

Southwest Bancorporation of Texas, Inc.
Charter of the Compensation Committee of the Board of Directors

Compensation Committee Purpose

The Compensation Committee (“the Committee”) is appointed by the Board of Directors (“the Board”) of Southwest Bancorporation of Texas, Inc. (“the Company”), to assist the Board in fulfilling its responsibilities. The Committee also functions as the Compensation Committee of the Board of Directors of the Company’s subsidiary, Amegy Bank National Association (“the Bank”). References to the Company in this Charter also include the Bank and all other direct and indirect subsidiaries of the Company and references to the Board shall also include the board of directors of the Bank. The Committee’s primary duties and responsibilities are to (1) discharge the Board’s responsibilities relating to the compensation of the Company’s executives, (2) produce an annual report on executive compensation for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations, and (3) oversee the Company’s compensation and personnel policies, benefit programs, and plans, including management development and succession plans, and approve management and employee compensation and benefit programs.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to all persons in the organization and to such books and records as it deems necessary. The Compensation Committee has the ability to retain, at the Company’s expense, such special consultants, advisors, and experts as it deems necessary to execute its duties, and may incur on behalf of the company such ordinary administrative expenses as it deems necessary in carrying out its duties.

Committee Composition and Meetings

The Committee shall be composed of three or more directors as determined by the Board, none of whom shall be executive officers or employees of the Company, and all of whom shall satisfy the independence requirements of the any applicable laws and of any NASDAQ listing standards pertaining to corporate governance. Specifically, the members of the Committee shall meet the requirements of independence and disinterestedness specified in Rule 16b-3 under the Securities Exchange Act of 1934 and Section 162(m) of the Internal Revenue Code and the related Treasury Regulations. The Board shall appoint the members of the Committee annually, considering the recommendation of the Governance and Nominating Committee.

The Chairman of the Committee shall be appointed by the Board. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. The Committee shall meet at least three times annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The members shall serve until their rotation, resignation, retirement, or removal by the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the Board, after considering the recommendation of the Governance and Nominating Committee.

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Committee Responsibilities and Duties

Review Procedures

1. In conjunction with the Chief Executive Officer, review the Chief Executive Officer's mission and objectives and review and approve a plan of succession for the Chief Executive Officer and other senior executives, officers, and business unit managers.
2. Conduct an annual evaluation of the performance of the Chief Executive Officer and other senior executives, officers, and business unit managers.
3. Review and approve compensation, including grants, awards, and bonuses under incentive compensation plans, and employee benefit plans and changes thereto, including, as appropriate:
 - Compensation levels of the Chief Executive Officer, other executive officers, and the management group, for all of which the approval of the Committee shall be required.
 - Contracts of employment or related contracts with directors who are executive officers.
 - Restricted stock plan awards.
 - Grants of stock options.
 - Management bonuses.
 - Key employee compensation awards.
 - Employee bonuses.
 - Changes in benefit plans.
 - Terms of any compensation package in the event of early termination of the contract of any director who is an executive officer.
 - Severance programs.
4. Review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans.
5. Review with management the Company's compensation- and benefits-related SEC reporting prior to filing or distribution. The Chair of the Committee may represent the entire Committee for purposes of this review.
6. The Chief Executive Officer may not be present during deliberations or voting of the Committee concerning his or her compensation.

Other Committee Responsibilities

7. Review and reassess the adequacy of this Charter at least annually and submit this Charter to the Board for approval.
8. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Committee or the Board deems necessary or appropriate.
9. Review and evaluate the performance of the Committee and the independence of its members at least annually.

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10. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.