

**PROSPERITY BANCSHARES, INC.
AND PROSPERITY BANK**

RISK COMMITTEE CHARTER

I. Purposes, Resources and General Considerations

The purpose of the Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Prosperity Bancshares, Inc. and Prosperity Bank (collectively referred to herein as the “Company”) is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to the risk appetite of the Company, and enterprise wide risk management and compliance framework and the governance structure that supports it. Risk appetite is defined as the level and type of risk a firm is able and willing to assume in its exposures and business activities, given its business objectives and obligations to stakeholders.

II. Composition, Meetings and Procedures

The Committee is established pursuant to Article 4, Section 4.1 of the amended and restated bylaws of the Company. The Committee shall consist of three or more directors, as determined by the Board, each of whom shall meet the independence requirements (“Independent Directors”) of the New York Stock Exchange, LLC and the Securities Exchange Act of 1934, as amended (the “Act”). None of the Committee members shall have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Chair shall have experience in identifying, assessing, and managing risk and shall be a “risk management expert,” as such term is defined in the rules to be promulgated by the Securities and Exchange Commission pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act.

The Committee’s members shall be appointed annually by the majority vote of the Board on the recommendation of the Nominating and Corporate Governance Committee of the Board, and may be replaced in the Board's discretion. If a Committee Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee members in attendance. The members shall serve for such term or terms as the Board may determine or until their earlier resignation, retirement or removal by the Board.

III. Committee Meetings and Procedures

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, that 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 and provided further, that any such subcommittees shall meet all

applicable independence requirements and that the Committee shall not delegate to persons other than Independent Directors any functions that are required by any applicable law, regulation, or listing standard to be performed by Independent Directors. The Committee shall regularly report at each Board meeting and make such recommendations as it deems necessary or appropriate.

The Committee may also appoint a Secretary, who need not be a director, and may delegate to the Chair such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the Committee as a whole or by a subcommittee of at least two members.

The Committee may meet in joint session with the Audit Committee of the Board from time to time to discuss areas of common interest and significant matters including, but not limited to, major investment portfolio issues, frauds, major regulatory enforcement actions, major litigation or whistleblower matters, and systemic technology issues.

The Committee may request any officer or employee of the Company, or any special counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee. The agenda for each Risk Committee meeting will provide time during which the Committee can meet separately in executive session with management, the Chief Risk Officer, the Chief Compliance Officer, the independent auditors and as a Committee to discuss any matters the Committee or these groups believe should be discussed.

III. Specific Responsibilities and Duties

The Committee will have the responsibility to:

- develop procedures and policies including risk model development;
- review and approve the Company's risk appetite statement on an annual basis;
- approve any material amendment to the risk appetite statement;
- review significant financial and other risk exposures and the steps management has taken to monitor, control and report such exposures, including, without limitation, (i) credit, (ii) market, (iii) liquidity, (iv) reputational, (v) operational, (vi) fraud, (vii) strategic, (viii) technology, (ix) data-security, (x) business-continuity, (xi) compliance, (xii) investment securities portfolio, and (xiii) merger and acquisition activity;
- evaluate risk exposure and tolerance and approve appropriate transactional limits including running the Company's Enterprise Wide Risk Model (the "Risk Model") to test the impact of various macro and micro events on the Company's profitability and liquidity ("Stress Testing");
- review and evaluate the Company's policies and practices with respect to risk assessment and risk management and annually present to the Board a report summarizing the Committee's review of the Company's methods for identifying and managing risks;
- review significant reports from regulatory agencies relating to risk management and compliance issues, and management's responses, except to the extent subject to the jurisdiction of another committee of the Board of Directors pursuant to that committee's charter;

- review the scope of work of the Bank’s Risk Committee and its planned activities with respect to the risk management and compliance activities of the Company;
- review the appointment, performance and replacement of the Chief Risk Officer;
- review the Company's technology risk management programs;
- receive reports from management concerning the Company's technology operations including, among other things, business continuity planning, information security, software development project performance, technical operations performance, technology architecture and significant technology investments and approve related plans or policies or recommend such plans and policies to the Board for approval, as appropriate;
- receive from management regular updates regarding corporate-wide compliance with laws and regulations;
- make annual (or more frequently as needed) reports regarding, among other things, corporate-wide compliance with laws and regulations to the Audit Committee and to the Board consistent with the New York Stock Exchange requirements;
- escalate to the Audit Committee for discussion at a joint session of the Audit and Risk Committees any items that have a significant financial statement impact or require significant financial statement/regulatory disclosures; and
- escalate other significant issues, including, but not limited to, significant compliance issues, as soon as deemed necessary by the Committee to a joint session of the Audit and Risk Committees.

IV. Committee Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select and obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other experts, consultants or advisers; provided, however, that no single member of the Committee may engage such expert, adviser or consultant.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- one or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented;
- counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such person; and
- other committees of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

V. Annual Performance Evaluation and Charter Review

Annually, there shall be a performance evaluation of the Committee, which may be a self-evaluation or an evaluation employing such other resources or procedures as the Committee, the Audit Committee, and the Nominating and Corporate Governance Committee may deem appropriate. The Committee shall annually review and assess the adequacy of this Charter and recommend changes to the Board when necessary.

VI. Bank-Level Risk Committee

The Committee, in conjunction with management of Prosperity Bank, shall establish a risk committee (“Bank Committee”) which shall consist of the following members:

1. Chief Risk Officer/Chief Financial Officer;
2. Deputy Chief Risk Officer/Compliance Officer;
3. Chief Credit Officer;
4. Manager of Lobby Area Coordinators;
5. Chief Information Officer;
6. Senior Operations Officer;
7. Cashier;
8. Assistant Vice President – Accounting;
9. Controller; and
10. General Counsel

The Bank Committee will meet as needed in order to review risks identified in this Charter, results of the Stress Testing and other necessary items and report its findings to the Committee quarterly.