

## EXECUTIVE COMMITTEE CHARTER

This Executive Committee Charter (this “*Charter*”) sets forth the purpose and membership requirements of the Executive Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Hilltop Holdings Inc. (the “*Company*”) and establishes the authority and responsibilities delegated to it by the Board.

### 1. Purpose

The Committee shall have the following goals and objectives:

- To take action, when necessary and appropriate, between regular and special meetings of the Company’s Board
- To recommend action regarding certain matters to be taken by the full Board

### 2. Committee Members

The Committee shall consist of no fewer than three members approved by the Nominating and Corporate Governance Committee, endorsed by the Chairman of the Board and appointed by the Board annually. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it. Members of the Committee shall serve until their successors are appointed.

### 3. Meetings

The Committee shall meet as they deem appropriate. The Committee may meet and/or take action in person, via teleconference, via written consent or by any other means agreed to by the Committee. The Secretary (or a duly designated person) shall prepare minutes for all meetings or written consents of the Committee to document the Committee’s actions. The minutes or consents shall be retained as part of the Company’s corporate records.

### 4. Duties and Responsibilities of the Committee

The Committee shall have the authority to act between the regular and special meetings for the Board. The Committee shall have any may exercise all power and authority of the Board in the management and direction of the business and affairs of the Company except for those matters which are expressly delegated to another committee of the Board and matters which, under applicable law or the Company’s Certificate of Incorporation or Bylaws cannot be delegated by the Board. The Committee, in its discretion, may designate a subgroup or subcommittee comprised of some, but not all, of the members of the Committee to discharge some of these less substantial areas.

#### **4.1 Emergency Actions Between Board Meetings**

The Committee shall have the authority to act between Board meetings if, in the judgment of the Committee, it is necessary that action be taken and the ability of obtaining full Board approval is impractical. Under these circumstances, the full Board will be informed as soon as practicable after the Committee takes action

#### **4.2 Reports to the Full Board**

The Committee shall make regular reports to the Board regarding any and all actions it has taken.

#### **4.3 Charter Review**

The Committee shall review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for Approval

### **5. Actions Outside the Scope of the Committee Authority**

Notwithstanding anything in the previous section, the following actions shall be specifically excluded from the Committee's scope of authority:

- Any action that, under the applicable rules and regulations, requires adoption by an independent majority of the Board
- Any transaction that would have a material effect on the Company's financial statements.
- Any transaction involving an executive officer of the Company

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of the members of the Committee, except to the extent otherwise provided under the applicable laws of Maryland that shall continue to set the legal standard for the conduct of the members of the Committee.

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Last Updated: July, 2016