

PROSPERITY BANK
ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE
COMMITTEE CHARTER

I. Committee Purposes

The Environmental, Social and Governance Committee (the “ESG Committee”) of Prosperity Bank (the “Bank”) is to support the Bank’s on-going commitment to environmental, corporate social responsibility, corporate governance, sustainability, and other related matters relevant to the Bank and its stakeholders, including associates, investors, customers and communities (collectively, “ESG Matters”).

The ESG Committee will assist the Executive Committee of the Bank in (a) setting general strategy relating to ESG Matters, (b) developing, implementing, and monitoring initiatives and policies based on that strategy, (c) overseeing communications with stakeholders with respect to ESG Matters, including financial reporting and related disclosures, and (d) monitoring and assessing developments relating to, and improving the Bank’s and Prosperity Bancshares, Inc.’s (“Bancshares”) understanding of ESG Matters.

II. ESG Committee Responsibilities and Duties

The ESG Committee shall have the following duties and responsibilities:

- A. To assist in setting the Bank’s and Bancshares’ general strategy with respect to ESG Matters, and to consider and recommend policies, practices, and disclosures that conform with the strategy;
- B. To oversee the Bank’s and Bancshares’ reporting and disclosure with respect to ESG Matters;
- C. To assist in overseeing internal and external communications regarding the Bank’s and Bancshares’ position or approach to ESG Matters;
- D. To consider current and emerging ESG Matters that may affect the business, operations, performance or public image of the Bank and Bancshares or are otherwise pertinent to the Bank and Bancshares and their respective stakeholders, and to make recommendations on how the Bank’s policies, practices and disclosures can adjust to or address current trends;
- E. To put systems in place, as deemed necessary and appropriate, to monitor ESG Matters;
- F. To advise the Nominating and Corporate Governance Committee of the Board of Directors of Bancshares (the “Nominating Committee”) on shareholder proposals and other significant stakeholder concerns relating to ESG Matters;

G. To review and assess this Charter periodically and recommend any proposed changes for approval; and

H. To perform such other duties, tasks, and responsibilities relevant to the purpose of the ESG Committee as may from time to time be requested.

III. ESG Committee Meetings and Operations

The ESG Committee shall meet at least quarterly, or more frequently as circumstances dictate.

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

The ESG Committee shall regularly report to the Executive Committee of the Bank, the Board of Directors of the Bank, and the Nominating Committee.

IV. Composition of the ESG Committee

The ESG Committee will include associates that the Board of Directors of the Bank deems appropriate, taking into account such associate's expertise in relevant and varied disciplines, including environmental, operations, facilities, including design and construction, legal, investor relations, regulatory affairs, corporate governance, finance, human resources and communications. Initial committee members are as follows:

Senior Vice President Banking and Corporate Activities (Chair)
Chief Financial Officer
Senior Executive Vice President Administration and Operations
Chief Credit Officer
Chief Compliance Officer
Chief Risk Officer
Director of Human Resources
General Counsel
Senior Vice President/Associate General Counsel