

Southwest Bancorporation of Texas, Inc.
Charter of the Audit Committee of the Board of Directors

Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors (“the Board”) of Southwest Bancorporation of Texas, Inc. (“the Company”) to assist the Board in fulfilling its responsibilities. The Audit Committee also functions as the Audit Committee of the Board of Directors of the Company’s subsidiary, Amegy Bank National Association (the “Bank”). References to the Company in this Charter also include the Bank and all other direct and indirect subsidiaries of the Company and references to the Board also include the board of directors of the Bank. The Audit Committee’s primary duties and responsibilities are to:

- Assist the Board in fulfilling its oversight responsibility relating to the integrity of the Company’s financial statements, financial reporting process, disclosure controls and procedures, and internal controls regarding finance, accounting, information technology, regulatory compliance, and legal and ethical compliance.
- Monitor the qualifications, independence, and performance of the Company’s independent auditors, Internal Audit Department, and Compliance Department.
- Provide an avenue of communication among the independent auditors, management, Internal Audit Department, Compliance Department, and the Board.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent auditors, to all persons in the organization, and to all books, records, and facilities. The Audit Committee has the ability to retain, at the Company’s expense, such special legal, accounting, and other advisors, consultants, and experts as it deems necessary in the performance of its duties and may incur on behalf of the Company such ordinary administrative expenses as it deems necessary in carrying out its duties.

Audit Committee Composition and Meetings

The Audit Committee shall be composed of three or more directors as determined by the Board, none of whom shall be executive officers or employees of the Company or otherwise be affiliated persons as to the Company, and all of whom shall satisfy the independence, experience, and financial expertise requirements of the Securities Exchange Act of 1934, including the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder, and any NASDAQ listing standards pertaining to corporate governance. No member of the Audit Committee may receive, directly or indirectly (such as by being a member, executive officer, principal, or partner of a firm providing goods or services to the Company or by reason of receipt by a spouse or minor child of a member), any compensation from the Company other than compensation for service as a director and member of the Audit Committee and other Board committees. Each member of the Audit Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheets, income statements, and cash flow statements. At least one member of the Audit Committee must be an “audit committee financial expert,” as defined by rules promulgated by the SEC, and, specifically, such member must have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in such member’s financial sophistication, including by reason of being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities. No member of the Audit Committee shall simultaneously serve on the audit committees of more than two other public companies.

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Audit Committee members and the Chair of the Audit Committee shall be appointed by the Board, considering the recommendation of the Governance and Nominating Committee. If an Audit Committee Chair is not designated or present, the members of the Audit Committee may designate a Chair by majority vote of the Audit Committee membership. The members shall serve until their rotation, resignation, retirement, or removal by the Board. No member of the Audit Committee shall be removed except by majority vote of the independent directors of the Board, after considering the recommendation of the Governance and Nominating Committee.

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Audit Committee should meet privately in separate executive sessions at least annually with management, the Internal Auditor, the Compliance Manager, the independent auditors, and as a committee to discuss any matters that the Audit Committee or any of such groups or persons believe should be discussed.

Audit Committee Responsibilities and Duties

Review Procedures

1. Review and reassess the adequacy of this Charter at least annually. Submit this Charter to the Board for approval annually and cause the Charter to be publicly disclosed in accordance with SEC regulations.
2. Review and discuss with management and the independent auditors the Company's annual audited financial results prior to the filing of the Company's annual financial statements with the SEC on its Annual Report on Form 10-K, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations." Discuss any significant changes to the Company's accounting practices and any items required to be communicated by the independent auditors in accordance with AICPA SAS 61 or under the Securities Exchange Act of 1934.
3. Review and discuss with management and the independent auditors the Company's quarterly financial results prior to the filing of the Company's quarterly financial statements with the SEC on its Quarterly Report on Form 10-Q, including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations." Discuss any significant changes to the Company's accounting practices and any items required to be communicated by the independent auditors in accordance with AICPA SAS 61.
4. Review and discuss with management earnings press releases and financial information and earnings guidance provided to analysts and rating agencies. This review and discussion may concern only general and procedural matters, such as the types of information to be disclosed and the types of presentations to be made. The Audit Committee need not discuss in advance each earnings release or each instance in which the Bank provides earnings guidance. The Chair of the Audit Committee may represent the entire Audit Committee for purposes of the review of press releases and similar matters.
5. In consultation with management, the independent auditors, and the internal auditors, review management's periodic evaluations of the Company's financial reporting processes and

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controls, including disclosure controls and procedures and internal controls, and all reports or attestations of the independent auditors on the Company's internal controls; review significant financial risk exposures identified in such reports and the steps management has taken to monitor, control, and report such exposures; and review significant findings prepared by the independent auditors and the Internal Audit Department together with management's responses.

6. Review with the Chief Executive Officer, the Chief Financial Officer, financial and other relevant management, and the independent auditors the Company's annual and quarterly certifications, including certifications as to disclosure controls and procedures and as to internal control over financial reporting, as required by applicable regulations. Discuss (1) any material weaknesses or significant deficiencies identified to the Audit Committee in the design or operation of financial accounting, reporting, disclosure controls and procedures, and internal control, (2) the process used by the officers to certify the annual and quarterly reports, (3) any material issues or risk exposures identified during the certification process, and (4) the steps management has taken to monitor, control, and report such exposures and control weaknesses or deficiencies.
7. Review the Company's disclosures, if and to the extent they are required by law or applicable rules promulgated by the SEC or NASDAQ, as to the inclusion of at least one financial expert as a member of the Audit Committee and as to disclosure controls and procedures and internal control over financial reporting.

