

CHARTER OF THE EXECUTIVE COMMITTEE

I. MEMBERSHIP

The Executive Committee (the "**Committee**") of the board of directors (the "**Board**") of QCR Holdings, Inc. (the "**Company**") shall consist of four or more directors, a majority of which shall be non-management directors.

The members of the Committee shall include the QCRH Chair and Vice Chair, the Chairs of each of the standing committees of the Board, the President and CEO of QCRH and such other directors as shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause. The QCRH Board Chair and Vice Chair shall serve as chair and vice chair of the Committee, respectively.

II. PURPOSE

The purpose of the Committee is to consider or act on matters in place of the full Board where it is necessary or desirable to do so prior to the next Board meeting, provided that the Committee may not take any action prohibited by law, the bylaws of the Company or this Charter or by any other express limitation imposed by the Board.

III. DUTIES AND RESPONSIBILITIES

Subject to the restrictions and limitations contained in section IV below, the Committee is authorized and directed to:

- A. Act on any matter specifically delegated to the Committee by the Board;
- B. Take the lead role in the search and selection of candidates for the positions of Chair of the Board and Chief Executive Officer of the Company and present recommendations for action to the Board;
- C. Review annually with the Chair of the Board and the CEO succession plans and make recommendations to the Board; and
- D. Consider or act in place of the full Board on matters where it is necessary or desirable to do so prior to the next Board meeting.

IV. LIMITATIONS AND RESTRICTIONS OF AUTHORITY

The Committee shall **not** have the authority to take any action prohibited by law, the bylaws of the Company or this Charter or by any other express limitation imposed by the Board including the following:

- A. Filling vacancies on the Board or in any committee of the directors;
- B. Amending the certificate of incorporation;
- C. Adopting an agreement of merger or consolidation;

- D. Recommending to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets;
- E. Recommending to the stockholders dissolution of the Company or a revocation of dissolution;
- F. Amending the bylaws; or,
- G. Unless a resolution of the Board setting forth the authority of the Committee expressly so provides, declaring a dividend or authorizing the issuance of stock.

V. OUTSIDE ADVISORS

The Committee shall have the authority to retain and obtain the advice and assistance of outside counsel, a director search firm and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation and oversee the work of its advisors.

VI. STRUCTURE AND OPERATIONS

The Committee shall meet at such times and places as it deems necessary to fulfill its responsibilities. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval. The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

VII. PERFORMANCE EVALUATION

The Committee shall conduct a biannual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board.