

## **GREAT WESTERN BANCORP, INC.**

### **DISCLOSURE COMMITTEE CHARTER**

#### **STATEMENT OF PURPOSE**

This Disclosure Committee Charter (the “Charter”) has been adopted by the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of Great Western Bancorp, Inc. (the “Company”), and approved by the Company’s Board of Directors (the “Board”). It is the Company’s policy that all public disclosures made by the Company should be accurate and complete, fairly present the Company’s financial condition and results of operations in all material respects, and be made on a timely basis, as required by applicable laws and listing requirements. The Committee shall assist the CEO and CFO (collectively, the “Senior Officers”) in fulfilling their responsibility for oversight of the accuracy and timeliness of the disclosures made by the Company.

#### **MEMBERS**

- The Committee shall consist of the CFO, CEO, the Company’s Chief Risk Officer, General Counsel, Controller, Head of Investor Relations, Chief Accounting Officer, Head of Audit and Head of Financial Reporting (collectively, the “Members”). The Committee, by the affirmative vote of a majority of its members present at a duly called meeting of the Committee, may add new Members at any time.
- The CFO shall serve as the Chairperson of the Committee. The chair shall be responsible for scheduling and presiding over meetings and preparing agendas.

#### **MEETINGS, RULES AND PROCEDURES**

- The Committee shall meet as frequently as circumstances dictate to: (i) ensure the accuracy and completeness of the Disclosure Statements (as defined herein); (ii) evaluate the Disclosure Controls (as defined herein); and (iii) determine whether any changes to the Disclosure Controls are necessary or advisable in connection with the preparation of the Company’s upcoming Periodic Reports (as defined herein) or other Disclosure Statements, taking into account developments since the most recent meeting, including changes in the Company’s organization and business lines and any change in economic or industry conditions.
- Members may be present in person or by conference call or similar communications equipment, by means of which all persons participating in the meeting can hear each other.

- Any question of interpretation of this Charter or the Committee’s procedures shall be determined by the CEO, or in his absence from any meeting, the General Counsel.

## **RESPONSIBILITIES**

The Committee shall be responsible for the following tasks, in each case subject to the supervision and oversight of the Senior Officers:

- Design and establish controls and other procedures (which may include procedures currently used by the Company) that are designed to ensure that: (i) information required by the Company to be disclosed to the Securities and Exchange Commission (“SEC”), its regulators and other written information that the Company will disclose to the investment community is recorded, processed, summarized and reported accurately and on a timely basis; and (ii) information is accumulated and communicated to management, including the Senior Officers, as appropriate to allow timely decisions regarding such required disclosure (“Disclosure Controls”).
- The Committee shall base the design and implementation of the Disclosure Controls on the following:
  - Control environment, including the integrity, ethical values and competence of the Company’s officers and employees, management’s philosophy and operating style; the manner in which management assigns authority and responsibility and organizes and develops the Company’s employees; and the attention and direction provided by the Company’s Audit Committee and its Board of Directors;
  - Risk assessment, including the identification and analysis of relevant risks to achievement of accurate and timely disclosure, forming a basis for determining how the risks should be managed;
  - Control activities which ensure that necessary actions are taken to address risks to achievement of the objectives;
  - Information and communication, including steps that ensure information is delivered and within the organization; and
  - Monitoring to assess the quality of the system over time through ongoing monitoring and separate evaluations, including through regular management supervision, with report of deficiencies to a Senior Officer or Member.
- Monitor the integrity and effectiveness of the Company’s Disclosure Controls.

- Review and supervise the preparation of the Company's (i) periodic and current reports, proxy statements, registration statements and any other information filed with the SEC, (ii) press releases containing financial information, earnings guidance, information about regulatory matters, product developments, material acquisitions or dispositions or other information material to the Company's security holders, and (iii) presentations to analysts and the investment community (collectively, the "Disclosure Statements").
- Evaluate the effectiveness of the Company's Disclosure Controls as of the end of the period covered by the Company's Annual Report on Form 10-K and each Quarterly Report on Form 10-Q (collectively, the "Periodic Reports"), as applicable.
- Discuss all relevant information with respect to the Committee's proceedings, the preparation of the Disclosure Statements and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- The Committee and/or certain of its Members shall provide certifications as may be requested by the Senior Officers in connection with the filing of the Company's Periodic Reports with the SEC.
- The CFO and the General Counsel, acting together, may approve routine Form 8-K filings for the Company in lieu of the full Committee.

#### **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 review and reassess the adequacy of this Charter annually and, as appropriate, recommend changes to the Board for its approval.
- The Committee shall have full access to all Company books, records, facilities and personnel, including the internal auditors, in order to discharge its duties.

Approved July 27, 2016