



**FNCB BANCORP, INC.
RISK MANAGEMENT COMMITTEE CHARTER**

PURPOSE

The purpose of the Risk Management Committee (“Committee”) of the Board of Directors (the “Board”) of FNCB Bancorp, Inc. (“Company”) is to assist the Board in discharging the Board’s responsibilities to:

- ensure management has established an enterprise-wide risk management program designed to identify and mitigate significant risks;
- provide oversight and guidance to management of FNCB Bank (the “Bank”) on the Company’s risk appetite.

COMPOSITION OF COMMITTEE

The Committee shall be composed of not less than two (2) or more than four (4) directors, one (1) of whom will serve as Chair of the Committee. The members of the Committee, including the Chair of the Committee, shall be appointed by the Board on an annual basis. Committee members may be removed from the Committee, with or without cause, by the Board. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

MEETINGS AND PROCEDURES

The Chair of the Committee designated by the Board of Directors (or in his or her absence, a member designated by the majority of members of the Committee present at the meeting) shall preside at each meeting of the Committee and set the agendas for Committee meetings. The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with any provisions of the Company’s bylaws that are applicable to the Committee.

The Committee shall meet on a regularly scheduled basis at least four (4) times per year and more frequently as the Committee deems necessary or desirable.

The Committee may, at its discretion, include in its meetings members of the Company's management, or any other person whose presence the Committee believes to be desirable and appropriate. Notwithstanding the foregoing, the Committee may exclude from its meetings any person it deems appropriate, including but not limited to, any non-management director who is not a member of the Committee.

The Committee may retain any independent counsel, experts or advisors that the Committee believes to be desirable and appropriate. The Committee may also use the services of the Company's regular legal counsel or other advisors to the Company. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any such persons employed by the Committee and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

The Chair shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.

RESPONSIBILITIES

The Committee will carry out the following responsibilities:

Enterprise risk responsibilities

1. Monitor all enterprise risks. In doing so, the Committee recognizes the responsibilities delegated to other committees by the Board and understands that the other committees may emphasize specific risk monitoring through their respective activities.
2. Discuss with management the Bank's major risk exposures and the steps management has taken to monitor and control such exposures, including the Bank's risk assessment and risk management policies.
3. Provide input to management regarding the Company's risk appetite and, ultimately, approve risk appetite.
4. Review and assess the effectiveness of the Company's enterprise-wide risk assessment processes and recommend improvements.
5. Review periodically the activities of the Bank's risk management committee and all business units, and consider risks that may affect the entire Bank's viability and the steps taken by management to manage these risks within acceptable tolerances.

6. Review and address, as appropriate, management's corrective actions for deficiencies that arise with respect to the effectiveness of the Bank's enterprise-wide risk program.

Senior Risk Officer

7. Appoint a senior officer of the Bank to serve as the principal management-level designee for oversight of risk management.
8. Ensure that the officer has sufficient stature, authority, and seniority within the organization and is independent from the Bank's lending activities.
9. Review and approve the officer's annual report on risk management and executive compensation.
10. Review periodic reports presented by the Bank's Compliance Officer.
11. Review the Bank's Security Officer's annual report.
12. Review any evaluation performed of the Bank's loan review functions.
13. Review the Company's insurance program to ensure appropriate coverage and adequate coverage levels.
14. Review all regulatory examination reports and management responses included therein.

Other responsibilities

15. Review and assess the adequacy of the Committee charter annually, requesting Board approval for proposed changes, and appropriate disclosure as may be required by law or regulation.
16. Review and approve the Enterprise Risk Management Committee charter (management-level).
17. Perform any other activities consistent with this charter, the Company's bylaws, and governing laws that the Board or Committee determines are necessary or appropriate.
18. Confirm annually that all responsibilities outlined in this charter have been carried out.

DELEGATION OF DUTIES

In fulfilling its responsibilities, the Committee shall be entitled to delegate responsibility to subcommittees of the Committee as necessary or appropriate.