

# IBERIABANK Corporation Board of Directors

## Charter of the Investment Committee

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Board Investment Committee	Last Approval Date:	10/14/2016
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### I. Purposes of the Committee

The Investment Committee (the “Committee”) has been established by the Board of Directors of IBERIABANK Corporation (the “Company”) to assist the Board of Directors by assessing the adequacy, monitoring the implementation, and providing oversight of the Company’s policies related to the operational and risk management of assets, liabilities, and capital. These polices currently include:

- IBERIABANK Corporation Derivatives Policy (“Derivatives Policy”)
- IBERIABANK Corporation Interest Rate Risk Policy (“IRR Policy”)
- IBERIABANK Corporation Investment Policy (“Investment Policy”)
- IBERIABANK Corporation Liquidity and Funds Management Policy (“Liquidity Policy”)
- IBERIABANK Corporation Regulation F Policy (“Reg. F Policy”)

Collectively, these policies may be known as the Company’s “Asset and Liability Management (ALM) Policies”.

### II. Membership of the Investment Committee

The Committee will consist of three or more directors. The members of the Committee will be appointed annually by the Board of Directors. The Board of Directors will designate a chairperson of the Committee.

### III. Committee Meetings and Operations

The Committee will meet at the call of the Chairperson, but no less frequently than four times each year. The operation of the Committee, including quorum and voting requirements, will be as set forth in the Company’s Bylaws.

### IV. Duties, Responsibilities, and Authority of the Committee

In carrying out its purposes, the Committee will have the duties, responsibilities, and authority set forth in this Charter. The Charter is intended to serve as a guide for the Committee, with the understanding that the Committee may carry out additional functions and adopt such other policies and procedures as may be appropriate in light of changing business, legislative, regulatory and other conditions. The Committee will also carry out any other responsibilities and duties delegated to it by the Board of Directors from time to time.

The Committee will oversee the implementation of an effective process for managing the Company’s interest rate, liquidity, and market risks related to the Company’s balance sheet and associated operational activities, including the adoption from time to time of policies, risk limits and capital

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levels. In fulfilling its responsibilities, the Committee will ensure the development and implementation of appropriate ALM Policies for the Company. The ALM Policies will, among other things, set forth the Company's asset and liability management goals and strategies relating to liquidity, interest rate risk management, the investment portfolio, and use of derivatives. The Committee will also monitor the implementation of any additional policies and procedures relating to asset and liability management in a manner consistent with other ALM Policies. The Committee will review and discuss pertinent ALM Policies with management, and after taking into consideration any matters that the Committee may deem advisable and appropriate, including management recommendations, the Committee will annually recommend the ALM Policies to the Board of Directors for its approval. The Committee may also approve exceptions to the ALM Policies to address specific conditions or circumstances that may arise from time to time.

In fulfilling its responsibilities, the Committee will:

### Liquidity

- Monitor the liquidity position of the Bank and Holding company as well as liquidity management activities undertaken by the Company. These activities may include wholesale funding activities, liquidity condition grades, contingency funding, and any other relevant liquidity measurements the Committee deems advisable or appropriate.
- Monitor the liquidity position of the Company to ensure compliance with the Company's Liquidity Policy

### Interest Rate Risk

- Monitor the management of interest rate risk activities and the Company's overall interest rate risk profile, the sensitivity of the Company's earnings and equity value under varying interest rate scenarios and potential changes in market interest rates.
- Monitor trends in the economy in general and interest rates in particular with a view toward limiting any potential adverse impact on the Company's earnings.
- Monitor the balance sheet and hedging activity of the Company to ensure compliance with the Company's IRR Policy.

### Investments/Derivatives

- Monitor the management of the purchase, sale, exchange and other disposition of the investments of the Company, including review of management reports concerning current equity and debt security investment positions.
- Monitor the investment activities of the Company to ensure compliance with the Company's Investment Policy
- Monitor compliance with both external regulations and related ALM Policies governing the Company's investments and categories of investments, including requirements relating to composition, diversification, credit risk and yield.
- Review the status of the securities and derivatives portfolios, including performance, appreciation or depreciation, quality, maturity profile and any actions taken by management with respect thereto.

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- Review and determine whether to approve the holdings of investment securities that are subject to the Committee's authority to approve under the Investment Policy or Board of Directors resolutions.
- Review significant financial risk exposures facing the Company generally, and in its investment and derivatives portfolios in particular, and the steps management is taking to monitor and control such exposures.
- Review all new customer derivative transactions and monitor the total customer derivatives portfolio.

### Other

- Monitor management of the Company's Treasury functions, including its operations and funds management processes.
- Review policy limits relating to interest rate risk, liquidity and capital levels.
- Monitor compliance with both external regulations and the ALM Policies with respect to the asset and liability management processes of the Company.
- Consistent with applicable law, regulations and the Company's policies, delegate specific authority to members of the Company's Finance and Treasury Department on an annual basis.
- Consistent with applicable law, regulations and the Company's policies, approve counterparties, brokers, and dealers that transact derivative and investments business with the Company

### V. Reporting of Committee Activities to the Board of Directors

The Chairperson of the Committee will report its activities and its recommendations for action to the Board of Directors at its next meeting subsequent to that of the Committee. Minutes of the meetings of the Committee will be submitted to the Board of Directors at a subsequent meeting of the Board of Directors.

### VI. Review of Committee Charter

The Committee will review and reassess the adequacy of the Charter at least annually