

**GREEN BANCORP, INC.**  
**RELATED PERSON TRANSACTIONS POLICY**

This Related Person Transactions Policy (this "Policy") has been adopted by the Board of Directors (the "Board") of Green Bancorp, Inc. ("GNBC" and, together with its subsidiaries, the "Company") upon the recommendation of GNBC's Audit Committee (the "Audit Committee").

**A. Definitions.**

*"Related Person"* – A related person is a director of the Company, an executive officer of the Company, a nominee for the board of the Company, a beneficial owner of more than 5% of any class of the Company's voting securities, and any of the forgoing person's immediate family members (including children, stepchildren, parents, stepparents, spouses, siblings, parents in-law, children in-law, siblings in-law, and any person sharing the household of the director, executive officer, nominee or securityholder, other than tenants and employees).

*"Related Person Transaction"* – A related person transaction involves a Transaction in which the Company and either (i) a Related Person, (ii) a person that was a Related Person less than 12 months previous to the Transaction or (iii) an entity in which a Related Person has a direct or indirect material interest, are participants, and in which the amount involved exceeds \$120,000.

*"Transaction"* – A transaction includes any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.

**B. General Policy.**

It is the general policy of the Company to prohibit all Related Person Transactions unless the Audit Committee shall determine in advance of the Company entering into any such Related Person Transaction that the Transaction is conducted on terms that are fair to the Company. All Related Person Transactions must be reviewed and approved by the Audit Committee in advance of the Company entering into any such Transaction.

**C. Requirements for Approval of a Transaction with a Related Person.**

In order for the Audit Committee to approve a Related Person Transaction:

(1) The Transaction should be presented to the Audit Committee before it is entered into by the Company;

(2) The Audit Committee must be satisfied that it has been fully informed as to the direct and indirect interests, relationships and conflicts or potential conflicts present in the proposed Transaction, specifically including:

- (a) the Related Person's name and relationship to the Company;
- (b) a complete description of the proposed Transaction, including both economic and non-economic features, and a copy of any proposed written agreement governing the Transaction;
- (c) the nature of the Related Person's direct or indirect interest in the Transaction; and
- (d) the Related Person's relationship to or ownership interest in any other party to, or which has an interest in, the Transaction.

(3) The Audit Committee must determine that, being fully apprised of the above, it believes, nonetheless, the Transaction is fair to the Company and, if necessary, the Company has developed an appropriate plan to manage any conflicts or potential conflicts of interest.

(4) In the event an Audit Committee member or his or her immediate family member is a Related Person with respect to a proposed Transaction presented to the Audit Committee, such Audit Committee member shall not participate in the determination whether to approve the proposed Transaction.

#### **D. Ratification.**

In the event that the Company enters into a Related Person Transaction that has not received approval by the Audit Committee, or a Transaction that was not originally a Related Person Transaction becomes a Related Person Transaction, the Audit Committee must review such Transaction promptly, and may ratify such Transaction, *provided* that, in such case, unless there is otherwise a compelling business or legal reason for the Company to continue with the Transaction, the Audit Committee may only ratify the Transaction if it determines that (i) the Transaction is fair to the Company and (ii) any failure to comply with this Policy was not due to fraud or deceit.

#### **E. Notification.**

GNBC's Chief Financial Officer (the "CFO") shall be responsible for ensuring that this Policy is distributed to all executive officers of the Company, directors of the Company, nominees to the board of the Company, and beneficial owners of more than 5% of any class of the Company's voting securities. Such Related Persons shall also be notified that they are responsible for informing their immediate family members and entities in which they have a direct or indirect material interest of this Policy.

**F. Responsibilities of Related Persons.**

Any director of the Company, executive officer of the Company or nominee to the board of the Company who proposes to enter into a Related Person Transaction or becomes aware of an unapproved Transaction, shall notify the CFO of such proposal or Transaction, and to the extent known, provide the CFO all of the information required under Section (C)(2) of this Policy, as well as any other information requested by the CFO. The CFO, upon receiving such notification, shall be responsible for requiring that any proposed Transaction be presented to the Audit Committee for consideration in accordance with this Policy.