

BANK OZK
EXECUTIVE COMMITTEE CHARTER
As Revised Effective August 10, 2018

Introductory Statement and Purpose

The Board of Directors (the “Board”) of Bank OZK (the “Company”) has appointed an Executive Committee (the “Committee”) to exercise the powers and authority of the Board, with limitations as set forth below, during the intervals between meetings of the Board, when, based on the business needs of the Company, it is desirable for Board-level actions to be considered but the convening of a special Board meeting is not warranted as determined by the Chairman of the Board.

It is the general intention that all substantive matters in the ordinary course of business be brought before the full Board for action, but the Board recognizes the need for flexibility to act on substantive matters where action may be necessary between Board meetings. The purpose of the Committee shall be to support the efficient functioning of the Board of Directors by taking actions on behalf of the Board (i) between regular meetings of the Board as the Committee deems appropriate or advisable, and (ii) as the Board may delegate to the Committee from time to time.

All acts and powers conferred by the Committee from time to time shall be deemed to be, and may be certified as being, done and conferred under authority of the Board of Directors.

Committee Membership

The members of the Committee will be (i) the Chairman of the Board and, if a different person, the Chief Executive Officer, (ii) the chairs of the Audit Committee, Personnel and Compensation Committee, Nominating and Governance Committee, and Risk Committee, and (iii) if the Chairman of the Board is not independent, the presiding independent director of the Board. The Chairman of the Board will serve as Chairman of the Committee, unless otherwise determined by the Board of Directors.

A majority of the members of the Committee shall constitute a quorum. The approval of all actions at a meeting will be decided by the vote of the majority of the Committee members present, provided a quorum is present. The Committee may take action in lieu of a meeting by obtaining the unanimous written consent of all of its members. At the request of any member of the Executive Committee, consideration of any action proposed to be taken by the Committee will be deferred until the next Board meeting.

Committee Authority and Responsibilities

1. In all instances which the Committee deems necessary or appropriate, the Committee shall have and may exercise all of the powers and authority of the Board so far as may be permitted by law and by the Company’s Bylaws.

2. The Committee shall meet as circumstances dictate.
3. Annually review the Company's property/casualty and management liability (including cyber liability, directors and officers, professional, and fiduciary) insurance programs, including the scope of coverage, premiums and limitations and approve the renewal terms for such insurance programs.
4. The Committee may delegate its authority to subcommittees established by the Committee from time to time, which subcommittees will consist of one or more members of the Committee and will report to the Committee.
5. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
6. The Committee shall submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting, with the Board.
7. The Committee shall obtain the Board's approval of the Charter, as it may be revised from time to time, and shall periodically review and reassess this Charter, the performance of the Committee and the Committee's role and responsibility, as conditions dictate.
8. The Committee shall not have the power or authority of the Board to (i) declare dividends or authorize distributions; (ii) approve or propose to the shareholders any action required by law to be approved by shareholders; (iii) fill vacancies on the Board or on any of its committees; (iv) amend the Company's Articles of Incorporation; (v) adopt, amend or repeal the Bylaws of the Company; (vi) adopt or approve a plan of merger not requiring shareholder approval; (vii) authorize or approve the issuance or sale or contract for sale of shares, or determine the designation and relative rights, preferences, and limitations of a class or series of shares, except that the Board may authorize the Committee to do so within the limits specifically prescribed by the Board; or (viii) authorize or approve the repurchase or reacquisition of shares except according to a formula or method prescribed by the Board.