

PROSPERITY BANCSHARES, INC.

CORPORATE GOVERNANCE GUIDELINES

The following guidelines are promulgated by the Board of Directors of Prosperity Bancshares, Inc. (the “Company”). The Board of Directors of the Company is hereinafter called the “Board” and its members are hereinafter the “Directors” governed by these Guidelines.

I. Director Qualification Standards

To the extent required by the rules of the New York Stock Exchange (“NYSE”), a majority of the members of the Board must qualify as independent directors in accordance with the applicable provisions of the Securities Exchange Act of 1934 and the rules promulgated thereunder and any NYSE listing standards pertaining to corporate governance. The Nominating and Corporate Governance Committee (“Governance Committee”) is responsible for developing and recommending to the Board additional qualifications for Directors, taking into account the composition and skills of the entire Board.

The Governance Committee is responsible for reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis as well as the composition of the Board as a whole. Nominees for directorship will be recommended to the Board by the Governance Committee in accordance with its Charter, its Nominating Procedures, and these Guidelines.

No member of the Board shall serve on the Board of more than three other publicly traded companies.

Directors are expected to advise the Senior Chairman of the Board and the Chairman of the Governance Committee promptly upon accepting any other public company directorship or any assignment to the audit committee or compensation committee of the board of directors of any public company of which such Director is a member.

Directors are expected to report changes in their business or professional affiliations or responsibilities, including retirement, to the Senior Chairman of the Board and the Chairman of the Governance Committee. A Director shall resign if the Governance Committee concludes that the Director no longer meets the Company's requirements for service on the Board.

II. Criteria for Director Nominees

The Corporate Governance Committee will consider the following criteria in selecting management supported nominees: financial, regulatory and business experience; familiarity with and participation in the local community; integrity, honesty and reputation; independence; the ability and willingness to commit adequate time to Board and committee matters; diversity in skills, viewpoints, background, experience and demographics, including gender, race and ethnicity; size of the Board and regulatory disclosure obligations. The Company is committed to creating a Board with diversity and as such the Corporate Governance Committee will include, and will have any search firm that it engages include, qualified women and minority candidates

in the pool from which it selects candidates for new director positions, other than with respect to any director positions added or filled in connection with a merger or acquisition transaction.

The Governance Committee may weight the foregoing criteria differently in different situations, depending on the composition of the Board at the time. The Committee will strive to maintain at least one director who meets the definition of "audit committee financial expert" under the regulations of the Securities and Exchange Commission.

In addition, prior to nominating an existing director for re-election to the Board, the Governance Committee will consider and review an existing director's Board and committee attendance and performance; length of Board service; experience, skills and contributions that the existing director brings to the Board; and independence.

III. Director Tenure

The Board has not established term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they carry the disadvantage of losing the contribution of Directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and, therefore, to provide an increasing contribution to the Board as a whole. The Governance Committee will review each Director's continuation of the Board at the end of each Director's three-year term.

IV. Related Party Transactions

The Governance Committee shall review and approve or ratify any related party transactions, as defined by laws or rules promulgated under the Securities Exchange Act of 1934 or by applicable stock exchanges, referred to such committee under the Company's Related Party Transactions Policy.

V. Director Responsibilities

Directors should exercise their business judgment to act in good faith and in what they reasonably believe to be in the best interests of the Company in a manner consistent with their fiduciary duties. Directors should regularly attend meetings of the Board and of all Board committees upon which they serve. To prepare for meetings, Directors should review the materials that are sent to Directors in advance of those meetings. Each Director is expected

- (1) to serve on, and participate diligently in the work of, at least one Board standing committee, if such Director is independent; and
- (2) to attend the entirety of at least 75% of all Board meetings and all Board committee meetings on which such Director serves, each year.

The Board shall at all times maintain an Audit Committee, a Governance Committee, a Compensation Committee and a Risk Committee, which must operate in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, the applicable rules of the Securities and Exchange Commission, and any NYSE listing standards pertaining to corporate governance. The Board may also establish such other committees as it

deems appropriate and delegate to such committees such authority permitted by applicable law and the Company's bylaws as the Board sees fit.

