Central Bancompany, Inc.

Executive Committee Charter

I. PURPOSE

The Board of Directors (“Board”) of Central Bancompany, Inc. (the “Company”) has established the Executive Committee (the “Committee”) to exercise the power and authority of the Board to act on urgent matters requiring approval or other action by the Board prior to a regularly scheduled meeting of the Board as set forth in this charter.

The Committee is authorized by the Company’s Board and the Bylaws to “have and exercise the authority of the Board in the management and business” of the Company pursuant to Section 351.330 RSMo.

II. COMPOSITION

The Committee shall be comprised of two or more directors as determined by the Company’s Board; provided that the majority of the Committee’s members must be independent, non-employee directors of the Board. The Company’s Board shall appoint the members of the Committee and designate the Chair of the Committee. The Company’s Board may also designate a Vice Chair and other Committee positions it deems appropriate. The establishment of the number of Committee members and the appointments to the Committee shall be in accordance with the applicable provisions of law and the Company’s Bylaws.

III. MEETINGS

The Committee shall meet as often as its members deem necessary to carry out its responsibilities. Meetings may be called by the Committee Chair or Vice Chair. A majority of the members of the Committee shall constitute a quorum for the transaction of business and the act of a majority of the Committee members present at a meeting with a quorum shall be the act of the Committee.

The Chair (or, in the absence of the Chair, the Vice Chair or other designee) shall preside at meetings of the Committee and may distribute meeting agendas. The Chair of the Committee will report regularly to the Board on the Committee’s activities, findings and recommendations, as applicable. All actions of the Committee shall be reported to the Board at the next regularly scheduled meeting. The Secretary or an Assistant Secretary of the Company, or such other person appointed by the Committee (which may include a member of the Committee) to act as secretary of the meeting, shall keep the minutes of the Committee.

Members of the Committee may participate in meetings by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting. Any action which is required to be or may be taken at a meeting of the Committee may be taken without a meeting if, setting forth the action so taken, all of the members of the Committee consent thereto in writing or by electronic transmission.

IV. RESPONSIBILITIES AND DUTIES

1. General. Exercise the power and authority of the Board to act on urgent matters requiring approval or other action by the Board prior to a regularly scheduled meeting of the Board.

2. Responsibilities. In meeting its responsibilities, the Committee will:

    a. Review and update this Charter periodically, as necessary, with approval of the Board.

    b. Investigate any matter brought to its attention within the scope of its duties.

    c. Report to the Board at the next regularly scheduled meeting any actions taken by the Committee.

3. Authority. The Committee has authority and is empowered to:

    a. Delegate, to the extent permitted by law, any of its responsibilities, along with the authority, to take action in relation to such responsibilities, to one or more subcommittees or to management of the Company or any subsidiary as the Company may deem appropriate in its sole discretion.

    b. Select, retain, and obtain at the Company's expense, persons having special competence as necessary to assist the Committee in fulfilling its responsibilities, including, but not limited to, legal counsel and other professional consultants. The Committee shall set the compensation and oversee the work of its outside advisors.

    c. Seek information it requires from employees of the Company or any subsidiary (all of whom are directed to cooperate with the Committee's requests) or any external parties.

    d. Meet with the officers of the Company or any subsidiary and any outside advisors as the Committee may deem necessary.

    e. Take such other actions as are authorized or contemplated by this Committee Charter.