

BANK OF THE OZARKS, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER
As Revised January 14, 2005

Purpose

As part of the Company's governance and oversight process, the Nominating and Governance Committee (the "Committee") has been appointed by the Board of Directors to (1) assist the Board by identifying individuals qualified to become Board members, and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) review and recommend to the Board the Corporate Governance Guidelines 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

The Committee shall be comprised of at least three directors who are independent of management and the Company. Members of the Committee shall meet the independence and qualification requirements of the federal securities laws and the applicable regulations of the Securities and Exchange Commission ("SEC") and the NASDAQ Stock Market, Inc.

The qualification of persons to serve on the Committee shall be determined by the Board of Directors, and all members shall be elected annually. Committee members may be replaced by the Board.

Committee Responsibilities

In discharging its appointment from the Board, the Committee will:

1. Actively seek individuals qualified to become board members 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 and NASDAQ.

2. Establish processes and procedures for the Committee to consider recommendations for the nomination of directors submitted by holders of the Company's shares entitled to vote generally in the election of directors.

3. 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.

4. Review and approve any transaction (a "Related Party Transaction") between the Company and any officer, director or affiliate of the Company that would be required under SEC

rules and regulations to be disclosed in the Company's annual proxy statement. The Committee's review of each Related Party Transaction shall include an analysis of whether the terms of the transaction are fair to the Company.

5. Review annually the terms and fairness of each Related Party Transaction.
6. Periodically report the findings of the review of Related Party Transactions to the full Board.
7. Develop and recommend to the Board for approval a set of Corporate Governance Principles for the Company.
8. Provide an ongoing review and assessment of the Corporate Governance Principles and recommend any proposed changes to the Board for approval.
9. Make an annual report to the Board on succession planning that reflect the considerations contained in the Company's Corporate Governance Principles.
10. Meet at least two times annually, or more frequently as circumstances dictate.
11. Form and delegate authority to subcommittees when appropriate.
12. Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board of Directors.
13. Obtain the board's approval of this Charter and review and reassess this Charter, the performance of the Committee and the Committee's role and responsibility as conditions dictate.
14. Draw on the expertise of the management and corporate staff and, when appropriate, may hire outside legal, accounting or other experts or advisors to assist the Committee with its work.
15. The Committee shall have the authority to retain and terminate search firms to be used to identify director candidates and shall have the authority to approve the search firm's fees and other retention terms.