Information and data that is important to the Board's understanding of the business to be discussed at meetings will be distributed in advance of meetings to the extent practicable and advisable.

Directors shall preserve the confidentiality of confidential material given or presented to the Board.

The Senior Chairman of the Board, in consultation with management, shall set the agenda of meetings of the Board and the Chairman of each committee shall set the agenda of meetings of the applicable committee. Any Director may suggest agenda items and may raise at meetings other matters that he or she considers worthy of discussion.

Directors must disclose to other Directors any potential conflicts of interest they may have with respect to any matter under discussion and, if appropriate, refrain from deliberations and voting on a matter in which they may have a conflict.

Except in unusual circumstances or as required by committee charters or as requested by senior management, Directors are expected to follow the principle that senior management, as opposed to individual Directors, provides the public voice of the Company. Directors receiving inquiries from institutional investors, the press, or others should refer them to the Chief Executive Officer or other appropriate officer of the Company.

The Board does not believe in mandating fixed rotation of Board committee members and/or chairpersons, since at any time there may be reasons for maintaining continuity. The Board believes that in certain circumstances it may be appropriate for some rotation over time on a staggered basis to foster diverse views while at the same time ensuring continuity.

VI. Director Access to Management and Independent Advisors

The Company shall provide each Director with complete access to the management of the Company, subject to reasonable advance notice to the Company and reasonable efforts to avoid disruption to the Company's management, business, and operations. The Board and Board committees, to the extent set forth in the applicable committee charter, have the right to consult with and retain independent legal and other advisors at the expense of the Company.

The Board welcomes regular attendance at each Board meeting of the appropriate representatives of senior management of the Company as shall be determined from time to time, subject to the Board's right in all instances to meet in executive session or with a more limited number of management representatives.

VII. Independent Director Executive Sessions

The Board will schedule regular executive sessions of independent directors. If the Senior Chairman of the Board is not a Company officer, the Senior Chairman of the Board shall preside at each executive session. If the Senior Chairman of the Board is a Company officer, an independent director selected by the Governance Committee (the "Presiding Director") shall

chair the non-management director executive sessions. The Presiding Director serves for a term of at least one year.

The Presiding Director shall serve as a liaison between the Senior Chairman and Chief Executive Officer and the independent directors; preside at all executive sessions of non-management and independent directors; establish the agenda for the executive sessions; provide feedback to management from the Board's executive sessions, assist the Senior Chairman and Chief Executive Officer with setting Board meeting agendas as requested, assist in the Board's risk oversight and perform such other functions as may be designated from time to time by the independent directors.

If the Board includes any directors who are non-management Directors (Directors who are not Company officers), but not independent, the non-management Directors will meet without management participation at least annually.

VIII. Director Compensation

The Board, on the recommendation of the Compensation Committee, will determine the form and amount of Director compensation, including cash, equity-based awards, and other Director compensation. The Board, acting through the Compensation Committee, shall review and make recommendations concerning the principles of Director compensation. In connection with such Director compensation, the Board will be made aware that questions may be raised when Directors' fees and benefits exceed what is customary. Similarly, the Board will be made aware that the independence of Directors could be questioned if substantial charitable contributions are made to organizations in which a Director is affiliated or if the Company enters into consulting contracts with, or provides other indirect compensation to, a Director. The Board will critically evaluate each of these matters when determining the form and amount of Director compensation and the independence of a Director.

IX. Director Orientation and Continuing Education

Management, working with the Board, will identify and provide access to appropriate orientation programs, sessions, or materials for newly elected Directors of the Company within a reasonable period of time after their nomination or election as a Director. The Board and/or management will encourage, but not require, Directors to periodically attend or obtain appropriate programs, sessions, or materials as to the responsibilities of directors of publicly-traded companies.

