

CHARTER OF THE CREDIT AND RISK COMMITTEE OF THE BOARD OF DIRECTORS OF STOCK YARDS BANCORP, INC. AND STOCK YARDS BANK & TRUST CO.

Purpose

The purpose of the Credit and Risk Committee (the “Committee”) of the Board of Directors of Stock Yards Bancorp, Inc. (the “Bank”) is to oversee management’s implementation and enforcement of the Bank’s framework for managing identified areas of risk throughout the organization.

Committee Membership

The Committee shall consist of no fewer than three members who shall be appointed and replaced by the Board on the recommendation of the Corporate Governance and Nominating Committee. Members shall serve for such term, or terms, as the Board may determine.

Committee Structure and Operations

The Board shall designate one member of the Committee as its chairperson. The Committee will meet as often as the Committee or the Committee Chair determines, but no less frequently than quarterly. The Committee may meet in executive session, from time to time, without members of management present.

Committee Duties and Responsibilities

The Committee’s responsibility is one of oversight. The Committee has no duty to assure compliance with laws and regulations. In general, the Committee will:

1. Monitor and advise the Board of Directors specific to the Bank’s risk exposures, including credit, cyber/information security and compliance/ legal risks.
2. Review reports of examination by regulatory agencies and review any observations or communications by regulatory agencies, and the results of internal and third party testing, analyses, and reviews, related to the Bank’s risks, risk management or any other matters within the scope of the Committee’s oversight responsibilities.
3. Review items as mandated by regulatory agencies which may include annual reviews of Information Security, Physical Security and the BSA/AML program.
4. Assist the Board in overseeing and supervising all aspects of the Bank’s compliance with the Community Reinvestment Act (“CRA”) and fair lending.

Credit Risk Oversight. In performing credit risk oversight, the Committee will:

1. Review loans that may exceed the Executive Loan Committee's (ELC's) lending authority for the recommendation to submit to the Board of Directors for full approval and ratify any loans that may exceed ELC's lending authority not subject to Board of Directors approval.
2. Review and discuss management's assessment of the credit risk associated with loan growth, including the review of the minutes of the Executive Loan Committee.
3. Monitor the work of the Bank's Credit Policy & Strategy Committee and receive reports from the Committee.
4. Review and approve significant lending and credit policies and compliance with these policies.
5. Review and discuss management's assessment of asset quality and asset quality trends, credit quality administration and underwriting standards, and the effectiveness of portfolio credit risk management systems and processes to enable management to monitor and control credit risk, including portfolio composition and loan reviews.

Cyber/Information Security Risk Oversight. In performing cyber/information risk oversight, the Committee will:

1. Review management reports related to technology risk, information management, cyber-security risks, the adequacy of the Bank's business recovery, contingency plans and test results, and the risks related to third party vendor relationships.
2. Review independently with the Bank's Information Security Officer matters pertaining to information and cyber related effectiveness including periodic information security reports.
3. Review and approve the adequacy of significant insurance coverages for the Company.

Compliance/Legal Risk Oversight. In performing compliance/legal risk oversight, the Committee will:

1. Review and monitor compliance related risk including the results of compliance monitoring reviews and any related action items including Suspicious Activity Reports, High Loan to Value and other regulated monitoring requirements.
2. Review the Community Reinvestment Act ("CRA") business plan and the fair lending monitoring program of the Bank and management's assessment of the effectiveness of the Bank's programs with respect to applicable CRA and fair lending laws and regulations.
3. Review legal risk by reviewing the status of pending and potential litigation, and other matters, that may reasonably be expected to present significant exposure for the Company.