

BANK OZK
EXECUTIVE 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 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 and Meetings

The Committee shall be comprised of (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 the Committee’s chairperson, unless otherwise determined by the Board.

The Committee shall meet 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

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, from time to time, review and assess the appropriateness of 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.

3. The Committee shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
4. The Committee may 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.
5. The Committee shall submit the minutes of all meetings of the Committee to the Board.
6. The Committee shall, from time to time, review this Charter and recommend any proposed changes to the Board for approval.
7. 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.