

**INVESTAR HOLDING CORPORATION**  
**EXECUTIVE COMMITTEE CHARTER**

*(as of December 18, 2013)*

**Purpose**

Subject to the limitations set forth in this Executive Committee Charter, the Executive Committee (the “Committee”) of the Board of Directors (the “Board”) of Investar Holding Corporation (“Investar”) has been established to make all decisions with respect to all matters under the direction and control of the Board when the Board is not in session. All acts and powers conferred by the Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board.

**Membership**

The Committee shall consist of at least three members as determined from time to time by the Board. The Board shall appoint the members of the Committee, who shall serve at the pleasure of, and may be removed at any time (with or without cause) by the Board. The Board shall fill any vacancy on the Committee; provided, however, that the President of Investar may designate a replacement to fill such vacancy pending Board action. Any director serving on the Committee shall automatically cease to be a member of the Committee at the time that he or she ceases to be a director. Unless a Chair is appointed by the full Board, the members of the Committee shall designate a Chair by majority vote of the full Committee. The Chair shall be responsible for the leadership of the Committee, including presiding over meetings and making regular reports to the Board.

**Structure and Meetings**

The Committee shall meet as often as it deems appropriate to perform its responsibilities and at such times and places as the Chair may determine. The Chair shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. In the event the Chair is not present at the meeting, the other members present at that meeting shall designate an acting chair for such meeting. The Committee shall be governed by the same rules regarding meetings, actions without meetings, notice, waiver of notice, quorum and voting requirements as applicable to the Board under the Articles, the Bylaws and applicable law. The Committee shall keep regular minutes and records relating to its meetings and shall report regularly to the Board on its activities, as appropriate.

The Committee may invite any director, officer or employee of Investar or Investar Bank, and such other persons as it deems appropriate, to attend its meetings (or portions thereof) or to meet with or provide relevant information to any members of, or consultants to, the Committee. The Chair is responsible for deciding who may or may not attend meetings of the Committee (or portions thereof).

**Duties and Responsibilities**

The Committee shall have the power and authority to make all decisions with respect to all matters under the direction and control of the Board when the Board is not in session so far as may be permitted by the Restated Articles of Incorporation of Investar, as amended (the “Articles”), the Bylaws of Investar, as amended (the “Bylaws”), the Nasdaq listing rules and applicable laws and regulations, except that the Committee shall not have any authority to take action with respect to the following matters which are reserved exclusively to the Board of Investar: approval and declaration of dividends on the capital stock of Investar, amending the Bylaws of Investar, removal of directors of Investar, filling any vacancy on the Board of Investar and any matter requiring the approval of both the shareholders and the directors of Investar.

### **Other Activities**

The Committee shall perform any other activities consistent with this Charter, the Articles, the Bylaws, the Nasdaq listing rules and applicable laws and regulations, as the Committee or the Board deems necessary or appropriate.

### **Delegation of Authority**

In fulfilling its responsibilities, the Committee may delegate any or all of its responsibilities to one or more subcommittees consisting of one or more members, as determined by the Committee; provided, however, that the Committee may not delegate any power or authority required by applicable law or regulation or the Nasdaq listing rules to be exercised by the Committee as a whole.

### **Performance Review**

The Committee shall evaluate its performance on an annual basis. In conducting this review, the Committee shall evaluate the adequacy of the scope of this Charter and recommend to the Board any changes that it deems necessary or appropriate. The Committee shall also address all matters that the Committee considers relevant to its performance, including the adequacy, appropriateness and quality of information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the meetings of the Committee during such year and the resources available to the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended changes to this Charter or Investar's or the Board's policies and procedures.

### **Access and Resources**

In performing its responsibilities, the Committee shall have the sole authority to obtain advice and assistance from internal or external legal, accounting or other advisers. In selecting any such adviser, the Committee shall consider the independence of such adviser, as determined under criteria set forth in the Nasdaq listing rules or applicable laws and regulations. Investar shall provide appropriate funding for the payment of the fees and other expenses of any advisers employed by the Committee.