

# TEXAS CAPITAL BANCSHARES, INC.

## GOVERNANCE AND NOMINATING COMMITTEE CHARTER

### Purpose

The Governance and Nominating Committee (the “*Committee*”) is appointed by the Board of Directors (the “*Board*”) of Texas Capital Bancshares, Inc. (the “*Company*”) to assist the Board in fulfilling its governance responsibilities. The Committee also functions as the Board Governance Committee of the Board of Directors of Texas Capital Bank, National Association (the “*Bank*”). References to the Company in this Charter include the Bank and all other direct and indirect subsidiaries of the Company and references to the Board also include the board of directors of the Bank.

The Committee oversees the corporate governance policies for the Company and identifies, screens, recruits and recommends director candidates to the Board. The Committee, in consultation with the Chairman of the Board (“*COB*”), also recommends committee assignments and chairmanships of committees for approval by the Board.

### Composition

The Committee shall be composed of three or more directors, as determined by the Board, none of whom shall be executive officers or employees of the Company, and all of whom shall satisfy the independence requirements of applicable law and of any listing standards or other requirements pertaining to corporate governance of any registered securities exchange or other inter-dealer quotation system on which the securities of the Company are traded or listed at the request of the Company.

The Board shall appoint the Committee’s members and Chair. If the Committee’s Chair is not designated or present, the members of the Committee may designate an acting Chair by majority vote of the Committee membership. The members shall serve annual terms unless removed earlier by majority vote of the Board.

### Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. 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.

The Committee’s Chair shall determine the times and places of Committee meetings and prepare and/or approve an agenda in advance of each meeting. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members and that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall regularly report on its meetings to the Board.

### **Duties and Responsibilities**

To carry out its purpose, the Committee shall have the following duties and responsibilities:

1. Corporate Governance Matters.

- The Committee will review and recommend to the Board for approval policies to enhance the Board's effectiveness
- The Committee shall oversee the general corporate matters and practices of the Company and the Bank, including their respective certificate or articles of incorporation and bylaws and annual stockholder meeting matters.
- The Committee will review proposals submitted by stockholders for action at meetings of stockholders and make recommendations to the Board for action with respect thereto.
- The Committee shall work with the Company's Board and management in developing Corporate Governance Guidelines for the Company. The Committee shall develop and implement a periodic review process, at least annually, of the Corporate Governance Guidelines to ensure the accountability and effectiveness of the Company's Board, taking into account changes in the relevant laws and current trends in corporate governance practices.
- The Committee shall review and assess, on an annual basis, the independence of the members of the Board in accordance with applicable listing, governance and other regulatory requirements.
- The Committee shall review and approve any Company transactions with related persons (that would require disclosure under Item 404 of Regulation S-K) and consider questions of possible conflicts of interest of Board members and senior executives.
- The Committee will consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

2. Board Membership and Nominees.

- The Committee will develop and recommend to the Board for approval criteria and policies relating to the consideration and selection of members of the Board.

- The Committee, in consultation with the COB, will from time to time recommend to the Board changes that the Committee believes to be desirable to the size of the Board or any committee thereof.
- The Committee, in consultation with the COB, will review annually the composition of the Board and of its committees with regard to the competencies, skills and attributes of their respective members as they relate to the needs of the Company and recommend to the Board any changes that the Committee deems advisable.
- The Committee shall from time to time conduct searches for prospective new directors based on the needs of the Company and the size of the Board as determined from time to time by the Board. The Committee will review and evaluate the qualifications of prospective directors in consultation with the COB and the Company's Chief Executive Officer (the "**CEO**"). The Committee shall consider all candidates nominated by the Company's stockholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may also consider candidates proposed by management, but is not required to do so.
- After review with the COB and CEO, the Committee will distribute the list of prospective Board members, and their qualifications, to the Board for review and discussion.
- Based on Board comments and Committee evaluation, the Committee shall select those individuals to be interviewed by the COB, the Chair of the Committee, Committee members and the CEO. In selecting candidates, the Committee shall take into consideration the criteria approved by the Board and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size, the interplay of the candidate's experience with the experience of other Board members and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee considers diversity in a broad sense, including diversity of viewpoints, background, work experience and other demographics, such as race, age, gender identity, ethnicity, nationality, disability, sexual orientation and cultural background.
- Based upon those interviews, the Committee and COB shall recommend the qualified candidate(s) to the Board for designation by the Board or election by the stockholders of the Company to fill open vacancies.
- The Committee will recommend to the Board the slate of nominees of directors to be elected or re-elected at the annual meeting of stockholders or, if applicable, at a special meeting of stockholders, and any directors to be elected by the Board to fill vacancies.

