

# **TECHNOLOGY COMMITTEE CHARTER**

## **(AMENDED AND RESTATED July 28, 2021)**

### **I. COMMITTEE MEMBERSHIP**

The Technology Committee (the “Committee”) of the Boards of Directors (the “Board”) of Cullen/Frost Bankers, Inc. and Frost Bank (collectively, “Cullen/Frost”) shall be comprised of three or more directors, a majority of whom shall be “independent” under the rules of the New York Stock Exchange, Inc. (“NYSE”). The members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board for such term or terms as the Board may determine. Determinations of independence shall be made by the Board as the Board interprets such qualifications in its business judgment and in accordance with NYSE rules and standards.

The Board shall appoint one member of the Committee as its chairperson (the “Chairman”).

### **II. COMMITTEE STRUCTURE AND OPERATIONS**

The Committee will meet at least once every fiscal quarter, or more frequently as it deems necessary or appropriate to carry out its responsibilities. The Chairman of the Committee shall, in consultation with other Committee members and management, set the agenda for and preside at meetings of the Committee. The Corporate Secretary of Cullen/Frost or another designated individual shall record and keep minutes of all Committee meetings. The Committee may request that any officer or employee of Cullen/Frost attend a meeting of the Committee or meet with any members of, or advisors to, the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other.

### **III. PURPOSE OF COMMITTEE**

The purpose of the Committee is to assist the Board in its oversight of Cullen/Frost’s information technology and information security.

### **IV. DUTIES AND RESPONSIBILITIES OF THE COMMITTEE**

To carry out its purposes, the Committee shall have the following duties and responsibilities:

1. Receive reports from management on how current and emerging technology impacts corporate and business unit initiatives.
2. With respect to information technology strategy, planning, and implementation, including:

- The Committee shall receive reports on technology strategy and resources committed to technology.
  - Review reports from management, as and when appropriate, concerning the strategic and financial aspects of proposed significant technology-related initiatives.
  - Review reports from management, as and when appropriate, concerning the implementation of Cullen/Frost's technology initiatives.
3. With respect to information security:
- The Chief Information Security Officer (CISO), or a designated representative, will directly provide information security updates to regular Committee meetings, or as needed between meetings, to ensure proper Board oversight.
  - The Committee shall receive reports on information security strategy, capacity planning, budgeting, and emerging threats.
  - Review quarterly reports from management that provide information on the effectiveness of the management of information security risks, including metrics considering security incidents.
  - To advise the Chief Information Security Officer that he or she is responsible for developing programs that identify, measure and mitigate IT risks, and to provide to the Committee summaries of and, as appropriate, the results of such programs.
  - The Committee and the information security representative will have a closed door session on the agenda for each regular meeting, with the necessity for such a meeting and the agenda determined by the Committee and the representative. Either the Committee or the senior information security executive may also request a special session as frequently as deemed necessary and confirmed by the Committee Chair.
4. Present a summary of the significant actions taken at each Committee meeting to the Board.
5. Exercise such other powers and authority as the Board shall, from time to time, confer upon it.

**V. 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 Corporate Governance and Nominating Committee of the Board. 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.

**VI. 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 or independent counsel, consultants or other experts or advisors, as it deems necessary or appropriate, without seeking approval of the Board or management.

Cullen/Frost shall provide for appropriate funding, as determined by the Committee, in its capacity as a committee of the Board, for payment of: (i) compensation of any counsel, consultants or other experts or advisors employed by the Committee; and (ii) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.