

On July 29, 2020 and effective as of such date, the Board of Directors (the “Board”) of Cullen/Frost Bankers, Inc. (“Cullen/Frost”), upon the recommendation of the Corporate Governance & Nominating Committee of the Board, adopted amended and restated Bylaws (the “Amended Bylaws”) of Cullen/Frost. The changes from Cullen/Frost’s previous Bylaws (the “Previous Bylaws”) are described below.

Technological Modernization

Various provisions of the Previous Bylaws were updated in the Amended Bylaws to incorporate the use of modern technologies, including the following:

- Section 2.4 was updated to add “electronic transmission” as one of the permissible methods of providing notice to shareholders.
- Section 3.9 was updated to eliminate “telegraph” and add “electronic transmission” as one of the permissible methods of providing notice to directors. Section 3.9 was also updated to expressly provide that directors may waive notice, including by “a written waiver signed by the director” or a “waiver by electronic transmission.”
- A new Section 3.17 was added to expressly provide that the members of the Board or any committee may participate in meetings by means of “similar communications equipment, or other electronic communications system (e.g., videoconference), or any combination” in addition to “conference telephone” so long as all persons participating can hear one another and that such participation shall constitute presence in person at such meetings.
- Section 7.3 was updated to amend the shareholder notice procedures to add procedures involving “a form of electronic transmission consented to by the shareholder” (which consent is revocable by the shareholder and may, in certain cases, be deemed revoked). In connection with the foregoing, Section 7.3 also provides for deemed times of delivery of notice depending on the method of notice used and for “waiver by electronic transmission”.

Clarifying and Other Changes

The Amended Bylaws also make certain clarifying or other changes in the following provisions:

- Sections 1.1 and 1.2 were updated to reflect the new address of Cullen/Frost’s registered office and executive offices.
- Section 2.5 was updated to expressly provide the standard that the holders of a “majority” of the votes entitled to be cast that are present in person or by proxy at a meeting shall have the power to adjourn such meeting. Section 2.5 was also updated to clarify that the applicable stock exchange rules are limited to those exchanges on which Cullen/Frost’s securities are listed.
- A new Section 3.15 was added to expressly provide that each committee of the Board may fix its own rules of procedure and provide for certain standard committee rules of procedure.
- A new Section 3.16 was added to expressly provide that the Board or any committee may act without a meeting if all members of the Board or committee, as applicable, consent “in writing” to such action or, consistent with the technological modernization changes discussed above, consent “by electronic transmission” to such action.
- Article V was updated to consistently and uniformly reference the same defined set of “Actions” that qualify for both indemnification and advance payment of reasonable expenses.
- Section 7.3 was updated to expressly provide that attendance of a person at a meeting shall constitute a waiver of notice of such meeting “except when the person attends for the express purpose of objecting.”