

# **Charter of the Corporate Governance Committee of Prosperity Bancshares, Inc. Board of Directors**

## **Corporate Governance Committee Purpose**

The Corporate Governance Committee (“the Committee”) is appointed by the Board of Directors (“the Board”) of Prosperity Bancshares, Inc. (“the Company”) to assist the Board in the fulfillment of its oversight responsibilities. The Committee also functions as the Board Governance Committee of the Board of Directors of the Company’s subsidiary, Prosperity Bank (“the Bank”). References to the Company in this Charter also include the Bank and all other direct and indirect subsidiaries of the Company. The Committee’s primary duties and responsibilities include oversight of the corporate governance policies for the Company.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities

## **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 Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder and of any NASDAQ listing standards pertaining to corporate governance.

The Committee’s members and Chair shall be appointed by the majority vote of the Board on an annual basis, considering the recommendation of the Chairman of 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 in attendance. The members shall serve until their resignation, retirement, disqualification for lack of independence, or removal by the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the Board.

The Committee shall meet at least annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, no subcommittee shall consist of fewer than two members, and the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall regularly report on its meetings to the Board.

## **Policies Regarding Corporate Governance Matters**

1. Review and recommend to the Board for approval, policies to enhance the Board's effectiveness, including policies with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
2. Review and reassess at least annually the Corporate Governance Guidelines of the Company to determine whether they are appropriate for the Company and comply with applicable laws, regulations, and listing standards, and recommend any proposed changes to the Board for approval.
3. Review and recommend to the Board for adoption, a Code of Conduct and Code of Ethics for directors, officers (including senior financial officers), and employees and reassess the Code of Conduct and Code of Ethics on a periodic basis. Consider any requests for waiver of any provision of such Code and initiate or review any required disclosures with respect to any waiver or any amendment of such Code. To the extent any waiver is approved, take such action as is required to report such waiver to the appropriate regulatory and stock listing agencies.
4. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

#### **Evaluation of the Board and the Directors**

5. Conduct performance evaluations for the Board and committees.
6. Monitor director performance.
7. As deemed necessary, review board composition and organization and recommend any desirable changes to the Board.

#### **Other Committee Responsibilities**

8. Review the purposes and duties of Board committees, the composition of those committees, and their charters and report on such matters to the Board.
9. Review and assess the adequacy of this Charter at least annually. Submit this Charter to the Board for approval.
10. 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.
11. Maintain minutes of meetings and periodically report to the Board on significant results of the foregoing activities.
12. Review and evaluate the performance of the Committee and the independence of its members at least annually.