

**BANK OF THE OZARKS**  
**AUDIT COMMITTEE CHARTER**  
**As Revised Effective June 26, 2017**

**Introductory Statement and Purpose**

The Board of Directors (the “Board”) of Bank of the Ozarks (the “Company”) has appointed an Audit Committee (the “Committee”) to provide assistance to the Board in fulfilling the Board’s oversight responsibilities relating to corporate auditing, accounting, and financial reporting.

In furtherance of its purpose, the Committee should monitor (a) the qualitative aspects of financial reporting to the public and governmental bodies; (b) the Company’s internal audit, function; (c) the Company’s system of internal control over financial reporting, and related internal control systems regarding finance, accounting and compliance with significant applicable legal, ethical, and regulatory requirements; (d) the independent auditors’ engagement, compensation, qualifications and independence; and (e) the Company’s auditing, accounting and financial reporting processes in general. In so doing, it is the responsibility of the Committee to maintain free and open communication between the directors, the independent auditors, the internal audit personnel, and management of the Company.

**Organization**

The Committee shall be comprised of at least three directors who 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, the Federal Deposit Insurance Corporation (“FDIC”) and the Public Company Accounting Oversight Board (“PCAOB”).

All Committee members shall be financially literate, at least one member shall be a financial expert (as defined by SEC rules and regulations promulgated under the Sarbanes-Oxley Act of 2002), and at least one member shall have accounting or related financial management expertise. The qualification of persons to serve on the Committee shall be determined by the Board and all members shall be elected annually by the Board.

## **Meetings**

The Committee shall meet at least four (4) times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee shall provide sufficient opportunity for the internal and independent auditors to meet with the Committee without members of management present. Periodically the Committee shall meet separately with the independent auditors, with internal audit and with management.

## **Responsibilities and Authority**

In carrying out its responsibilities, the Committee believes its policies and procedures should remain flexible, in order to best react to changing conditions and to ensure to the directors and shareholders that the corporate auditing, accounting and financial reporting practices of the Company are in accordance with all requirements and are of the highest quality.

In carrying out these responsibilities, the Committee will:

- Annually review this Charter and recommend any proposed changes to the Board for approval.
- Annually review and evaluate the performance of the Committee.
- Be directly responsible for the appointment, compensation, retention, oversight and, where appropriate, replacement of the independent auditors responsible for the audits of the consolidated financial statements and internal controls over financial reporting of the Company, including resolution of any disagreements between management and the independent auditors regarding accounting and financial reporting matters.
- Have a clear understanding with the independent auditors that they are ultimately accountable to the Committee, as the shareholders' representatives, and that the independent auditors must report directly to the Committee.
- Communicate, to the extent appropriate, throughout the year with senior management, other committee chairpersons and other key committee advisors, and external and internal auditors, as applicable, to strengthen the Committee's knowledge of relevant current and prospective business and financial issues.
- Review management's recommendations and approve the appointment, termination, or replacement of the Chief Audit Executive.
- Review the performance of the Chief Audit Executive and approve any annual compensation and salary adjustment.
- Meet with the independent auditors of the Company to review and approve in advance for the current year the engagement of the independent auditors to audit the annual consolidated financial statements and internal control over financial reporting of the Company. The Committee may meet with management of the Company and solicit its

views as to the engagement of the independent auditors, but the Committee shall retain the ultimate authority and responsibility for such engagement. The engagement of the independent auditors shall comply with all applicable requirements of law, including the following:

- The Committee shall approve in advance all audit services to be performed by the independent auditors.
- Each of the lead audit partner (or coordinating audit partner having primary responsibility for the audit) and the audit partner responsible for reviewing the audit shall have not performed audit services for the Company in each of the five previous fiscal years of the Company.
- Review procedures to be utilized by the independent auditors (including planning and staffing of the audit) and at the conclusion of such engagement, any comments or recommendations of the independent auditors.
- Review the nature and scope of all professional services other than audit services to be provided to the Company by the independent auditors and consider the relationship to the auditors' independence. With respect to all non-audit services:
  - The independent auditors shall not perform any services that are prohibited by the rules and regulations of the FDIC, the PCAOB or the Sarbanes-Oxley Act of 2002, including any rule or regulation promulgated thereunder.
  - The Committee shall approve in advance as required by law any non-audit services that may be performed by the independent auditors and verify that such non-audit services are disclosed in the Company's periodic reports filed with the FDIC under the Securities Exchange Act of 1934 or in its timely filed annual proxy statement. The Committee may delegate to one or more of its designated members the authority to grant pre-approvals of non-audit services. The decisions of any designee to pre-approve a non-audit service shall be presented to the full Committee at its next scheduled meeting.
- On an annual basis, obtain from the independent auditors a written communication delineating all relationships with and professional services to the Company addressing the matters set forth in PCAOB Rule 3526.
- Discuss with the independent auditors all matters required to be discussed under the standards of the PCAOB.
- Review with the independent auditors the nature and scope of any disclosed relationships or professional services that may impact the objectivity and independence of the auditor and take, or recommend that the Board take, appropriate action to ensure the continuing independence of the independent auditors.

