Committee shall retain, as a part of its records, any Accounting Complaints for a period of no less than five (5) years.