

INTERNATIONAL BANCSHARES CORPORATION

Compensation Committee Charter May 2020

I. Compensation Committee Purpose

The Compensation Committee (the “Committee”) of International Bancshares Corporation (the “Company”) is appointed by the Board of Directors (the “Board”) to discharge the Board’s responsibilities relating to compensation of the Company’s executives and directors. The Committee’s primary duties and responsibilities are to:

- Review and approve corporate goals and objectives relevant to compensation of the Company’s Chief Executive Officer (the “CEO”), evaluate the CEO’s performance in light of those goals and objectives, and make recommendations to the Board with respect to the CEO’s compensation based on such evaluation;
- Make recommendations to the Board with respect to incentive compensation and equity-based compensation plans that are subject to Board approval;
- Review and discuss with the Company’s management the Compensation Discussion and Analysis (“CD&A”) to be included in the Company’s annual proxy statement (the “Proxy Statement”) or the Company’s annual report on Form 10-K (“Form 10-K”), and recommend to the Board whether the CD&A should be included in the Proxy Statement or Form 10-K; and
- Provide the Compensation Committee Report (the “Committee Report”) to be included or incorporated by reference in the Proxy Statement or Form 10-K, which complies with the rules and regulations of the Securities and Exchange Commission (the “SEC”).

II. Committee Composition and Meetings

The Committee shall be comprised of not less than three (3) members of the Board, as may be appointed to the Committee from time to time by the Board. Committee members shall serve at the pleasure of the Board for such term or terms as the Board may determine and until their successors are appointed. The Board shall select one Committee member to be the Committee Chair (the “Chair”). The Chair shall preside at Committee meetings. The Chair shall have expertise or experience in the field of compensation.

Each Committee member must, at all times, be (i) “independent” within the requirements of the Nasdaq Stock Market, Inc. (“Nasdaq”) Listing Standards; (ii) an “outside director” for purposes of Section 162(m) of the Internal Revenue Code, as amended (the “Code”); and (iii) a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). If at any time while serving on the Committee a member ceases to meet the requirements of (i), (ii) or (iii) above, such member’s membership in the Committee shall automatically end. In determining the independence of any Board member seeking appointment to the Committee, the Board will consider all factors relevant to determining whether such director has a relationship to the Company which is material to the director’s ability to be independent from

management in connection with the duties of a Committee member, including, but not limited to (i) the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and (ii) whether such director is affiliated with the Company or any subsidiary or affiliate of the Company.

The Committee shall meet at least two times annually, or more frequently if necessary, at a time and place determined by the Chair. If circumstances warrant, an unscheduled meeting of the Committee may be called by the Chair. The Committee may ask the CEO, members of the Company's management or outside counsel or consultants to attend a Committee meeting to provide pertinent information, as necessary, provided, however, that the CEO may not be present during voting or deliberations with regard to CEO compensation. Committee meetings will be documented in minutes, which will be approved by the Committee. Committee action may be taken by written consent in lieu of a Committee meeting. The Chair shall report regularly to the Board regarding the Committee's actions. The Committee shall annually review its own performance and report its findings to the Board. The Committee may form and delegate authority to subcommittees of the Committee, as necessary.

III. Committee Responsibilities and Duties

The Committee has the following duties and responsibilities:

1. Establish, in consultation with senior management, the Company's overall compensation philosophy and objectives, including the balance between short-term compensation and long-term incentives, and oversee the development, implementation and periodic review of compensation programs and policies;
2. Develop goals and objectives relevant to the compensation of the CEO, evaluate the performance of the CEO in light of those goals and objectives, and make recommendations to the Board with respect to the determination of the CEO's compensation based on such evaluation;
3. Evaluate and recommend to the Board the annual compensation of the Company's senior management;
4. Review and recommend to the Board the amount of compensation of directors;
5. Review and discuss with the Company's management the CD&A to be included in the Proxy Statement or Form 10-K, and recommend to the Board whether the CD&A should be included in the Proxy Statement or Form 10-K;
6. Provide the Committee Report to be included or incorporated by reference in the Proxy Statement or Form 10-K, which complies with the rules and regulations of the SEC;
7. Evaluate and make recommendations to the Board with respect to incentive compensation plans and equity-based compensation plans and establishing criteria for the granting of bonuses, options, restricted stock units and other incentive compensation for the CEO, senior management and other employees, and consider,

- from time to time, review and recommend for Board approval, additional executive compensation and employee benefit programs;
8. Report to the Board regarding performance appraisals and remuneration information concerning the CEO and other senior management;
 9. Consider, from time to time, review and recommend for Board approval, severance programs, employment agreements and change-of-control agreements;
 10. Review and approve severance, termination, retirement or early retirement payments or awards or option program participation proposed to be made for any current or former director or member of senior management of the Company;
 11. Conduct reviews of the Company's compensation arrangements and practices to assess the extent to which such arrangements and practices encourage risk-taking or earnings manipulation, and coordinate with the Board's Risk Committee regarding the same; take or suggest any appropriate remedial actions; provide any required disclosure regarding such reviews; and certify completion of such review, if necessary;
 12. Develop and implement policies with respect to the recovery or "clawback" of any excess compensation (including stock options) paid to any of the Company's executive officers based on erroneous data;
 13. Review the Company's policies on the tax deductibility of compensation paid to "covered employees," as defined in Section 162(m) of the Code, and as and when required, to administer plans, and certify that performance goals have been attained for purposes of Section 162(m) of the Code;
 14. Review and approve changes required by law to be made to existing employee benefit programs and non-material changes to existing programs;
 15. Review the results of any advisory shareholder votes on executive compensation required by Section 14A of the Exchange Act or other law or regulation and consider whether to recommend adjustments to the Company's executive compensation policies and practices as a result of such votes;
 16. Review and assess the continued independence of the Committee members and any Committee Advisors (as defined in Article IV herein) in accordance with the terms of this Charter and all applicable legal requirements;
 17. Review and assess annually the adequacy of this Charter and, if appropriate, recommend changes to this Charter to the Board for approval;
 18. Evaluate annually the Committee's own performance, which evaluation must compare the performance of the Committee with the Committee's purpose, duties and responsibilities outlined in this Charter; and

19. Perform any other activities consistent with this Charter, the Company's bylaws and governing law, as the Committee or the Board deems necessary or appropriate.

In carrying out their responsibilities, Committee members are expected to be aware of, and make their decisions in the context of, applicable laws, regulations, regulatory guidance, and policies. The Company shall provide resources reasonably necessary for Committee members to participate in continuing education related to their duties as Committee members, such as compensation-focused conferences, webinars, or other training.

IV. Committee Resources and Authority

The Committee shall have the authority, and the Company shall provide the resources necessary, to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve fees and other retention terms of special counsel or other experts or consultants (the "Committee Advisors"), as appropriate, without seeking the approval of the Board or management. Prior to selecting or receiving advice from a Committee Advisor (other than in-house legal counsel), the Committee must consider and assess (i) the independence factors specified in Rule 10C-1(b)(4) of the Exchange Act; (ii) the independence factors specified in Nasdaq Listing Standards Rule 5605(d)(3)(D); and whether any conflict of interest exists pursuant to Item 407(e)(3)(iv) of Regulation S-K. Each Committee member shall be entitled to rely, to the fullest extent permitted by law, on the integrity of the Committee Advisors from whom he or she receives information, and the accuracy of the information provided to the Committee by such Committee Advisors.