

TEXAS CAPITAL BANCSHARES, INC.

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Purpose

The Board of Directors (the “**Board**”) of Texas Capital Bancshares, Inc. (the “**Company**”) is charged with establishing and monitoring the compensation of the Company’s officers and senior management and establishing and supervising the Company’s long term incentive plans. Consistent with this function, the Board hereby establishes a Compensation and Human Capital Committee (the “**Committee**”). The Committee also functions as the Compensation and Human Capital Committee of the Board of Directors of the Company’s subsidiary, Texas Capital Bank, National Association (the “**Bank**”). References to the Company herein also include the Bank and all other direct and indirect subsidiaries of the Company.

Duties and Responsibilities

To carry out its purpose, the Committee will:

1. With input from the Company’s Chief Executive Officer (“**CEO**”) and the Board, develop, review periodically and approve the Company’s executive compensation and benefits philosophy and objectives with respect to the CEO, the Executive Officers (as defined in the rules and regulations of the Nasdaq Stock Market (“**Nasdaq**”)) and employees generally, including alignment of compensation with the Company’s strategic, business and financial objectives and stockholder interests, the balance between short-term compensation and long-term incentives, market competitiveness and appropriate risk management practices.
2. Review and approve all annual and long term incentive plan designs for Executive Officers.
3. Annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO’s performance in light of those goals and objectives, and, based on the evaluation, recommend to the Board the CEO’s compensation. The CEO shall not be present during any voting or deliberations relating to CEO compensation.
4. Annually review and approve corporate goals and objectives relevant to compensation of the Executive Officers and other officers and key personnel, and evaluate performance in light of those goals and objectives and, based on this evaluation, determine the compensation of such personnel. The CEO will provide the Committee with a review of performance of Executive Officers and pay recommendations for discussion and approval by the Committee. At a minimum, review annually and determine, for the CEO and other Executive Officers, (a) the

Compensation and Human Capital Committee Charter

- annual base salary level, (b) the annual incentive opportunity level and (c) the long-term incentive opportunity level.
5. The Committee shall review and consider whether the Company's incentive plans encourage participants to take risks that are reasonably likely to have a material adverse impact on the Company, and to the extent necessary, review and discuss with management any risk mitigation features and disclosures determined to be advisable.
 6. Review and discuss with management the "Compensation Discussion and Analysis" section that is contained in the Company's annual proxy statement, and make appropriate recommendations to the Board regarding its inclusion in the Company's Annual Report on Form 10-K and/or proxy statement. Additionally, the Committee shall approve an annual report of the Committee to be included in the Company's proxy statement for its annual meeting of stockholders, which shall be in compliance with applicable law, including the rules and regulations of the Securities and Exchange Commission and the rules of Nasdaq.
 7. Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Securities Exchange Act of 1934, as amended, when determining compensation policies and making decisions on executive compensation.
 8. The Committee shall provide input and oversight of human capital management including talent management, executive succession planning, diversity and inclusion, and company culture.
 9. In consultation with the Governance and Nominating Committee of the Board, review and recommend compensation arrangements for the independent members of the Board.
 10. Review agreements with Executive Officers and other officers and key personnel (*e.g.*, severance agreements, employee contracts, etc.) and provide appropriate recommendations to the Board with respect to any agreements with Executive Officers to be approved by the Board.
 11. Annually review and assess the Committee's Charter.
 12. Perform an annual self-evaluation and report to the Board on such evaluation. The evaluation must compare the performance of the Committee with the requirements of this Charter, and recommend to the Board any improvements to this Charter deemed necessary by the Committee. The evaluation may be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral

Compensation and Human Capital Committee Charter

report by the Committee Chair or any other member of the Committee designated to make such report.

Committee Composition

The Committee shall be composed of three or more members all of whom shall be “independent directors,” as such term is defined in the rules and regulations of the Nasdaq Stock Market. In addition, each Committee member shall be a “Non-Employee Director” as defined by Rule 16b-3 under the Securities Exchange Act of 1934, as amended (with each member’s status in reference to Item 404(a) of Regulation S-K being determined pursuant to Note (4) to Rule 16b-3).

The Governance and Nominating Committee shall recommend directors for membership on the Committee, which shall be approved by the Board. Committee members shall continue to act until their successors are appointed by the Board.

The Board may appoint one member to serve as Chair of the Committee, or if the Board fails to appoint a Chair, the members of the Committee shall annually elect a Chair by majority vote.

The Committee may form, and delegate any of its responsibilities to a subcommittee so long as such subcommittee consists of at least two members of the committee.

Meetings

The Committee shall meet three times per year or more frequently as circumstances require, and each meeting shall have an executive session without management. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The proceedings of all meetings will be documented in minutes, which will be approved by the Committee and presented at meetings of the Board.

Meetings may be held in person, telephonically or virtually. Action may be taken by unanimous written consent, when deemed necessary or desirable by the Committee or the Committee Chair.

A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members shall constitute the action of the Committee.

Resources and Authority

As the Committee may deem appropriate, the Committee is authorized to select, retain and terminate outside legal counsel or other consultants who shall report directly to the Committee, on such terms and conditions, including fees, as the Committee in its sole discretion shall approve, in accordance with the requirements of Section 5605(d)(3) of the Nasdaq Corporate Governance Requirements.