X. Management Evaluation and Succession

The Board (not including any members of management of the Company) will conduct an annual review of the performance and compensation of the Chief Executive Officer, taking into account the views and recommendations of the Compensation Committee, as set forth in its charter. The Board will establish and review such formal or informal policies and procedures, consulting with the Compensation Committee, the Chief Executive Officer, and others, as it considers appropriate, regarding selection and succession to the Chief Executive Officer in the event of emergency or retirement.

The Chief Executive Officer is to provide an annual report on succession planning and related development recommendations to the Compensation Committee, including a short-term succession plan delineating temporary delegation of authority in the event that the Chief Executive Officer or any other executive officer is unexpectedly unable to perform his or her duties.

At the resignation, retirement or removal of the Chief Executive Officer, the Directors shall appoint an interim Chief Executive Officer. The interim Chief Executive Officer may be an existing Director or Company Executive Officer. In conjunction with this appointment, the Board shall commence a search for a permanent Chief Executive Officer.

XI. Annual Performance Evaluation of the Board

The Board, with the oversight of the Governance Committee, will conduct a self-evaluation annually to determine whether it and its committees are functioning effectively. The full Board will discuss the evaluation report to determine what, if any, action could improve Board and committee performance. The Board, with the assistance of the Governance Committee, as appropriate, shall review these Corporate Governance Guidelines on an annual basis to determine whether any changes are appropriate.

XII. Director and Executive Management Stock Ownership Guidelines

The Board believes that Directors and Executive Officers of the Company should be shareholders and have a financial stake in the Company.

Each Director is expected to own shares of the Company's common stock having a market value equal to or greater than five times such Director's annual cash retainer calculated using the annual retainer as of the later of the date these stock ownership guidelines, as amended, were adopted (January 16, 2018) and the date the Director is elected to the Board. Directors are required to achieve the guideline within five years of joining the Board, or, in the case of Directors serving at the time the stock ownership guidelines, as amended, were adopted, within five years of the date of adoption of the amended guidelines.

The Chief Executive Officer of the Company is expected to own shares of the Company's common stock having a market value equal to or greater than four times such officer's annual base salary. Each other Executive Officer of the Company is expected to own shares of the Company's common stock having a market value equal to or greater than two times such officer's annual base salary.

For purposes of determining stock ownership levels, the following forms of equity interests are included in stock ownership calculations as owned shares:

- Shares owned outright or under direct ownership control (including shares held by the Director or Executive Officer's immediate family members or held in trust for the benefit of his or her immediate family members);
- Unvested restricted stock and unvested restricted stock units;
- Deferred stock units;

- Shares owned through Company retirement plans (for example, the Company's 401(K) plan) or deferred compensation plans; and
- Shares held indirectly through partnerships, trusts or other entities to the extent the Director or Executive Officer has an economic interest in the shares.

An Executive Officer is required to achieve his or her guideline within the later of (i) five years of the adoption of these amended stock ownership guidelines (January 16, 2018) or (ii) five years of becoming subject to these stock ownership guidelines, as amended. If an Executive Officer's stock ownership guideline increases because of a change in title, a five-year period to achieve the incremental guideline begins in January following the year of the title change.

Once achieved, ownership of the guideline amount must be maintained for as long as the Director or Executive Officer is subject to these guidelines.

In the event that these stock ownership guidelines place a severe financial hardship on a Director or Executive Officer or prevent a Director or Executive Officer from complying with a court order, as in the case of a divorce settlement, the Governance Committee may, in its discretion, develop an alternative stock ownership guideline for such Director or Executive Officer that reflects the intention of these stock ownership guidelines and the Director's or Executive Officer's personal circumstances. The Governance Committee may also, in its discretion, consider exceptions for charitable gifts, estate planning transactions, and certain other limited circumstances.

Actual ownership levels will be compared to the stated guidelines by the Senior Chairman of the Board of the Company and reviewed by the Governance Committee annually.

XIII. Amendment, Modification and Waiver

These Guidelines may be amended, modified, or waived by the Board and waivers of these Guidelines may also be granted by the Governance Committee, subject to the disclosure and other provisions of the Securities and Exchange Act of 1934 and the rules promulgated thereunder.