

**BANK OZK**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**  
**As Revised Effective November 18, 2019**

**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 assist the Board in fulfilling its oversight responsibilities relating to the nominating and governance processes of the Company.

In furtherance of its purpose, the Committee should: (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 and Meetings**

The Committee shall be comprised of at least three (3) 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 NASDAQ Stock Market, Inc. (“NASDAQ”) for NASDAQ-listed issuers and the Federal Deposit Insurance Corporation (“FDIC”).

The qualification of persons to serve on the Committee shall be determined by the Board and all members and the Committee’s chairperson shall be appointed annually by the Board. Committee members may be replaced or added by the Board.

The Committee shall meet as often as circumstances dictate. The chairperson shall preside at each meeting. In the event the chairperson is not present at a meeting, the members present at that meeting shall designate one of such members as the acting chair of the meeting.

**Committee Authority and Responsibilities**

The specific responsibilities of the Committee shall include, but are not limited to, the following:

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. Annually evaluate candidates to be nominated to serve on the Board and recommend the slate of nominees for election at the annual meeting of shareholders and to fill vacancies or new positions on the Board, as necessary or advisable.

3. 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.
4. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a Chair for each Board committee.
5. 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.
6. Evaluate the overall effectiveness of the organization of the Board (including the effectiveness of the committee structure) and the Board's (and committees') effectiveness in the performance of its governance responsibilities.
7. 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.
8. Review and reassess the adequacy of the Company's Corporate Governance Principles in light of changing conditions and shareholders' interests and make recommendations to the Board of Directors regarding appropriate modifications.
9. Review the Company's succession plans for the CEO and other executive officers and update or revise such plans as appropriate. Make an annual report to the Board on succession planning that reflects the considerations contained in the Company's Corporate Governance Principles.
10. 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.
11. Form and delegate authority to subcommittees or councils when appropriate to the extent permitted by law and receive periodic reports from such subcommittees or councils.
12. Submit the minutes of all meetings of the Committee to the Board and make regular reports to the Board.
13. At least annually: (i) review this Charter and recommend any proposed changes to the Board for approval and (ii) conduct an annual evaluation of the performance of the Committee and its members.
14. Take any other actions consistent with this Charter, the Company's governing documents, and applicable law, as the Committee or the Board deems necessary or appropriate.