

**BANCFIRST CORPORATION  
INDEPENDENT DIRECTORS COMMITTEE  
CHARTER  
MAY 2013**

**Purpose and Authority**

The purpose of the Independent Directors Committee is to provide a forum for the independent directors of the Board of Directors to meet periodically in executive sessions without Company management present to review and discuss matters of significance to the Company. The Independent Directors Committee also considers the slate of candidates for nomination for director that is recommended by the Board Issues Committee.

**Membership**

The Independent Directors Committee shall be comprised of all directors that meet the independence requirements of the Marketplace Rules of the Nasdaq Stock Market. The Independent Directors Committee shall appoint a member as Lead Independent Director. Membership in the committee shall be automatic and shall last so long as a director meets the applicable independence requirements.

**Meetings**

The Independent Directors Committee shall meet at least annually, but may meet more frequently as they consider necessary. One such meeting should include review and consideration of the slate of candidates recommended by the Board Issues Committee for the directors election at the Annual Meeting of Stockholders. This meeting should be held an appropriate length of time before the annual meeting to allow adequate deliberation, and for the inclusion of the nominees in the Company's proxy statement.

**Responsibilities and Duties**

In fulfilling its responsibilities, the Independent Directors Committee should:

- Review and discuss matters of significance to the Company, including significant transactions or events, regulatory matters, and actions of management.
- Solicit information or reports from management or other board committees for consideration.
- Obtain support or advice of outside experts or legal counsel, if considered appropriate.
- Accept, reject or modify the slate of director candidates recommended by the Board Issues Committee and submit the final nominations to the full board for recommendation to the shareholders.
- At least annually, review the independence qualifications of the members of the committee.
- Review and update this Charter annually.