



**EQUITY
BANCSHARES, INC.**

CREDIT COMMITTEE CHARTER

Equity Bancshares, Inc., Equity Bank

Approved: September 17, 2015

**EQUITY BANCSHARES, INC. / EQUITY BANK
CREDIT COMMITTEE CHARTER**

I. PURPOSE OF THE COMMITTEE

Purpose. The Credit Committee (the “Committee”) is appointed by the Boards of Directors of Equity Bancshares, Inc. (the “Company”) and Equity Bank (the “Bank”), and is a committee of both boards (collectively, the “Board”).¹ The Committee’s purpose is to act on behalf of the Board in fulfilling the following responsibilities:

- oversight of the credit and lending strategies and objectives of the Company and the Bank;
- oversight of the credit risk management of the Company and the Bank, including reviewing internal credit policies and establishing portfolio limits as further described below;
- reviewing the quality and performance of the Company and the Bank’s credit portfolio; and
- approve the credit policies of the Bank and to review and approve credits above Board-specified dollar limits, as described in the loan policy.

The Committee shall report to the Board regularly, and as the Committee determines appropriate, and shall be responsible for any other matters delegated to it by the Board.

Committee Resources and Expenses. The Board and management shall ensure that the Committee has adequate resources and authority to discharge its responsibilities. The Bank shall provide for appropriate funding for the payment of any expenses of the Committee that are necessary or appropriate in carrying out its duties, including expenses relating to any external consultants or advisers retained by the Committee. The Committee is authorized to obtain advice and assistance from internal or external legal, accounting, or other advisors at the Bank’s expense without the prior approval of the Board or management.

II. AUTHORITY AND MEMBERSHIP

Membership. Committee members are appointed by the Board and may be replaced by the Board. The Chief Executive Officer (“CEO”) of the Company shall have the authority to appoint temporary members when needed. The Committee will consist of at least four directors, two of which must be independent, the CEO, and the Chief Credit Officer.

Committee Chair and Secretary. The Committee Chair will be the Chief Credit Officer, unless the Board appoints one of the members of the Committee to the position. The Committee may also appoint a secretary, who need not be a director or a voting member.

¹ References made herein to actions taken by the “Board” shall require the minimum number of votes or consents required pursuant to both respective bylaws of the Company and the Bank, as applicable.

III. RESPONSIBILITIES OF THE COMMITTEE

Charter Review. The Committee, in conjunction with the Governance Committee, shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. This Charter may be amended only by the Board..

Credit Risk Management. In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee shall:

- monitor the performance and quality of the Bank's credit portfolio through the review of selected measures of credit quality and trends and such other information as it deems appropriate, including criticized/classified and non-performing assets, loan delinquencies and net charge-offs.
- oversee the administration and effectiveness of, and compliance with, the Bank's credit policies through the review of such processes, reports and other information as it deems appropriate, including the loan quality grading and examination process, internal and external audits and examinations of the Bank's credit processes, the incidence of new problem assets and the frequency and reasons for credit policy exceptions.
- review and assess the adequacy of the allowance for loan and lease losses with management on at least a quarterly basis. In making its assessment, the Committee may review such measures of the adequacy of the reserve as it deems appropriate, and shall periodically review the methodology used in computing the adequacy of the reserve account. Any changes to the methodology for determining such allowance for loan and lease losses shall be reviewed and approved by both the Committee and the Audit Committee.

Credit Strategies. The Committee shall review the strategies to develop and achieve the credit and lending goals of the Company and the Bank, and make appropriate recommendations to the Board.

Credit Performance

- To fulfill the Committee's responsibilities of reviewing credit performance, management shall provide the Committee with periodic reports of loans, loan activity and loan portfolio information, including, without limitation, reports related to "Critical" Credit Policies.
- The Committee shall authorize the Chief Credit Officer to recommend lending authority levels for employees of the Company and the Bank serving in lending, operations, and/or client service roles. Lending authority limits will be presented to the Board of Directors for approval.

Meetings

Frequency. The Committee shall typically meet weekly during the calendar year or at the discretion of the Committee Chair. In addition to the regularly scheduled meetings, the Committee members may communicate and hold special meetings to approve appropriate credits, or other matters as required.

Quorum; Necessary Vote.

- A quorum shall consist of at least three members, two of which are directors, provided that one of the directors is independent . All approvals require three affirmative votes if four or more members are present and two affirmative votes if three members are present. The CEO is a director of the Bank and is included within the definition of a member for purposes of constituting a quorum and voting procedures.
- All approvals require at least one independent director voting affirmative. If any two directors vote no, the motion will fail. In the event of a tie vote, the vote of the CEO will be considered the prevailing vote and motion will pass or fail according to that vote. Notwithstanding the approval process, the CEO or, in his absence, the Chief Credit Officer, may veto any loan approved by the Committee.

Minutes. Minutes will be kept of all meetings along with copies of those minutes placed in the file. Persons voting “no” or abstaining shall state the reasons therefore and said reasons shall be recorded in the minutes.

Attendance. Meeting attendance by a voting member may be in person or via telephone. In the event a telephone or email approval is necessary, outside of a formally convened committee meeting, the requests are to be presented in the same form as required by a regular meeting. In such a case, a quorum shall consist of at least three members, two of which are directors, provided that one of the directors is independent. In addition, one of the votes must be that of the CEO, or in his absence, the Chief Credit Officer.

General

- Incorporate and delegate authority to subcommittees when appropriate;
- Report regularly to the Board on the Committee’s activities; and
- Annually review the performance of the Committee.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports, or statements prepared or presented by:

- One or more officers or employees of the Company or the Bank whom the Committee members reasonably believe to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such person; or
- Another committee of the Board as to matters within its designated authority which the Committee members reasonably believe to merit confidence.