

BOK FINANCIAL CORPORATION
COMPENSATION COMMITTEE CHARTER

ROLE

The role of the BOK Financial Corporation (the “Company”) Compensation Committee (the “Committee”) is to discharge the Board of Directors’ responsibilities relating to compensation of executive officers, to adopt policies governing the Company’s compensation and benefit programs, and to otherwise fulfill the responsibilities set forth in this Charter. The Committee shall also prepare the report of the Committee for inclusion in the Company’s annual proxy statement.

COMPOSITION

The Committee shall consist of at least three directors, each of whom shall (i) be a “non-employee director” within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, and (ii) be an “outside director” with the meaning of Section 162(m) of the Internal Revenue Code. Any voting members of the Committee shall meet the independence requirements established by the Board or applicable laws, regulations, or listing requirements. The Board shall appoint the members of the Committee and appoint its Chair. The Board may appoint non-voting members of the Committee to serve as advisors to the Committee. The Board may remove any member (voting or non-voting) from the Committee at any time, with or without cause.

MEETINGS

The Committee shall each year establish a schedule of meetings. It will meet as often as required to fulfill its responsibilities under this Charter, but no less than three times annually. Additional meetings may be held as determined by the Committee and/or its Chair. The Chair shall prepare an agenda for each meeting in advance, and the agenda together with relevant materials shall be circulated to Committee members in advance of each meeting. The Committee shall make regular reports to the Board of Directors.

AUTHORITY AND DELEGATION

The Committee shall have the authority and resources necessary to discharge its duties and responsibilities, including full access to any relevant records of the Company. The Committee may, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel or other experts as it deems appropriate (collectively, “Advisors”). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Advisors retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any Advisors retained by the Committee. The Committee may select, or receive advice from, an Advisor, other than the Company’s Office of General Counsel, only after taking into consideration the following factors: (i) the provisions of other services to the issuer by the person that employs the Advisor; (ii) the amount of fees received from the Company by the person that employs the Advisor, as a percentage of the total revenue of the person that employs the Advisor; (iii) the policies and procedures of the person that employs the Advisor that are designed to prevent

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conflicts of interest; (iv) any business or personal relationship of the Advisor with a member of the Committee; (v) any stock of the Company owned by the Advisor; and (vi) any business or personal relationship of the Advisor or the person employing the Advisor with an executive officer of the Company. The Committee may select, or receive advice from, any Adviser it prefers, including Advisers that are not independent, after considering the factors set forth above. It may also request that any officer or employee of the Company, the Company's counsel, or any other person meet with any members of, or consultants to, the Committee or the Company. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be privileged communications of the Company.

Except as otherwise delegated by the Board or the Committee, the Committee will act on behalf of the Board. The Committee may form and delegate authority to subcommittees comprised of one or more members of the Committee, the Board, or management, and may delegate authority to one or more designated members of the Committee.

RESPONSIBILITIES

The following shall be the principal responsibilities of the Committee:

1. **Compensation Philosophy, Programs and Policies.** In consultation with executive management, the Committee shall establish and update as required the Company's general compensation philosophy with regard to the senior executive officers who participate in the Company's Executive Incentive Plan, as amended from time to time. The Committee shall also oversee the development and implementation of executive compensation programs and related policies, including any guidelines or requirements as to Company stock ownership by executive officers of the Company. In undertaking these responsibilities, the Committee shall take into account factors it deems appropriate from time to time, including the Company's goal of providing competitive remuneration to executives to enable the Company to hire and retain top talent, the Company's business strategy and potential risks to the Company as a result of its executive compensation programs, as well as the results of any shareholder advisory vote with respect to the Company's executive compensation programs.
2. **Chief Executive Officer Compensation.** The Committee shall annually review and approve the Company's goals and objectives relevant to the compensation of the Chief Executive Officer and shall evaluate the performance of the Chief Executive Officer in light of those goals and objectives. Based on such evaluation, the Committee shall have the sole authority to set the compensation (including base salary, incentive compensation and equity-based awards) of the Chief Executive Officer. In determining compensation, the Committee shall consider factors it deems appropriate from time to time, including the Company's performance and relative shareholder return, the nature, extent and acceptability of risks that the Chief Executive Officer may be encouraged to take by such compensation, and the value of similar compensation packages for chief executive officers at companies in the Company's peer group. The Chief Executive Officer shall not be present during deliberations or voting on his compensation.
3. **Executive Officer Compensation.** At least annually, the Committee shall review and approve the compensation to the CEO and his direct reports, including base salary, incentive compensation, and equity-based awards. The Committee shall approve performance goals and certify attainment of performance goals consistent with Section 162(m) of the Internal Revenue Code.

4. **Incentive Compensation Risk.** The Committee shall review and discuss at least annually, the identification and mitigation of excessive risk in incentive programs for non-executive officers as well as executive officers.
5. **Post-Service Arrangements.** The Committee shall review and approve any post-service arrangements offered to the CEO or his direct reports, including severance payments proposed to be made to such officer, except for payments made in accordance with a plan or agreement previously approved by the Board or Compensation Committee.
6. **Compensation Discussion and Analysis; Compensation Disclosures.** The Committee shall review and discuss the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual proxy statement with management and recommend to the Board whether such section should be so included. In that connection, the Committee shall also review the related tabular and other disclosures about executive compensation proposed by management for inclusion in such Annual Report and proxy statement.
7. **Management Succession.** The Committee shall review and discuss annually the succession plans for the CEO and his direct reports to ensure the Company's ability to navigate immediate and evolving challenges. The annual review includes review and discussion of management development and succession strategy and plans.
8. **Other Duties.** The Committee shall carry out such other duties as may be delegated to it by the Board of Directors from time to time or as may be consistent with the Company's Bylaws, Articles of Incorporation, and applicable law.

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