

GREAT WESTERN BANCORP, INC.

CORPORATE GOVERNANCE AND NOMINATING

COMMITTEE CHARTER

STATEMENT OF PURPOSE

The purpose of the Corporate Governance and Nominating Committee ("Committee") is to assist the Board of Directors (the "Board") of Great Western Bancorp, Inc. (the "Company") in ensuring an effective and efficient system of governance for the Company by clarifying the roles of the Board and its committees.

MEMBERS

The Committee shall initially consist of at least three (3) members (the "Members") of the Board, all of which shall be "independent." Members of the Committee shall be considered "independent" if the Board determines that 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, and any other governmental or regulatory body exercising authority over the Company (each a "Regulatory Authority").

APPOINTMENT AND REMOVAL

- The Board shall elect the Members of the Committee annually at its first meeting following the annual meeting of shareholders.
- The Board shall elect a Chairperson of the Committee annually at its first meeting following the annual meeting of shareholders.
- 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.

MEETINGS, RULES AND PROCEDURES

- The Committee shall meet as frequently as needed and not less than once annually. A meeting may be called by 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 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.

- A majority of the Members 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, shall 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 establish from its Members subcommittees for the purpose of evaluating special or unique matters.
- All non-management Directors who are not Members may attend meetings of the Committee, but may not vote. 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.

RESPONSIBILITIES

The Committee is responsible for identifying, evaluating and recommending to the Board candidates to be appointed or nominated for election as Directors of the Company, overseeing the corporate governance policies of the Company and any other specific authority delegated to the Committee by resolution of the Board. The Committee shall report to the Board on a regular basis as necessary, and not less often than once per year.

- *Board Qualifications and Nominations.*
 - Qualifications. Determine criteria for the selection and qualification of Board members in accordance with the Company's Corporate Governance Guidelines, and review with the Board at least annually the appropriate skills and characteristics required of Directors.
 - Characteristics. Personal characteristics that should be considered for Board membership include but are not limited to: integrity and accountability, the ability to provide informed judgments on a wide range of issues; financial literacy, a good reputation in the business community, a talent for networking and referring business to the Company; a history of achievements that reflects high standards for themselves and others; willingness to raise tough questions in a manner that encourages open discussion; whether the candidate has a current or planned meaningful stock ownership position in the Company; the extent of the

candidate's public board experience; time and long-term availability; and diversity, including age and geography.

- Director Nominations.
 - Seek out possible candidates and otherwise aid in attracting highly qualified candidates to serve on the Board, coordinating with the Chairperson of the Board, provided that the Chairperson is not also the Chief Executive Officer, to the extent the Committee deems appropriate.
 - Evaluate and recommend for nomination by the Board candidates to be proposed for election by the shareholders at each annual meeting (re-nomination of incumbent Directors is not a given and all Directors will be regularly evaluated by the Committee).
 - No person shall be nominated for election to the Board if he or she will attain the age of 75 before such election or if such candidate; provided, however, that any Director who is as of the date of the adoption of this Charter over the age of 75 may be nominated for election to the Board at the next annual meeting of shareholders to serve an additional term. On a case-by-case basis, the Board may, but need not determine to confer "Director Emeritus" status upon a Director who has attained retirement age.
 - No person shall be nominated for election to the Board if he or she serves on the board of directors of more than four public company boards.
 - Recommend for approval by the Board a policy regarding Committee consideration of candidates for the Board recommended by shareholders, establish procedures for shareholders to submit such recommendations and review any nominations properly submitted by shareholders of the Company.
- Director Resignations. Consider any resignation submitted by a Director who has experienced a significant change in his or her personal circumstances.
- Board Vacancies. Recommend for Board approval persons to fill vacancies on the Board which occur between annual meetings, including, in the case of any vacancy created by an increase in the size of the Board, by recommending in which class of Directors the person should serve.
- Committee Vacancies. Identify Board members qualified to fill vacancies on any committee of the Board (other than the Committee), and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth in the charter of that committee, if any, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.

- Director Independence.
 - Establish a Company Annual Directors' Questionnaire ("ADQ") regarding Directors' relationships with the Company and other relevant information to evaluate, at least annually, the "independence" of each member of the Board.
 - Review information provided by Board members in response to the ADQ and make recommendations to the Board with respect to determination of each Director's "independence" consistent with applicable listing requirements and SEC rules.
- *Corporate Governance.*
 - Corporate Governance Guidelines. Recommend to the board for approval the Corporate Governance Guidelines, and review from time to time, but not less than annually the Corporate Governance Guidelines, and recommend to the Board any changes or amendments thereto.
 - Board Recommendations. Review from time to time, monitor emerging best practices, and make appropriate recommendations for approval of the Board with respect to the Company's Corporate Governance Guidelines and other corporate governance policies or guidelines, including, among other things:
 - The structure of various Board committees, the size, composition and individual members of the Board committees, and the functions of the Board committees.
 - Board and Board committee meeting schedules and agendas and Director responsibilities regarding meeting attendance and preparation.
 - Director attendance at annual shareholder meetings and processes for shareholders to communicate with Directors.
 - Director access to management and, as necessary and appropriate, independent advisors.
 - Director tenure and retirement policies.
 - Board and Board committee self-assessments.
 - Director orientation and continuing education.
 - Review and assess annually the adequacy of the Charter of the Executive Committee, and, if appropriate, recommend changes to the Executive Committee Charter to the Board for approval.
 - Such other matters deemed advisable to improve the overall effectiveness of the Board.

- Assessments and Evaluations.
 - Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
 - Conduct, at least annually, a performance assessment of the Board, including the Directors' compliance with the Company's Corporate Governance Guidelines, and report its findings to the Board.
 - Review and evaluate the self-evaluations conducted by each committee of the Board pursuant to the Company's Corporate Governance Guidelines and report the results of the self-evaluations to the Board.
 - Study, and review with management at least annually, the overall effectiveness of the organization of the Board and the conduct of its business, and make appropriate recommendations to the Board.
 - Review at least annually the Code of Ethics policy contained in the Employee Handbook and make any recommendations considered appropriate relating to modifications or enhancements of such codes to the Board.
 - Review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to the Board for approval.
 - Prepare and review with the Board an annual performance evaluation of the Committee, which evaluation shall compare the performance of the Committee with the requirements of this Charter. The performance evaluation shall also recommend to the Board any improvements to this Charter deemed necessary or desirable by the Committee. The performance evaluation shall be conducted in such manner as the Committee deems appropriate and may take the form of an oral report by the Chairperson of the Committee, or any other member of the Committee designated by the Committee, to make such report.
- Proxy Statement and Shareholder Proposals.
 - Review any shareholder proposals received by the Company for business to be conducted at an annual meeting.
 - Review and approve annually the required proxy statement disclosures regarding the Board nomination processes.
 - In consultation with the Audit Committee of the Board, review all transactions with "related persons" required to be disclosed pursuant to Item 404 of Regulation S-K under the Securities Act of 1933.

- Assist management in the preparation of the disclosure in the Company's annual proxy statement regarding Director independence and the operations of the Committee.

RESOURCES, AUTHORITY AND ADVISERS

In carrying out its duties and responsibilities, the Committee is authorized to engage, at the Company's expense, such independent consultants, advisers and third-party search firms as the Committee deems necessary and advisable without seeking the approval of the Board or the Company's management. The authority to engage consultants or search firms used to identify Director candidates shall be vested solely in the Committee.

POLICY STATEMENT

Nothing herein is intended to change or interpret any federal or state law or regulation, including the Delaware Business Corporation Law, or the Certificate of Incorporation or Bylaws of the Company.

Approved October 26, 2016