

RISK COMMITTEE CHARTER

This Risk Committee Charter (the “*Charter*”) sets forth the purpose and membership requirements of the Risk 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 purpose of the Committee is to provide assistance to the Board in fulfilling its oversight of: (i) the Company’s risk governance structure, (ii) the Company’s risk management and risk assessment guidelines and policies regarding market, credit, operation, liquidity, funding, strategic, regulatory and such other risks as necessary to fulfill the Committee’s duties and responsibilities, (iii) the Company’s risk tolerance, (iv) the Company’s capital, liquidity and funding, and (v) the performance of the Company’s Enterprise Risk Management Function; thus ensuring that there is in place an effective system reasonably designed to evaluate and control such risk throughout the Company.

Risk assessment and risk management are the responsibility of the Company’s management. The Committee’s responsibility in this regard is one of oversight and review.

2. Committee Members

The Committee shall be composed of three or more directors as determined from time to time by the Board. At least two members of the Committee will be independent as required by applicable regulations. All members of the Committee shall have a well-founded understanding of the financial services industry or experience in identifying, assessing and managing risk exposures. At least one member will have experience in identifying, assessing, and managing risk exposures of large, complex firms.

The members of the Committee shall be appointed for such term or terms as the Board may determine or until the earliest resignation or death of the member. The Board may remove any member from the Committee at any time with or without cause. Vacancies occurring on the Committee shall be filled by the Board.

The chairperson of the Committee (the “*Chairman*”) shall be designated by the Board. The Chairman must be independent as required by applicable regulations.

3. Subcommittees

The Committee shall have the authority to delegate authority and responsibilities to subcommittees, so long as no subcommittee consists of less than two members.

4. Advisers

The Committee shall have the sole authority to retain, oversee and terminate any consultant to assist in the execution of the Committee’s responsibilities and shall have the sole authority to approve the consultant’s fees and other retention terms. The Committee also shall have the authority to obtain advice from internal or external legal, accounting or other advisers and shall have sole authority to approve

such adviser's fees and other retention terms, subject to any required pre-approval procedures of the Audit Committee.

5. Coordination with Management and Other Board Committees

The Committee shall coordinate its activities with management, as well as the Audit and other committees of the Board, as appropriate, to help ensure that the committees receive the information necessary to permit them to fulfill their duties and responsibilities with respect to oversight of risk management and risk assessment guidelines and policies.

6. Duties and Responsibilities of the Committee

6.1 Principal Duties and Responsibilities

As a risk committee, the Committee is hereby authorized and directed to assist the Board in its oversight of (i) the establishment and operation of the Company's enterprise risk management framework, including policies and procedures establishing risk management governance, risk management procedures, risk control infrastructure, and processes and systems for implementing and monitoring compliance with the framework with respect to the management of credit, market, operational, liquidity, interest rate sensitivity and strategic risks, including emerging risks, (ii) the adoption, implementation and periodic review of significant risk management and compliance policies and (iii) the Company's risk appetite statement. The Committee may meet separately in executive session with the Chief Risk Officer as often as the Committee deems necessary or appropriate.

In fulfilling its risk responsibilities, the Board delegates the following duties to the Committee:

- Review periodically and recommend to the Board the risk appetite parameters to be employed by management in operating the Company.
- Receive information on the Company's business practices, policies and procedures related to the risks listed above.
- Monitor results to ensure alignment with the Company's risk appetite.
- Review periodic risk and compliance reports from the Chief Risk Officer and the Chief Compliance Officer, including reports on major risk exposures and steps taken to monitor, mitigate and control such exposures.
- Review periodically with management regulatory correspondence and actions.
- Review and approve the Company's stress testing program and results.
- Review periodically with management the Company's risk policies and the steps taken to ensure that appropriate processes are in place to implement these policies as well as to identify, measure, monitor and control the Company's current and emerging risks. Notwithstanding anything herein to the contrary, the Committee is not authorized to act in place of the Board with respect to any matter specifically required by law, regulation or existing policy to be acted upon by the Board.

6.2 Other Duties and Responsibilities

The Committee shall perform such other activities consistent with this Charter, the Company's by-laws, the Company's risk management policies and procedures, and governing law, as the Committee or the Board deems necessary or appropriate. In carrying out its duties and responsibilities, the Committee's policies and procedures should remain flexible so that it may be in a position to best address, react or respond to changing circumstances or conditions.

6.3 Access to Company

The Committee shall have direct access to the Company's management, including the Chief Risk Officer, Executive Risk Committee, Internal Audit Executive, and other employees as appropriate.

7. Meetings

7.1 Frequency of Meetings

The Committee shall meet at least once every fiscal quarter or more frequently as it shall determine is necessary to carry out its duties and responsibilities. The Chairman of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter. The Committee may establish a schedule for regular meetings of the Committee. The Chairman of the Committee or the Secretary of the Company may call a special meeting at any time as he or she deems advisable, or action may be taken by unanimous written consent when deemed necessary or desirable by the Committee or its Chairman.

7.2 Minutes

Minutes of each Committee meeting shall be made and kept to document the discharge by the Committee of its responsibilities.

7.3 Presiding Officer

The Chairman shall preside at all Committee meetings. If the Chairman is absent at a meeting, a majority of the Committee members present shall appoint a different presiding officer for that meeting.

7.4 Attendance

The Committee may invite members of management or advisers to attend meetings and provide pertinent information; provided, that the Committee may meet in executive session at its discretion.

7.5 Quorum

A majority of the Committee members shall constitute a quorum for the transaction of any business at any meeting of the Committee. The act of a majority of the members of the Committee present, either in person or by telephone, shall be the act of the Committee.

8. Annual Committee Assessment and Evaluation

The Committee shall conduct an evaluation of the Committee's performance at least annually. The evaluation shall address subjects including the Committee's composition, responsibilities, structure, process and effectiveness. As part of this evaluation, the Committee shall also review the Committee's charter. The Committee shall, as appropriate, make recommendations to management, the Nominating and Corporate Governance Committee, or the full Board as a result of its performance evaluation and review of its charter.

In fulfilling these responsibilities, it is recognized that risk assessment and risk management are the responsibility of the Company's management and the Committee's responsibility is to oversee and review. Each member of the Committee shall be entitled to rely on (i) the advice of experts from within and outside the Company, and (ii) the accuracy of the information provided to the Committee by management and third-parties, absent indications or actual knowledge to the contrary (which shall be promptly reported to the Board).

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 which shall continue to set the legal standard for the conduct of the members of the Committee.

Date: April 25, 2019