

**CHARTER
OF THE
EXECUTIVE COMMITTEE
OF THE BOARD OF DIRECTORS OF COMMUNITY TRUST BANCORP, INC.**

**As Approved by the Boards of Directors of Community Trust Bancorp, Inc. and
Community Trust Bank, Inc. on January 24, 2006**

I. AUTHORITY AND MEMBERSHIP

Membership. Members of the Executive Committee (the "Committee") will be appointed annually by the Board of Directors of Community Trust Bancorp, Inc. (the "Board") on the recommendation of the Nominating and Corporate Governance Committee. The Committee will consist of such number of directors as may from time to time be designated by the Board, but will not be less than three nor more than fifteen directors. The members of the Committee will be appointed at the organizational meeting of the Board in each year and will hold office until the next annual meeting of the shareholders and until their respective successors are appointed. Any vacancy among the appointed members of the Committee may be filled by affirmative vote of a majority of the whole Board. All acts done and powers conferred by the Committee shall be deemed to be, and may be certified as being, done or conferred under authority of the Board.

Chair and Secretary. The Chair of the Committee will be elected by the Board and will preside at all meetings of the Committee at which the Chair is present. In the absence of the Chair of the Committee, one of the members present may be chosen by the members of the Committee present to preside at such meeting. The Chair of the Committee will designate a secretary, who need not be a director, at all meetings of the Committee, and in such person's absence a temporary secretary will be appointed by the chair of the meeting.

Retention of Advisors. The Committee has the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting, or other advisors. The Committee also has the authority, to the extent it deems necessary or appropriate, to ask Community Trust Bancorp, Inc. (the "Corporation") to provide the Committee with the support of one or more Corporation employees to assist it in carrying out its duties. The Corporation will 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 the Corporation 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 exercise, during the intervals between the meetings of the Board of Directors, all the powers of the Board in the management of the business, properties, and affairs of the Corporation that may be permissibly exercised by the committee thereof under applicable laws and regulations and the other provisions of this charter.

III. RESPONSIBILITIES OF THE COMMITTEE

Charter Review

- 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 amendments to the charter on the Corporation's website or as otherwise required by the Securities and Exchange Commission ("SEC") and in the manner required by the SEC and/or any other regulatory body or stock exchange having authority over the Corporation.

Exercise Power of Board of Directors

The Committee shall have and may exercise, during the intervals between the meetings of the Board, all the powers of the Board in the management of the business, properties, and affairs of the Corporation, including authority to take all action provided in the Corporation's Bylaws to be taken by the Board, provided; however, that the foregoing is subject to the applicable provisions of law and shall not be construed as authorizing action by the Committee with respect to:

- Filling vacancies on the Board;
- Filling vacancies in any committee of the Board (including this Committee);
- Appointing committees of the Board;
- Designation of the Corporation's Chief Executive Officer;
- Removal of officers of the Corporation;
- Removal of members of any committee of the Board (including this Committee);
- Declaration of any dividend;
- Exercising any authority granted to any other committee of the Board;

- Taking any action which, under any applicable securities, tax, banking, or other laws, rules, or regulations or requirements of the NASDAQ National Market System or such other exchange or system upon which the Corporation's securities are listed, quoted, and/or traded, may only be taken by a committee of directors meeting certain qualifications (such as "independence") if the Committee members do not meet those qualifications;
- Taking any action reserved to the shareholders of the Corporation; or
- Taking any action not permitted to be taken by a committee of the Board by law, the Corporation's Articles of Incorporation, or the Corporation's Bylaws.

General

- Report regularly to the Board with regard to the Committee's activities;
- Keep minutes of its acts and proceedings which shall be submitted at the next regular meeting of the Board; 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 the Corporation 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 members reasonably believe to be within the profession or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority.