

**Charter of the Compensation Committee  
of the Board of Directors of  
Great Southern Bancorp, Inc.  
Board approved 01/16/2019**

**I. Statement of Policy**

The Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Great Southern Bancorp, Inc. (the “Corporation”) shall discharge the Board’s responsibilities relating to the compensation of the Corporation’s key management personnel, including, without limitation, determining, or recommending to the Board for determination, the compensation of the Corporation’s Chief Executive Officer and all other executive officers of the Corporation, and shall make recommendations to the Board regarding director compensation.

**II. Committee Composition and Meetings**

The Committee shall be comprised of three or more directors (including a chairperson) as appointed by the Board, each of whom shall meet the independence requirements and other requirements for compensation committee members in effect with respect to the Corporation under the listing rules of the NASDAQ Stock Market and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. In determining whether a director is eligible to serve on the Committee, the Board also shall consider, if required under the listing rules of the NASDAQ Stock Market then in effect with respect to the Corporation, whether the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation to determine whether such affiliation would impair the director’s judgment as a member of the Committee. In addition, the Board shall also consider whether it is advisable for members of the Committee to also qualify as “non-employee directors” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), or any other standards of applicable law, rule or regulation.

The members of the Committee shall be selected annually by the Board, considering the recommendation of the Nominating Committee of the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee shall meet at least two times annually or more frequently as circumstances require.

**III. Committee Duties, Responsibilities and Process**

The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The provisions of the Corporation’s Bylaws regarding Board committees, including committee meetings (including meetings by conference telephone or other communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements, shall apply to the Committee. The Committee is authorized and empowered to adopt its own rules of

procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the state of Maryland.

The Committee may request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee shall have the following responsibilities and authority, in addition to those specified in Section IV of this Charter:

- (1) Review from time to time the goals and objectives of the Corporation's compensation plans, and, if the Committee deems it appropriate, amend or recommend that the Board amend these goals and objectives.
- (2) Review from time to time the Corporation's compensation plans in light of the Corporation's goals and objectives with respect to such plans, and, if the Committee deems it appropriate, adopt or recommend to the Board the adoption of new incentive-compensation plans, equity-based plans, other compensation plans or amendments to existing plans.
- (3) Oversee the evaluation of management of the Corporation, including the Chief Executive Officer and the other executive officers of the Corporation, and determine, or recommend to the Board for its determination, the compensation for the Corporation's Chief Executive Officer and other executive officers and other key members of management. The Chief Executive Officer may not be present during voting or deliberations on his compensation.
- (4) Recommend to the Board the appropriate level of compensation and the appropriate mix of cash compensation and equity compensation for Board and Board committee service by non-employee members of the Board.
- (5) Perform such duties and responsibilities as may be assigned to the Committee under the terms of any executive or employee compensation plan.
- (6) Review and discuss with the Corporation's management the Compensation Discussion and Analysis ("CD&A") disclosure to appear in the Company's Annual Report on Form 10-K and/or annual proxy statement, recommend whether the CD&A should be included in the Annual Report on Form 10-K and/or annual proxy statement and issue a report to appear in the Annual Report on Form 10-K and/or annual proxy statement.
- (7) Review, monitor and report to the Board, at least annually, on management development efforts to assure development of a pool of candidates for adequate and orderly management succession.
- (8) Review the Corporation's policies regarding the tax deductibility of compensation paid to the Corporation's executive officers for purposes of Section 162(m) of the Code.

- (9) Review and reassess the adequacy of this Charter at least annually, and recommend any proposed changes to the Board for its approval. Ensure the publication of this Charter in accordance with the regulations of the Securities and Exchange Commission.
- (9) Discharge any other duties and responsibilities delegated to the Committee from time to time.

#### **IV. Investigations and Studies: Outside Advisers**

The Committee may conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and shall have full access to all necessary books, records and personnel of the Corporation.

The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Corporation must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, legal counsel or any other adviser retained by the Committee. Effective July 1, 2013, to the extent required under the listing rules of the NASDAQ Stock Market, the Committee may select, or receive advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, only after taking into consideration the following factors:

- (i) the provision of other services to the Corporation by the person that employs the compensation consultant, legal counsel or other adviser;
- (ii) the amount of fees received from the Corporation by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (iii) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (iv) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (v) any stock of the Corporation owned by the compensation consultant, legal counsel or other adviser; and
- (vi) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of the Corporation.

The foregoing assessment shall be conducted by the Committee at least annually.

G:\064\100\Corp Gov 2013\Charter Compensation Committee-0613.doc