BANK OZK
GOVERNANCE AND COMPENSATION COMMITTEE CHARTER
As Revised Effective August 16, 2026

INTRODUCTORY STATEMENT AND PURPOSE

The Board of Directors (the "**Board**") of Bank OZK (the "**Company**") has appointed a Governance and Compensation Committee (the "**Committee**") to assist the Board in fulfilling its oversight responsibilities relating to the Company's compensation plans, policies and programs, human capital management function, and Board composition and independence in accordance with the Company's Corporate Governance Guidelines.

The Committee has overall responsibility for, among other things: (1) reviewing, evaluating and approving all compensation plans, policies and programs of the Company as they affect the Chief Executive Officer ("**CEO**") and the Company's other executive officers (collectively, including the CEO, the "**Executive Officers**"); (2) identifying individuals qualified to become Board members and recommending to the Board the director nominees for each annual meeting of shareholders or to fill vacancies or new positions occurring between annual meetings of shareholders; (3) reviewing and making recommendations to the Board regarding the Company's management succession plans; and (4) reviewing and approving certain transactions between the Company and its officers, directors or affiliates.

MEMBERSHIP AND MEETINGS

The Committee shall consist of three (3) or more directors. Each member 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**"), the NASDAQ Stock Market, Inc. ("**NASDAQ**") for NASDAQ-listed issuers and the Federal Deposit Insurance Corporation ("**FDIC**"), including requirements applicable to members of compensation committees. Each member of the Committee shall qualify as a "non-employee director" for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended ("**Exchange Act**"). The qualifications of persons to serve on the Committee shall be determined by the Board and all members and the Committee's chairperson shall be appointed by the Board. Committee members may be replaced or added by the Board.

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. The chairperson shall preside at each meeting. In the event the chairperson is not present at a meeting, the members present at that meeting shall designate one of such members as the acting chair of the meeting.

AUTHORITY AND RESPONSIBILITIES

The specific responsibilities of the Committee shall include, but are not limited to, the following:

Executive Compensation

1. Reviewing and approving, at least annually, the annual base salaries and annual incentive opportunities of the Executive Officers. The CEO shall not be present during any Committee deliberations or voting concerning the CEO's compensation.

2. Reviewing and approving, periodically, the compensation for the Executive Officers and, to the extent the Committee deems appropriate, other personnel, including: (i) base salary, (ii) incentive compensation arrangements, (iii) bonus and equity-based awards, (iv) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (v) any special or supplemental benefits, including supplemental retirement benefits and the perquisites provided to them during and after employment.

Director Compensation

3. Annually reviewing and making recommendations to the Board with respect to the compensation of non-employee directors, including Board and committee retainers, meeting fees, equity-based compensation and such other forms of compensation as the Committee may consider appropriate.

Incentive Plans; Equity Plans; Benefit Programs

4. Reviewing, approving and, when appropriate, recommending to the Board for approval, incentive compensation plans and equity-based plans, and where appropriate or required, recommending such plans for approval by the shareholders of the Company, which recommendation includes the ability to adopt, amend or terminate such plans. The Committee shall also have the authority to administer the Company's incentive compensation plans and equity-based plans, including designation of the employees to whom the awards are to be granted, the amount of each award or grant of equity and the terms and conditions applicable to each award or grant, subject to the provisions of each plan.

5. Approving and overseeing the Company's stock ownership guidelines and incentive compensation clawback policies.

6. Periodically reviewing significant issues that relate to employee benefits (whether or not the employee benefits are governed under ERISA) and having such responsibilities as set forth from time to time in such plans or programs.

Compensation Risk Management Oversight

7. Annually reviewing the potential risks to the Company from its compensation programs and policies, including any incentive plans, and whether such programs and policies incentivize unnecessary or excessive risk taking.

Human Capital Management

8. Providing oversight with respect to the Company's strategies, initiatives and programs related to human capital management, including with respect to equal employment opportunity, talent acquisition and retention, career development and progression, workplace environment and culture, and organizational engagement and effectiveness.

9. Receiving reports on the Company's compensation programs for employees and other personnel reports as may be recommended by the Committee or management, from time to time.

Director Nominations

10. Actively seeking individuals qualified to become directors 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, the FDIC and NASDAQ.

11. Annually evaluating candidates to be nominated to serve on the Board and recommending to the Board for approval: (i) the slate of nominees for election at the annual meeting of shareholders, and (ii) nominees to fill vacancies or new positions on the Board, as necessary or advisable.

12. Annually recommending to the Board for approval the appointment of directors to Board committees and the selection of a chairperson for each Board committee.

Board Effectiveness and Performance

13. Receiving comments from all directors and reporting 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.

14. Evaluating the overall effectiveness of the organization of the Board (including the effectiveness of the committee structure) and the Board's (and Board committees') effectiveness in the performance of its governance responsibilities.

Corporate Governance

15. Reviewing and approving all related-party transactions, defined as those required to be disclosed under Items 404(a) and 404(b) of Regulation S-K.

16. Reviewing and reassessing the adequacy of the Company's Corporate Governance Guidelines in light of changing conditions and shareholders' interests and make recommendations to the Board regarding appropriate modifications.

17. Reviewing the Company's succession plans for the CEO and other Executive Officers, updating or revising such plans as appropriate, and making an annual report to the Board on succession planning that reflects the considerations contained in the Company's Corporate Governance Guidelines.

Disclosure

18. Reviewing and discussing with management the Company's Compensation Discussion and Analysis ("**CD&A**") required to be included in the Company's annual proxy statement and annual report on Form 10-K filed with the FDIC and, based on such review and discussion, determining whether or not to recommend to the Board that the CD&A be so included.

19. Producing the Compensation Committee Report for inclusion in the Company's annual proxy statement in compliance with applicable rules and regulations.

20. Overseeing the Company's compliance with applicable SEC and FDIC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.

Outside Advisors

21. Drawing on the expertise of management and corporate staff and, when appropriate, having the authority, in its sole discretion, to retain and terminate (or obtain the advice of) compensation or other consultants, legal counsel or other advisors, including search firms to identify director candidates, to assist with the execution of its duties and responsibilities, but only (in the case of compensation consultants or advisors) after taking into consideration factors relevant to such adviser's independence in accordance with Item 407(e)(3)(iv) of Regulation S-K and as specified in NASDAQ Listing Rule 5605(d)(3) and Rule 10C-1 under the Exchange Act. The Committee shall be directly and solely responsible for the appointment, compensation and oversight of the work of any consultant, legal counsel or other adviser retained by the Committee. The Committee shall receive appropriate funding from the Company for the reasonable payment of compensation to any consultants, outside legal counsel or any other advisors retained by the Committee.

Other Responsibilities

22. Forming and delegating authority to subcommittees or councils when appropriate to the extent permitted by law and receiving periodic reports from such subcommittees or councils.

23. Submitting the minutes of all meetings of the Committee to the Board and making regular reports to the Board.

24. At least annually: (i) reviewing this Charter and recommending any proposed changes to the Board for approval and (ii) conducting an annual evaluation of the performance of the Committee and its members.

25. Taking any other actions consistent with this Charter, the Company's governing documents, and applicable law, as the Committee or the Board deems necessary or appropriate.