



**HOME BANCSHARES, INC.**  
**Nominating and Corporate Governance Committee Charter**

**I. PURPOSE AND ROLE**

The primary functions of the Nominating and Corporate Governance Committee (the “Committee”) are to develop and maintain the corporate governance policies of Home BancShares, Inc. (the “Company”), and to assist the Company’s Board of Directors (the “Board”) in (i) identifying, screening and recruiting qualified individuals to become Board members, and (ii) determining the composition of the Board and its committees. The Committee shall also assist the Board in assessing the Board’s effectiveness.

**II. MEMBERSHIP**

The Committee shall be comprised of no less than three members, all of whom must qualify as independent directors under the NASDAQ listing standards and must be free of any relationship that may interfere with the exercise of their independence and judgment.

The members of the Committee shall be appointed annually by the Board at a duly convened meeting of the Board. The Chairman of the Committee (the “Chairman”) shall be appointed by the Chairman of the Board. The members of the Committee will serve until their resignation, retirement, removal by the Board, or until their successors shall be duly appointed and qualified. No member of the Committee may be removed except by majority vote of the independent directors then in office, and no reduction in the number of members constituting the full Committee should have the effect of reducing the term of an incumbent member.

**III. MEETINGS**

The Committee shall meet at least annually, or more frequently as circumstances dictate. In addition, the Chairman of the Board or any Committee member may call a special meeting of the Committee. The greater of two or 1/3 of the members of the Committee shall constitute a quorum.

At least annually, the Committee shall report on meetings thereof to the Board, including a description of all actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings and such minutes shall be maintained with the books and records of the Company.

**IV. AUTHORITY AND RESPONSIBILITIES**

The Committee shall have the power to perform the following:

Implement Corporate Governance Policies

1. Provide recommendations to the Board to enhance the Board’s effectiveness, including with respect to the timing, amount and content of information distributed to Board members, the size and composition of the Board, and the frequency of Board meetings.
2. Develop and review on an annual basis, or more frequently if appropriate, the corporate governance policies of the Company to ensure that such policies are appropriate for the Company and comply with the applicable laws, regulations, and listing standards, and to recommend any changes as necessary to the Board.



3. Create, recommend to the Board for adoption, and maintain a Corporate Code of Ethics for directors, executive officers, and employees. Upon the adoption of the Corporate Code of Ethics, the Committee will oversee its implementation and enforcement.
4. Appoint subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate. Notwithstanding the foregoing (i) no subcommittee shall consist of fewer than two members, and (ii) 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.
5. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

#### Assess Board Membership Needs and Recommended Board Nominees

6. Identify candidates for nomination to the Board that will help strengthen and balance the Board, review the qualifications thereof, and nominate candidates to fill vacancies accordingly. The Committee shall consider any director candidates recommended by the Company's stockholders in accordance with the Company's policy regarding director recommendations by stockholders.
7. Periodically assess the Board's needs and identify suitable candidates for consideration as nominees to the Board. In identifying any candidates, the Committee shall consider whether each candidate would qualify as independent, and where appropriate, his or her financial expertise, and any other qualifications the Committee deems relevant.

#### Make Recommendations Regarding Committee Memberships

8. Recommend directors to be selected for membership on Board committees. Committee recommendations may consider the qualifications for membership on each committee.

#### Other

9. Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding the operations of the Committee.
10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

## **V. CHARTER EVALUATION**

The Committee shall annually evaluate whether this Charter appropriately addresses the matters that are or should be within its scope.

In conducting its evaluation, the Committee may address all matters that it considers relevant to its performance, including but not limited to, the following:

1. The adequacy, appropriateness and quality of the information and recommendations presented by management to the Committee and by the Committee to the Board.



2. The manner in which they were discussed or debated.
3. 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.

The Committee shall report to the Board the results of any evaluation, including any recommended amendments to this Charter and any recommended changes to corporate governance policies and procedures and the Company's Corporate Code of Ethics.

## **VI. INVESTIGATIONS AND STUDIES: OUTSIDE ADVISORS**

The Committee may conduct or authorize investigations into or studies of matters within the scope of the Committee's authority and responsibilities, and may retain, at the Company's expense, outside advisors, including executive search firms, such as it deems necessary.

The Committee shall have the sole authority to retain or terminate any such outside advisors, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have the sole authority to approve related fees and retention terms.

## **VII. RELATED PARTY TRANSACTIONS**

All proposed related party transactions should be presented to the Committee for its consideration and approval. The term "related-party transaction" shall be consistent with the definition provided in the SEC Regulation S-K, Item 404(a).

## **VIII. POLICY REVIEW AND APPROVAL**

In an effort to promote a consistent and enterprise-wide approach to policy development and revision, each policy will require review and approval by the Enterprise Risk Management Committee ("ERMC") prior to its submission to the Board. Additionally, ongoing review by the ERMC will take place at least annually, and more frequent reviews will be conducted as needed for any newly developed policies or changes to existing policies.