- The Committee will facilitate an independent process for Board approval to review the performance and contribution of all directors as well as the qualifications of proposed new directors.
- The Committee will make recommendations to the Board regarding tenure and classifications of directors, consistent with the Certificate of Incorporation and bylaws of the Company.
- The Committee will develop and oversee the succession planning process for directors.

### 3. Committee Membership.

- The Committee will recommend to the Board directors for membership on the Committee and other Board committees. Such recommendations should consider the qualifications for membership set forth in the charter of each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, any limitations on the number of consecutive years a director should serve on any one Board committee, the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of the other committee members.
- The Committee will recommend individual directors for designation as chairs of Board committees.

### 4. Evaluation of the Board and Committees.

- The Committee, in consultation with the COB, will facilitate an independent annual performance evaluation and/or survey of the Board and each of the Board committees. The Board may be evaluated as a whole and, as the Committee determines, on an individual director basis. The evaluation process may involve outside consultants or advisers.
- The Committee shall work with the Human Resources Committee to review the compensation of directors and recommend director compensation plans to the Board for approval.
- The Committee will monitor director performance and, when necessary, request that low- performance directors refrain from standing for reelection.

### 5. Other Responsibilities and Duties.

- The Committee shall establish and periodically review the Company's policies as to retirement age for directors, the CEO and executive officers.

- The Committee shall ensure that on a continuing basis, the CEO shall provide the Board with his or her recommendation as to a successor should he or she be unexpectedly disabled or otherwise unable to carry out his or her responsibilities for any significant period of time or permanently.
- The Committee shall nominate for election by the Board the COB, and, in consultation with the COB, any Vice-COB or Acting COB to act in the absence of the COB. The Committee shall, in consultation with the Board, implement and oversee the succession planning process for the position of COB.
- The Committee shall review the purposes and duties of Board committees from time to time and report to the Board any changes therein that are determined to be advisable.
- The Committee shall facilitate a process by which each committee evaluates its charter annually and proposes for approval by the Board any changes in its charter determined to be advisable by such committee and this Committee.
- The Committee shall maintain an informed status on Company issues related to corporate social responsibility, public policy, philanthropy, the Company's participation and visibility in the communities it serves and any lobbying or other political spending.
- The Committee shall monitor compliance by both directors and executive officers with their applicable equity ownership guidelines and shall be responsible for handling all non-compliance issues, including determining whether to grant waivers or exceptions to the guidelines on a case by case basis due to personal financial reasons or other reasons as the Committee deems appropriate.
- The Committee will perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and bylaws, and governing law, as the Committee and the Board deem necessary or appropriate.
- The Committee will, at least annually, review and assess the adequacy of this Charter and submit it to the Board for approval with any recommended changes.
- The Committee will review and evaluate the performance of the Committee and the independence of its members at least annually, and report to the Board on such evaluation. The evaluation will compare the performance of the Committee with the requirements of this Charter and may be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Committee Chair or any other member of the Committee designated to make such report.
- The Committee will maintain minutes of all meetings and regularly report to the Board on significant activities specified by this Charter.

- The Committee will review and report, as appropriate, to the Board with respect to (1) the Company’s policies, practices and reporting with respect to sustainability; (2) current and emerging corporate social responsibility issues of significance to the Company, including the manner in which the Company conducts its public policies, social and environmental practices, climate-related activities, government relations activities and other issues related to furtherance of the Company’s corporate social responsibilities; (3) current and emerging public policy issues of significance to the Company and the Company’s position on such issues; and (4) the Company’s relationships with public interest groups, legislatures, government agencies and the media, as well as the Company’s stockholders, and how those constituencies view the Company as those relationships relate to issues of public policy and social responsibility.

### **Resources and Authority**

The Committee has the authority to conduct any investigation appropriate to fulfilling its purpose and responsibilities. The Committee has the ability to retain, at the Company’s expense, such special legal, accounting, and other consultants and experts as it deems necessary in the performance of its duties and may incur on behalf of the Company such ordinary administrative expenses as it deems necessary in carrying out its duties. In addition, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms, which fees shall be borne by the Company.

### **Consistency with Certificate of Incorporation and Bylaws**

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or bylaws of the Company, the Certificate of Incorporation or bylaws, as appropriate, shall fully control.

### **Amendment**

This Charter may be amended or altered at any meeting of the Board by affirmative vote of the Board.