

PROSPERITY BANCSHARES, INC.
NOMINATING AND CORPORATE GOVERNANCE
COMMITTEE CHARTER

I. Committee Purposes

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of Prosperity Bancshares, Inc. (the "Company") is to (i) assist the Board in identifying individuals qualified to become Board members of the Company and board members of Prosperity Bank, consistent with criteria approved by the Board; (ii) to recommend to the Board the slate of director nominees for election at the annual meeting of shareholders; (iii) to review and recommend to the Board the corporate governance guidelines applicable to the Company; and (iv) to assist the Board in the fulfillment of its Board and management oversight responsibilities and functions as the Board Governance Committee of the Board of the Company.

II. Composition of the Committee

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 or its subsidiaries, and all of whom shall satisfy the independence requirements under the rules of the Securities and Exchange Commission and the New York Stock Exchange ("NYSE").

The Committee's members and Chair shall be appointed by the majority vote of the Board on an annual basis, considering any 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. Each member shall serve for a one-year term or until his or her earlier 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. Any vacancy on the Committee shall be filled by majority vote of the Board upon recommendation of the Committee.

III. Committee Meetings and Operations

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 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 has the authority to conduct any investigation appropriate to fulfilling its responsibilities, including the sole authority to retain, set retention terms, set fees, or terminate any search firm used to identify director candidates.

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The Committee shall regularly report to the Board.

IV. Committee Responsibilities and Duties

The Committee shall have the following duties and responsibilities:

A. Board Candidates and Nominees

1. To identify and recruit candidates qualified to fill any vacancies or new positions on the Board consistent with criteria and procedures approved by the Board.
2. To develop and recommend to the Board criteria for selecting new directors.
3. To review the backgrounds and qualifications of possible candidates for director positions.
4. To recommend to the Board the director nominees for election by the shareholders or appointment by the Board.
5. To review and recommend nominations to the Board of Directors of Prosperity Bank.

B. Board Composition and Procedures

1. To review, at least annually, Board composition and size of the Board as a whole and to recommend, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by the NYSE.
2. To 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, the number of other public and private company boards on which a director candidate serves, and the frequency and structure of Board meetings.
3. To review and recommend to the Board the size and composition of the Board of Directors of Prosperity Bank.

C. Board Committees

1. To review the purposes and duties of Board committees, the composition of those committees, and the committee charters and report on such matters to the Board.
2. To recommend to the Board those directors to be selected for membership on the various Board committees. Recommendations should consider the qualifications for membership on each committee; the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.
3. To recommend individual directors for designation as chairs of Board standing committees.

D. Corporate Governance

1. To 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.
2. To review and reassess on a periodic basis the Code of Business Conduct and Ethics for directors, officers (including senior financial officers), and employees. 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.
3. To oversee the annual evaluations of the Board, Board committees and management, and report the results thereof to the Board.
4. To review and approve or ratify any related party transactions referred to the Committee under the Company's Related Party Transaction Policy.
5. To consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.
6. To perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

V. Delegation of Authority

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 no subcommittee shall consist of fewer than two members; and provided further 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. Each subcommittee must have its own charter.

VI. Evaluation of the Committee

The Committee shall, no less frequently than annually, evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.