

Southwest Bancorporation of Texas, Inc.  
Charter of the Executive and Risk Committee  
of the Board of Directors

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**Executive and Risk Committee Purpose**

The Executive and Risk Committee (“the Executive 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 Executive Committee also functions as the Executive 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 also include the board of directors of the Bank. The Executive Committee’s primary duties and responsibilities are to:

- Act on behalf of the Board during intervals between meetings of the Board.
- Monitor the Bank’s process to identify, assess, and manage risks that could prevent the Bank from achieving its business objectives.
- Provide an avenue of communication among management, the Board, the Risk Management Committee (which is the management-level committee that supervises the Enterprise Risk Management Policy and Procedures), and the Chief Credit & Risk Officer.

The Executive Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to all persons in the organization. The Executive Committee has the ability to retain, at the Bank’s expense, such special advisors, consultants 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.

**Executive Committee Composition and Meetings**

The Executive Committee shall be composed of seven or more directors as determined by the Board, at least five of whom shall be independent directors and two of whom shall be executive officers of the Bank. At least one member of the Executive Committee should also be a member of the Board’s Audit Committee, and at least one member should be the Chair of the Board Loan Committee.

Executive Committee members and the Chair of the Executive Committee shall be appointed by the Board. If an Executive Committee Chair is not designated or present, the members of the Executive Committee may designate a Chair by majority vote of the Executive Committee membership.

The Executive Committee shall meet hold regularly-scheduled meetings four times each year, and shall hold additional called meetings as circumstances dictate. Its scheduled meetings shall occur in months in which the Board is not meeting. The Executive Committee Chair shall prepare or approve an agenda in advance of each meeting. The Executive Committee shall meet privately in separate sessions at least annually with the Chief Credit & Risk Officer, the Chair of the Risk Management Committee, and such other officers and employees as it may select to discuss any matters that the Executive Committee or each of these groups and individuals believe should be discussed.

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**Executive Committee Responsibilities and Duties**

Executive Committee Duties

Act on behalf of the Board during intervals between meetings of the Board. Although the actions of the Executive Committee, in its executive committee capacity, may generally be limited to handling legal formalities and technicalities concerning administrative operations, the Executive Committee has the authority to act on major matters, to the extent permitted by applicable law, when it deems action appropriate, providing a degree of flexibility to respond to time-sensitive business and legal matters without the need for a special meeting of the Board. The actions taken by the Executive Committee, in its executive committee capacity, are binding on the Bank and do not require ratification by the Board to be legally effective.

Report to the Board at its next regular meeting on any actions taken.

Risk Committee Duties

1. Review and approve, at least annually, the Bank's Enterprise Risk Management Policy and Procedures. Significant modifications or amendments thereto, as recommended by the Risk Management Committee should be approved prior to adoption.
2. Review summary results and reports of the Quarterly Risk Assessment Process provided by the Risk Management Committee, along with risks associated with new products or services. Review and discuss with the Risk Management Committee all residual risks classified as significant or high along with management's planned course of action for addressing such residual risks.
3. In accordance with the Enterprise Risk Management Procedures, review material variances from target risk ranges, risk tolerance levels, new business processes that have residual risk impacts classified as severe, and new or other risks discussed by the Chief Credit & Risk Officer.
4. Review the annual plans for the Bank's monitoring functions (Internal Audit Department, Compliance Department, Credit Process Review Department) to review and assess significant risks and review relevant reports from those functions.
5. Review all Risk Management Committee decisions classified by that committee as being of major importance.
6. Review the annual assessment of the Bank's Enterprise Risk Management process conducted by the Internal Audit Department of the Bank.
7. Consider the need for periodic independent third party evaluations of the Bank's Enterprise Risk Management process.

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Other Executive Committee Responsibilities

8. Review and assess the adequacy of this Charter at least annually. Submit this Charter to the Board for approval.
9. Perform such other activities consistent with this Charter, the Bank's by-laws, the Enterprise Risk Management Policy and Procedures, and governing law, as the Executive Committee or the Board deems necessary or appropriate.
10. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.