

FIRST NATIONAL BANK OF THE GULF COAST
EXECUTIVE COMMITTEE CHARTER

Purpose

The Executive Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of First National Bank of the Gulf Coast (the “Bank”) to develop for board consideration recommendations that will implement the Bank’s business plan and strategic plan, and to act on behalf of the Board between Board meetings when necessary, to the extent authorized herein. All recommendations by the Committee must be reviewed and approved by the Board.

Committee Membership

The Committee shall consist of ten (10) members, seven (7) of whom shall be independent or outside directors (and none of whom shall be an officer or salaried employee of the Bank or its subsidiaries or an Investor Director (as such term is defined in the Investment Agreement dated April 15, 2011, by and among the Bank and the investors referred to therein)), two (2) of whom shall be Investor Directors, and one (1) of whom shall be the Chief Executive Officer. The chairperson of the Committee shall be the Chief Executive Officer.

Operations

The Committee shall meet as often as it determines. The Committee shall maintain records of its meetings, including attendance, for at least three fiscal years. The Committee shall report on its meetings at the next regular meeting of the Board. Minutes of each Committee meeting will be signed by the Committee chair and secretary, or any other individual acting in their place at the meeting. Minutes will be available on the Bank director’s portal within ten (10) days of the meeting. The Bank’s management will ensure the availability of staff and financial resources to support the function of the Committee. The Committee may retain outside resources to assist in carrying out its responsibilities. Management representatives will be excused from any meetings where their presence might discourage open discussion among directors or unduly influence decisions that are within the Board’s prerogative.

Authority

The Committee will not have the authority to make decisions on behalf of the Board with respect to policy or managerial matters, but will make recommendations to the Board consistent with the duties given to it. All final reports of the Committee will be subject to Board review and approval.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Bank and

the Committee will take all necessary steps to preserve the privileged nature of those communications.

The Committee, and each member of the Committee in his or her capacity as such, shall be entitled to rely, in good faith, on information, opinions, reports or statements, or other information prepared or presented to them by (i) officers and other employees of the Bank or its subsidiaries, whom such member believes to be reliable and competent in the matters presented, (ii) counsel, public accountants or other persons as to matters which the member believes to be within the professional competence of such person.

Committee Responsibilities

The Committee shall have the following responsibilities that have been specifically assigned by the Board and/or that are required by regulation. From time to time, the Board may adjust existing authorities and responsibilities or assign additional authorities and responsibilities on either a continuing or one-time basis, subject to any required approvals, consents or non-objections of the appropriate banking regulators. The Committee shall:

1. Assist the Board and management on the development and implementation of, and operation in compliance with, the Bank's business plan and the strategic plan.
2. Review the Bank's annual operating budget and provide recommendations to the Board.
3. Review proposed strategic plans including any proposals relating to merger and acquisition activity and provide recommendations to the Board.
4. Provide advice and recommendations to the Board and management on matters relative to capitalization and finance.
5. Make recommendations about the Bank's position on public policy or regulatory issues.
6. Review the Bank's Director and Officer liability insurance coverage.