

GREAT WESTERN BANCORP, INC.

EXECUTIVE COMMITTEE CHARTER

STATEMENT OF PURPOSE

The purpose of the Executive Committee (the “Committee”) is to provide such guidance and counsel to the management team of Great Western Bancorp, Inc. (the “Company”) on significant matters affecting the Company and to take action on behalf of the Board of Directors (the “Board”) as the Committee deems necessary or appropriate in the interim between Board meetings, or when it is impracticable or infeasible to convene a meeting of the full Board for timely consideration of the actions proposed to be taken.

MEMBERS

The Committee shall consist of at least three (3) members (the “Members”) of the Board, a majority of which shall be “independent.” Members of the Committee shall be considered “independent” if the Board determines they have no material relationship with the Company and meet the independence requirements of the New York Stock Exchange, Inc. and the rules of the Securities and Exchange Commission (the “SEC”) (including the Sarbanes-Oxley Act of 2002).

APPOINTMENT AND REMOVAL

- The Board shall elect the Members of the Committee annually at its first meeting following the annual meeting of shareholders based upon the recommendation of the Corporate Governance and Nominating Committee.
- The Board shall elect a Chairperson of the Committee out of those Members appointed to the Committee annually at its first meeting following the annual meeting of shareholders.
- In the absence of the Chairperson at a meeting of the Committee, the Committee shall select a Member to preside at a meeting of the Committee.
- A Member may resign by delivering his or her written resignation to the Chairman of the Board, or may be removed by majority vote of the Board by delivery to such Member written notice of removal to take effect upon delivery thereof or a specified date.
- The Board shall fill any vacancies on the Committee in accordance with the Member requirements set forth above and upon the recommendation of the Corporate Governance and Nominating Committee.
- The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

MEETINGS, RULES AND PROCEDURES

- The Committee shall meet as frequently as circumstances dictate at the call of the Chairperson of the Committee or by majority of the Members. Notice of any meeting shall be given by the person or persons calling the meeting given to each other Member at least twenty four (24) hours prior to the meeting. A meeting shall be deemed properly called if each Member shall have received notice as stated above, or, prior to the conclusion of the meeting, shall have signed a written waiver of notice.
- All Members shall be present in person or by conference telephone or other communications equipment, by means of which all persons participating in the meeting can hear each other, to constitute a quorum. A majority vote of the Members present at a meeting, if a quorum is present, shall constitute an act of the Committee. Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all Members consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Committee.
- The Committee may invite to its meetings any director, member(s) of management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate in order to carry out its responsibilities.
- The Committee shall establish such other Committee rules of procedure which shall be consistent with the By-laws of the Company and this Charter.
- The Committee shall appoint a Secretary and maintain minutes of its meetings and report its actions and recommendations to the Board. In lieu of any such report, the minutes of meetings held or other record of action taken may be submitted to the Board for review.

RESPONSIBILITIES

- The Committee may exercise all of the authority of the Board in the management of the business and affairs of the Company and may take actions as fully as permitted by the Delaware General Corporation Law (the "DGCL"). The Committee may not amend the certificate of incorporation (except to the extent authorized under Title 8 of the DCBL) or bylaws of the Company, adopt an agreement of merger or consolidation under Title 8 §§ 251, 252, 254, 255, 256, 257, 258, 263 or 264 of the DCBL, recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets, recommend to the stockholders a dissolution of the Company or a revocation of a dissolution; or, unless expressly authorized by resolution of the Board, the bylaws or certificate of incorporation, declare a dividend, authorize the issuance of stock or adopt a certificate of ownership and merger pursuant to Title 8 § 253 of the DCBL.

POWERS AND AUTHORITIES

- The Committee's responsibilities, powers and authorities, as delegated by the Board, are set forth in this Charter. The Committee has the authority to take any actions necessary to carry out the above provisions of this Charter or as are expressly delegated to the Committee by the Board.
- The Committee shall have full access to Company personnel as necessary to carry out its responsibilities and duties.
- The Committee has the authority to obtain advice and assistance from internal or external legal counsel, accounting or other advisors as it deems appropriate; and to approve and pay at the Company's expense the consultant's and other advisors fees and determine other retention terms.
- The Committee has the authority, in its discretion, to conduct any investigation as it deems necessary or appropriate to enable it to carry out its duties.
- The Committee shall conduct an annual performance evaluation of itself, including a review of compliance with this Charter.
- The Committee shall request that the Corporate Governance and Nominating Committee review and reassess the adequacy of this Charter annually and, as appropriate, recommend changes to the Board for approval.

Approved October 28, 2015