

EXCESSIVE OR LUXURY EXPENDITURES POLICY

1. Summary and Regulatory Background

On June 15, 2009, the U.S. Department of Treasury (“Treasury”) announced an interim final rule (the “Interim Rule”) that includes standards for executive compensation and corporate governance practices for those entities receiving funding under the Treasury’s Troubled Asset Relief Program (“TARP”). The Interim Rule contains many new standards for TARP recipients, including that TARP recipients adopt an Excessive or Luxury Expenditures Policy. As TARP participants, The ANB Corporation (the “Corporation”) and its wholly owned subsidiary, The American National Bank of Texas (the “Bank,” and together with the Corporation, the “Company”) are subject to the requirements of the Interim Rule.

This Excessive or Luxury Expenditures Policy (the “Policy”) is designed to satisfy the requirements of the Interim Rules and shall govern expenditures by the Company and its officers, directors and employees. This policy affirms the Company’s obligation that any excessive or luxury expenditures (as defined below) must comply with the requirements of the Emergency Economic Stabilization Act of 2008 (“EESA”) and the Interim Rule, and sets forth procedures to ensure compliance.

2. Identification of the Types and Categories of Expenses that are Prohibited or that Require Approval.

The requirements of this Policy are applicable to “excessive or luxury expenditures.” For the purposes of this Policy “excessive or luxury expenditures” means excessive expenditures on any of the following:

- 1) entertainment or events,
- 2) office and facility renovations,
- 3) aviation or other transportation services, or
- 4) all other activities or events that are not reasonable expenditures for staff development, reasonable performance incentives, or other similar measures conducted in the normal course of the TARP recipient’s business operation.

Determination of whether a proposed expense in any of the above-described categories constitutes an “excessive or luxury expenditure” will be made by the Board of Directors, or by the Chief Executive Officer (“CEO”), as its designee pursuant to the procedures set forth below.

3. Procedures for Expenses Requiring Prior Approval

Prior to incurring expenses in an amount exceeding \$25,000 that would fall into any of the categories described in Section 2 of this Policy, a written request for prior approval of such expenditure (the “Proposed Expense”), including documentation of the business purpose for the Proposed Expense, should be submitted to the CEO.

Upon submission of the Proposed Expense, the CEO shall make a determination as to whether the Proposed Expense constitutes an “excessive or luxury expenditure.”

- If the Proposed Expense is determined to be an “excessive or luxury expenditure” that is without a justifying business purpose, then the request for approval shall be denied and the expense shall not be incurred.
- If the Proposed Expense is determined not to be an “excessive or luxury expenditure,” then the expense shall be approved (an “Approved Expense”).

The CEO shall prepare a report of all Approved Expenses to be submitted to the Board of Directors on a regular basis with a copy to the Compliance Officer. For each Approved Expense, the report shall include the amount of such expense and a statement justifying this amount in light of the legitimate business purpose to be served. The report shall be certified by the Company’s principal executive officer and its principal financial officer.

4. Compliance with Policy and Annual Board Review

Compliance with this Policy shall be the primary responsibility of the Company’s Compliance Officer. Any violation of this policy should be reported directly to the Compliance Officer, or directly to the Board of Directors. A review of the Company’s compliance with this Policy shall be incorporated into the Company’s regular compliance program, and a report regarding the findings of that compliance review will be made to the Board of Directors on at least an annual basis. The Company’s internal auditor will also review compliance with this Policy as a part of the Company’s regular internal audit program. In addition, at least annually, sufficient time will be allocated during one of the regular meetings of the Board of Directors for a general review of this Policy’s requirements in light of the requirements of EESA and the Interim Rule as the same may be amended from time to time. If it is determined that this policy needs to be revised because of amendments to EESA or to the regulations of Treasury or other relevant regulatory agencies, or because of changes to the policies of Treasury or other regulatory agencies having jurisdiction over the Company, the Board of Directors, after consulting with counsel, will make the necessary changes to this Policy.

5. Publication of Policy

Upon approval by the Board of Directors, a copy of this Policy shall be promptly submitted to Treasury and shall be posted on the Company’s website. In the event of any amendments to this Policy, a copy of the revised Board-approved Policy shall be promptly submitted to Treasury and the Company’s website shall be updated to reflect such amendments.

6. Termination

This Policy shall remain outstanding so long as Treasury maintains an investment in the Company pursuant to the TARP. In the event that the Company repays in full all funds received from Treasury under the TARP and is no longer subject to the TARP requirements, then this Policy shall terminate and will no longer be in force.