- Have the authority to engage independent counsel and other advisers, as it determines necessary, in carrying out its duties.
- Ensure that the Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors and compensation to any independent counsel or other advisers employed by the Committee, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.
- Review with the independent auditors, the Company's internal auditors, and financial and accounting personnel, the design and effectiveness of the Company's internal control over financial reporting and any significant deficiencies or material weaknesses in that internal control, any change that has materially affected or is reasonably likely to materially affect that internal control (including special steps adopted in light of such deficiency or weakness), and any fraud (whether or not material) that involves management or other employees who have a significant role in that internal control, that have been reported to the Committee, and elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable.
- Review reports not reviewed by the Board that are received from regulators and other legal and regulatory agencies that may have a material effect on the financial statements, internal audit function, internal controls over financial reporting or the engagement of the external auditors.
- Review the internal audit function, including the independence and authority of its reporting obligations, the proposed audit plans, and the coordination of such plans with the work relied upon by the independent auditors and other internal risk monitoring activities.
- Review and assess, with the input of management, the Company's Code of Business Conduct and Ethics ("Code"), and ensure that management has established an effective system to monitor and enforce such Code. Regarding the Code, the Committee shall:
  - Approve a process for (a) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing or financial reporting matters.
  - Periodically review and assess the Code and approve any recommended changes thereto.
  - Periodically review the adequacy of the Company's ethics compliance programs and make recommendations for any changes with respect thereto.

- Review with the members of management that are responsible for administering the Company's regulatory compliance programs any issues that could have a significant impact on the Company's financial statements.
- Receive prior to each meeting, a summary of findings from completed internal audits and a progress report on the proposed internal audit plans, with explanations for any deviations from the original plans.
- Review with management and the independent auditors the Company's quarterly financial statements prior to the filing of the Form 10-Q to (a) determine that the independent auditors do not take exception to the disclosure and content of the financial statements and that the independent auditors believe such financial statements reflect all material adjustments that have been identified by the independent auditors in accordance with generally accepted accounting principles in the United States ("GAAP") and the applicable rules and regulations of the SEC and FDIC, and (b) discuss any other matters required to be communicated to the Committee by the independent auditors. The chair of the Committee or another committee member designated by the chair may represent the entire Committee for purposes of this review.
- Review with management and the independent auditors the Company's financial statements contained in the annual report to shareholders to determine that the independent auditors are satisfied with the disclosure and content of the financial statements to be presented to the shareholders and that the independent auditors believe such financial statements reflect all material adjustments that have been identified by the independent auditors in accordance with GAAP and the rules and regulations of the SEC and FDIC.
- Review with management and the independent auditors the results of their timely analysis of significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices, and discuss any other matters required to be communicated to the Committee by the independent auditors.
- Review with management and the independent auditors their judgments about the quality, not just acceptability, of accounting principles, the consistency of application of the Company's accounting practices, and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the organization's accounting principles and underlying estimates, and other significant decisions made in preparing the financial statements.
- In connection with filing the Company's annual report on Form 10-K, and, to the extent the Committee deems necessary or appropriate in connection with filing the Company's quarterly reports on Form 10-Q, the Committee will review and discuss with appropriate members of management and the independent auditors the specific intended disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K and quarterly reports on Form 10-Q, as applicable.

- Discuss with management the Company’s earnings press releases, including the use of “pro forma” or “adjusted” non-GAAP information. Such discussions may be in general terms that focus on the types of information to be disclosed and the type of presentations to be made.
- Discuss with management and the independent auditors the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company’s financial statements.
- Provide sufficient opportunity for the internal and independent auditors to meet with the members of the Committee without members of management present. Among the items to be discussed in these meetings are the independent auditors’ evaluation of the Company’s financial, accounting, and auditing personnel, and the cooperation that the independent auditors received during the course of the audit.
- Report the results of the annual audit to the Board. If requested by the Board, invite the independent auditors to attend the next Board meeting to assist in reporting the results of the annual audit or to answer other directors’ questions (alternatively, the other directors, particularly the other independent directors, may be invited to attend the Committee meeting during which the results of the annual audit are reviewed).
- Obtain from the independent auditors assurance that they have not detected or otherwise become aware of any information that is required to be disclosed to the Committee pursuant to Section 10A of the Securities Exchange Act of 1934.
- Review and approve any report or other disclosures, including any recommendation of the Committee, required by the applicable rules of the SEC and the FDIC to be included in the Company’s annual proxy statement.
- Review and approve any report or other information required by the rules and regulations promulgated by the FDIC in 12 C.F.R. Part 363, annual financial reporting and audit committee requirements.
- Recommend to the Board that the audited financial statements be included with the Company’s Annual Report on Form 10-K for filing with the FDIC.
- Have the authority to engage third parties to review the performance of the financial, accounting and internal control functions of the Company.
- Submit the minutes of all meetings of the Committee to, or discuss the matters discussed at each Committee meeting with, the Board.
- Investigate any matter brought to its attention within the scope of its duties, with the power to retain outside counsel for this purpose if, in its judgment, that is appropriate.

- Discuss with the independent auditors any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

### **Limitations on the Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the Committee's duty to audit the Company's financial statements or to determine that the Company's financial statements are complete and accurate or in accordance with GAAP. These are the responsibilities of management and the independent auditors.