

Part II Organizational Action *(continued)*

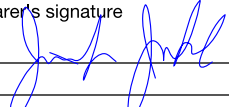
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ [Section 368\(b\)](#)

18 Can any resulting loss be recognized? ▶ [No](#)

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ [Not applicable](#)

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 8/16/2022
Print your name ▶ Stephen H. Brolly Title ▶ Chief Accounting Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Jonathan Jackel</u>		<u>8/15/2022</u>		<u>P01883298</u>
	Firm's name ▶ <u>Ernst & Young</u>	Firm's EIN ▶ <u>34-6565596</u>		Phone no. <u>202-327-5725</u>	
	Firm's address ▶ <u>1101 New York Ave. NW, Washington, DC 20005</u>				

STATEMENT TO ACCOMPANY FORM 8937 OF

BT HOLDINGS, INC.

8/1/2022

Item 14

On February 23, 2022, Origin Bancorp, Inc., or "Origin," and BT Holdings, Inc., or "BTH," entered into an Agreement and Plan of Merger, which we refer to as the "Merger Agreement," pursuant to which, on August 1, 2022, BTH merged with and into Origin, with Origin surviving the merger. During the fourth quarter of 2022, BTH's wholly-owned banking subsidiary, BTH Bank, National Association, or "BTH Bank," is expected to merge with and into Origin's wholly-owned banking subsidiary, Origin Bank, a Louisiana state-chartered bank, with Origin Bank as the surviving bank.

Pursuant to the Merger Agreement, Origin issued an aggregate of 6,828,390 shares of Origin common stock in exchange for all of the shares of BTH common stock issued and outstanding immediately prior to the effective time of the merger. In addition, each option to purchase shares of BTH common stock outstanding immediately prior to the effective time of the merger shall become fully vested and converted into an option to purchase Origin common stock.

Item 15

Subject to the discussion below relating to the receipt of cash instead of a fractional share, a U.S. holder that exchanged BTH common stock for shares of Origin common stock:

- would generally not recognize any gain or loss on the exchange of shares of BTH common stock for shares of Origin common stock in the merger, except with respect to cash received in lieu of a fractional share of Origin common stock (as described below);
- would generally have an aggregate tax basis in the Origin common stock received in the merger (including any fractional share deemed received and exchanged for cash, as described below) equal to its aggregate tax basis in the BTH common stock surrendered in exchange therefor; and
- would generally have a holding period for the shares of Origin common stock (including fractional shares of Origin common stock deemed received and exchanged, as discussed below) received in the merger that includes its holding period for its shares of BTH common stock surrendered in exchange therefor.

If you acquired different blocks of BTH common stock at different times or at different prices, your adjusted tax basis and holding period of each block of Origin common stock you receive would be determined on a block-for-block basis depending on your adjusted tax basis and holding period of the blocks of BTH common stock surrendered in exchange therefor. If the foregoing rules apply to you, you should consult your own tax advisor regarding the manner in which shares of Origin common stock should be allocated among different blocks of your BTH common stock surrendered in the merger.

If a U.S. holder receives cash instead of a fractional share of Origin common stock, the U.S. holder would generally be treated as having received such fractional share of Origin common stock in the merger and then as having exchanged the fractional share of Origin common stock for cash. As a result (and except to the extent that the cash received is treated as a dividend; holders should consult their tax adviser to determine whether this is so) the U.S. holder generally would recognize gain or loss equal to the difference between the amount of cash received and the U.S. holder's aggregate tax basis allocable to the fractional share of Origin common stock. Such gain or loss generally would be capital gain or loss and would be long-term capital gain or loss if, as of the effective time of the merger, the U.S. holder's holding period for such fractional share (including the holding period of shares of BTH common stock surrendered therefor) exceeds one year.

A holder of an option to purchase BTH common stock that was converted into an option to purchase Origin common stock would have a basis in the Origin option equal to its basis in the BTH option.

Item 16

See response to Item 15.