Independent Auditors

Be directly responsible for the appointment, compensation, retention, and oversight of the work of the Company's independent auditors (including the resolution of disagreements between management and the auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attest services for the Company, and the independent auditors shall report directly to the Audit Committee. In connection with the retention of independent auditors the Audit Committee may incur on behalf of the Company obligations as to the compensation of the independent auditors with respect to preparing or issuing an audit report or performing other audit, review, or attest services for the Company.

Review and evaluate the independence and performance of the independent auditors. In conjunction with the review and evaluation of the independent auditors, review and evaluate the lead partner of the independent auditors. In making its evaluations, the Audit Committee may take into account the opinions of management and the Company's Internal Auditor. The Audit Committee shall present to the Board at least annually its evaluation of the independent auditors and the lead partner.

Approve all fees and other compensation (subject to de minimis exceptions as defined by law for non-audit services) to be paid to the independent auditors.

8. Pre-approve all audit and non-audit services (subject to de minimis exceptions as defined by law for non-audit services) provided by the independent auditors in accordance with applicable regulations. The Audit Committee may delegate its authority to pre-approve non-audit services to one or more designated Audit Committee members. The decisions of the

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designated members shall be presented to, and ratified by, the full Audit Committee at the next subsequent meeting.

9. At least annually, review and discuss with the independent auditors all relationships they have with the Company, including the provision of non-audit services, and the necessity for rotation of independent auditor personnel.
10. On an annual basis, in conjunction with commencement of the annual audit, review the independent auditors' audit plan and consider its scope, staffing, reliance upon management and internal audit functions, general audit approach, and the methods, practices, and policies governing the audit work.
11. Prior to releasing the annual audit report, discuss the results of the audit with the independent auditors. Discuss all matters required to be communicated to audit committees by the independent auditors in accordance with AICPA SAS 61. Review with the independent auditors any audit problems, differences, or difficulties encountered in the course of the audit and management's response.
12. Consider the independent auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
13. Receive quarterly reports, and other reports if requested by the Audit Committee from time to time, from the independent auditors concerning, and review with them, (i) the critical accounting policies and practices of the Company, (ii) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management and the ramifications and treatment of such information preferred by the independent auditors, and (iii) other material written communications between the independent auditors and management of the Company, such as any management letter or schedule of unadjusted differences. Direct the independent auditors to provide to the Audit Committee, at the time they are sent to management, all material written communications between the independent auditors and management.
14. At least annually, obtain and review a report by the independent auditors describing (1) the independent auditors' internal quality-control procedures, (2) any material issues raised by the most recent internal quality-control review or peer review of the independent auditors or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues, and, (3) to assess the auditors' independence, all relationships between the independent auditors and the Company.
15. Establish policies concerning the employment of employees and former employees of the independent auditors, including policies addressing legal requirements.

Internal Audit Department, Compliance Department, and Legal Compliance

16. Review the budget, audit plans, changes in audit plans, activities, organizational structure, and qualifications of the Internal Audit Department and Compliance Department, as needed.

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17. Review and approve management recommendations concerning the appointment, performance, compensation, and replacement of the Internal Auditor and the Compliance Manager.
18. Review significant findings and reports prepared by the Internal Audit Department and Compliance Department together with management's response and follow-up to these findings and reports and receive reports and complaints and otherwise carry out the responsibilities assigned to the Audit Committee, as provided in the Company's Code of Conduct and Ethics.
19. Confirm that periodic reviews of the Company's Enterprise Risk Management System, its results, and its procedures are conducted by the Internal Audit Department, independent auditors, or others as appropriate, and that the results of these reviews are discussed with the Board or an appropriate Board committee.
20. At least annually, review with the Company's Compliance Manager, General Counsel, and outside counsel as appropriate, any legal matters brought to the Audit Committee's attention that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, breaches of fiduciary duty or similar violations by Company employees, and any material inquiries received from regulators or governmental agencies relating to matters that could have a significant impact on the Company's financial statements.

Other Audit Committee Responsibilities

21. Serve as the Fiduciary Audit Committee of the Bank and perform the duties required of fiduciary audit committees by Section 9.9 of Part 9, Code of Federal Regulations, and any other applicable laws, rules, or regulations.
22. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters. Establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
23. Annually prepare an Audit Committee report to the shareholders as required by the Securities and Exchange Commission to be included in the Company's annual proxy statement.
24. Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Audit Committee or the Board deems necessary or appropriate.
25. Annually review and evaluate the performance of the Audit Committee and confirm that all members are financially literate and that at least one member is an "audit committee financial expert," as required by law and applicable stock exchange rules.
26. Periodically require each member to certify that he or she meets the independence requirements prescribed by law and applicable stock exchange rules, including the fact that he or she has received no compensation from the Company other than director and Board committee fees.

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27. Maintain minutes of meetings and regularly report to the Board on significant aspects of its activities.

Limitations on Audit Committee Roles and Responsibility

Although the Audit Committee has the oversight responsibilities and powers set forth in this Charter, it does not have a duty to prepare financial statements, plan or conduct audits, or determine that the Company's financial statements and disclosures are complete and accurate and in accordance with generally accepted accounting principles or laws and regulations. Those are the duties and responsibilities of management and the independent auditors.