

BANK OZK
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
As Revised Effective July 16, 2018

Introductory Statement and Purpose

The Board of Directors (the “Board”) of Bank OZK (the “Company”) has appointed a Nominating and Governance Committee (the “Committee”) to discharge the Board’s responsibilities relating to the governance and oversight process for the Company.

The Committee is to (1) assist the Board by identifying individuals qualified to become Board members, and recommend to the Board the director nominees for the next annual meeting of shareholders and the individuals to fill vacancies occurring between annual meetings of shareholders; (2) review and recommend to the Board the Corporate Governance Principles applicable to the Company; (3) review the Company’s management succession plans and make recommendations to the Board regarding such succession plans; (4) lead the Board in its annual review of the Board’s performance; and (5) review and approve certain transactions between the Company and its officers, directors or affiliates.

Committee Membership

The Committee shall be comprised of at least three directors who meet the independence and qualification requirements of the federal securities laws and the applicable regulations of the Securities and Exchange Commission (“SEC”), the Federal Deposit Insurance Corporation (“FDIC”) and The NASDAQ Stock Market, Inc. (“NASDAQ”) for NASDAQ-listed issuers.

The qualification of persons to serve on the Committee shall be determined by the Board, and all members of the Committee shall be elected annually. Committee members may be replaced by the Board. One member of the Committee shall be appointed as its Committee Chairman by the Board.

Meetings

The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chairman shall preside at each meeting. In the event the Committee Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Committee Authority and Responsibilities

In discharging its appointment from the Board, the Committee will:

1. Actively seek individuals qualified to become directors for recommendation to the Board. At least a majority of the members of the full Board shall satisfy the independence qualifications of the federal securities laws and the applicable regulations of the SEC, the FDIC

and NASDAQ.

2. Establish processes and procedures for the Committee to consider recommendations for the nomination of directors to the Board submitted by shareholders entitled to vote generally in the election of directors.

3. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year.

4. Review and approve all related-party transactions, defined as those required to be disclosed under Items 404(a) and 404(b) of Regulation S-K.

5. Review and reassess the adequacy of the Corporate Governance Principles of the Company and recommend any proposed changes to the Board for approval.

6. Make an annual report to the Board on succession planning that reflects the considerations contained in the Company's Corporate Governance Principles.

7. Form and delegate authority to subcommittees when appropriate.

8. Make regular reports to the Board.

9. Review and reassess the adequacy of the Committee's Charter and recommend any proposed changes to the Board for approval.

10. Annually review the Committee's own performance.

11. Draw on the expertise of the management and corporate staff and, when appropriate, hire outside legal, accounting or other experts or advisors to assist the Committee with its work.

In addition, the Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.