CULLEN/FROST BANKERS, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

(Amended and Restated as of November 12, 2026)

I. COMMITTEE MEMBERSHIP

The Corporate Governance and Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Cullen/Frost Bankers, Inc. ("Cullen/Frost") shall consist of the Board's "Lead Director" and two or more other members of the Board, each of whom the Board has affirmatively determined is "independent" under the then-existing rules of the Texas Stock Exchange ("TXSE").

The members of the Committee shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

II. COMMITTEE STRUCTURE AND OPERATIONS

The Committee shall designate the Lead Director as its chairperson. The Committee shall meet at least twice a year at a time and place determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson. Members of the Committee may participate in a meeting of the Committee by means of conference telephone or similar communications equipment, or other electronic communications system (e.g., videoconference), or any combination, in which all persons participating in the meeting can hear one another. Participation in a meeting by means of conference telephone, such other communications equipment or such other electronic communications system shall constitute attendance in person at such meeting. A quorum of any meeting will be met when a majority of the Members are in attendance, provided that a majority of such attendees are independent directors. Minutes of all Committee meetings will document corporate governance and nominating decisions and will be maintained. The Committee recognizes and expects that management's involvement and views will play an important role in the Committee's exercise of its purpose and responsibilities.

III. COMMITTEE PURPOSE AND RESPONSIBILITIES

The Committee's purpose shall be to perform the responsibilities set forth below, which may be supplemented from time to time by any responsibilities expressly delegated to the Committee by the Board. In performing its responsibilities, the Committee shall consider and take into account Cullen/Frost's mission statement and core values which have been developed over Cullen/Frost's existence, beginning in 1868. The long-standing culture and traditions of Cullen/Frost and its way of doing business is set forth in a brochure entitled "The Frost Philosophy".

A. With respect to corporate governance, the Committee shall have the following responsibilities:

1. To maintain a set of corporate governance principles, policies and procedures applicable to Cullen/Frost, review those principles, policies and procedures on an annual basis and recommend to the Board any changes thereto that the Committee deems necessary or appropriate.

2. To review, oversee, and consider for approval or ratification all Related Party Transactions, and to oversee such transactions for potential conflicts of interest on an ongoing basis, in accordance with Cullen/Frost's Related Party Transactions Policy.

3. To oversee and establish procedures for the evaluation of the Board and Cullen/Frost's Chief Executive Officer ("CEO").

4. To discuss with the CEO a succession plan, developed in conjunction with the CEO.

5. To review, and, if appropriate under the circumstances, approve, any request by a director, Executive Officer or Senior Financial Officer to waive a provision of Cullen/Frost's Code of Business Conduct and Ethics and report to the Board at the earliest practicable time.

6. To assist in the preparation of the evaluation required under "Performance Evaluation" below.

7. To oversee Cullen/Frost's sustainability business strategy. The Committee may delegate all or part of this responsibility to other Board committees.

B. With respect to nominating, the Committee shall have the following responsibilities:

1. To identify individuals believed to be qualified to become members of the Board, consistent with criteria approved by the Board, and to recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth under "Selection and Recommendation of Directors" in Cullen/Frost's Corporate Governance Guidelines. The Committee shall consider candidates recommended by Cullen/Frost's shareholders in accordance with the

Cullen/Frost bylaws and the procedures set forth in Cullen/Frost's annual proxy statement.

2. To review the continuation on the Board of any director who has tendered a letter of proposed resignation from the Board and recommend to the Board whether, in light of all the circumstances, the Board should accept such proposed resignation or request that the director continue to serve.

C. With respect to Committee reports, the Committee shall have the following responsibilities:

1. To assist management in the preparation of disclosure in Cullen/Frost's annual proxy statement regarding director independence and the operations of the Committee.

2. To prepare a summary of the actions taken at each Committee meeting, which shall be presented to the Board at the next Board meeting.

D. Cullen/Frost shall provide the TXSE with prompt notification after an Executive Officer becomes aware of any noncompliance by Cullen/Frost with TXSE Rule 16.405(e).

IV. PERFORMANCE EVALUATION

The Committee shall assist in the preparation of an annual performance evaluation of the Committee, which shall be conducted in accordance with the procedures established by the Committee. The performance evaluation must compare the performance of the Committee with the requirements of this Charter, and it should also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee.

V. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management.