

**CHARTER
OF THE
RISK AND COMPLIANCE JOINT COMMITTEE
OF THE
BOARDS OF DIRECTORS OF
COMMUNITY TRUST BANCORP, INC.
AND
COMMUNITY TRUST BANK**

**As Approved by the Boards of Directors of Community Trust Bancorp, Inc.
and Community Trust Bank on January 27, 2009**

I. AUTHORITY AND MEMBERSHIP

Membership. The Committee shall be a joint committee of the Boards of Directors of Community Trust Bancorp, Inc. (the “Corporation”) and of Community Trust Bank (the “Bank”). The Committee initially, and at all times thereafter, will be comprised of at least three members, at least one of whom must be a director of the Bank. The Committee may increase the number of Members from time to time thereafter. In connection with each such increase, the Committee shall determine whether the additional member(s) shall be from the Board of Directors of the Corporation or from the Board of Directors of the Bank. Regardless of the number of members that the Committee may have, at all time the Committee shall be comprised solely of members who meet all of the following eligibility criteria:

- The member must satisfy the independence requirements of the Nasdaq Global Select Market or such other exchange or system upon which the Corporation’s securities are listed, quoted and/or traded (“Listing Requirements”) and any standards of independence as may be prescribed for purposes of any federal securities, tax, banking or other laws relating to the Committee’s duties and responsibilities.
- The member must not be an executive officer as defined in Regulation O of the Board of Governors of the Federal Reserve (12 C.F.R. Section 215.2(e)(1)) of the Corporation, the Bank or any other direct or indirect subsidiary of the Corporation (collectively, “Community Trust”).
- The member must not be an employee, officer, or an “affiliated person” of Community Trust. A former officer/director who has not been active as an officer/employee for a minimum of three years can serve on the committee.
- The member must not directly or indirectly own more than ten percent (10%) of the outstanding shares of the Corporation’s common stock or any other class of the Corporation’s capital stock as may be outstanding from time to time.

- The member must not serve as an executive officer or policy making officer of any entity that owns more than ten percent (10%) of the outstanding shares of the Corporation's common stock or any other class of the Corporation's capital stock as may be outstanding from time to time

Fees for service as a director (and as a committee member or committee chair) are the only compensation that a Committee member may receive directly or indirectly from or on behalf of Community Trust.

The members of the Committee representing the Corporation shall be recommended by the Corporation's Nominating and Corporate Governance Committee and approved by the entire Board. The members of the Committee representing the Bank shall be recommended and approved by the Bank's entire Board. The members of the Committee shall serve until their successors are duly elected and qualified by the respective Board that appointed such member.

The Committee will elect one of its members to serve as Committee Chair. The Committee may also appoint a Secretary, who need not be a Director. The Secretary will keep detailed minutes of each Committee meeting.

The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to ask the Corporation and/or the Bank to provide the Committee with the support of one or more Community Trust employees to assist it in carrying out its duties. The Corporation shall provide for appropriate funding, as determined solely by the Committee, for payment of compensation to any advisors employed by the Committee. The Committee may request any officer or employee of Community Trust or the Corporation's outside counsel or other advisors to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee.

II. PURPOSE OF THE COMMITTEE

The Committee's primary purpose is to:

- Oversee management's compliance with all of Community Trust's regulatory obligations arising under applicable federal and state banking and financial institutions laws, rules and regulations, including any terms and conditions required from time to time by any action, formal or informal, of the Board of Governors of the Federal Reserve, the Federal Reserve Bank of Cleveland, the Kentucky Department of Financial Institutions, the Federal Deposit Insurance Corporation or any other federal or state banking regulatory agency or authority (each a "Banking Regulator"), and any responses of management to any inquiries from any applicable Banking Regulator; and
- Oversee management's implementation and enforcement of Community Trust's risk management policies and procedures.

III. RESPONSIBILITIES OF THE COMMITTEE

Charter Review

The Committee shall:

- Review and reassess the adequacy of the Committee's charter annually and recommend to the Board any necessary or desirable changes to the charter; and
- Publicly disclose the charter and any such amendments to the charter on the Corporation's website and/or as otherwise required by the SEC, Listing Requirements and rules or regulations of any other regulatory body or stock exchange having authority over the Corporation.

Compliance Oversight

The Committee shall:

- Ensure that Community Trust is taking appropriate measures to address all regulatory requirements, including those under the Bank Holding Company Act, the USA PATRIOT Act, the Bank Secrecy Act and similar laws, rules and regulations;
- Become familiar with the terms and conditions of any and all orders, Memoranda of Understanding, Written Agreements, other agreements, supervisory letters or similar actions of any Banking Regulator ("Orders") and Community Trust's responsibility to comply with such Orders;
- Review management progress in taking the appropriate steps within acceptable time frames, to comply with the requirements of the terms of any Order;
- Review and ensure proper and timely management response to all issues identified in all audits (whether internal or external) of Community Trust's regulatory functions as may be undertaken from time to time as directed by the Committee;
- Work with the Audit and Asset Quality Committee of the Corporation's Board of Directors to ensure that any and all audit related deficiencies identified in any audit or Order are properly addressed and that the Audit and Asset Quality Committee is informed of management's progress in responding to any audit or Order;
- Review management reporting to all Banking Regulators and to serve as a contact point for any applicable Banking Regulator with respect to all matters relating to any Order; and

- Review and approve major policies submitted by management that are designed to comply with the terms of any Order and applicable laws, rules and regulations.

Risk Management

The Committee shall:

- Ensure that the Corporation is taking appropriate measures to identify, assess, monitor, control and mitigate Community Trust's risks in the areas of asset and liability management, credit, market, operations, technology and acquisition integration;
- Periodically review and approve the Corporation's risk management program, including the development of effective policies, processes and procedures; and
- Discuss the risk management program and policies with management and recommend policies to the Board of Directors of the Corporation and the Bank for approval.
- Review information relating to compliance with both external regulations and internal policies regarding all areas of risk management.

General

The Committee will:

- Act independent of management and will have the power and authority to contract with third parties for advice or to accomplish the terms or purpose of any Order; meet as a Committee with or without the presence of management as deemed appropriate by the Committee; and meet with any third party, including any Banking Regulator or other regulatory agencies, without the presence of management as deemed appropriate by the Committee;
- Form and delegate authority to subcommittees when appropriate;
- Retain and terminate any risk management or other consultant to be used to assist in the evaluation of Community Trust's risk management and compliance activities by the Committee; have sole authority to approve such consultant's fees and other retention terms; and have authority to obtain advice and assistance from internal or external legal, accounting or other advisors;
- Meet at such times as deemed appropriate by the Committee and report regularly to the respective Boards concerning the Committee's activities; and;

- Maintain minutes or other records of the Committee's meetings and activities: and
- Annually review the performance of the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of Community Trust whom the Committee members reasonably believe to be reliable and competent in the matters presented;
- Counsel, independent auditors or other persons as to matters which the Committee member reasonably believes to be within the professional or expert competence of such person; or
- Another committee of the Board of either the Corporation or the Bank as to matters within its designated authority.