

## **Texas Capital Bank, N.A.**

### **Amended and Restated Charter of the Trust Committee**

#### **Purpose**

The purpose of the Trust Committee (the “Committee”) is to oversee governance, risk management, control, compliance, and the general business activities of the fiduciary and asset management functions of the Private Wealth Management Group, also known as the “Trust Department,” of Texas Capital Bank, N.A. (the “Bank”). The Trust Department was established under bylaws dated as of February 16, 1999 (the “Bylaws”).

#### **Membership**

The Committee shall consist of at least three members, one of whom will be the Chairman of the Committee (the “Chairman”). The members and the Chairman will be officers and/or directors of the Bank, and each shall be appointed by the Board of Directors of the Bank. The Board of Directors may, at any time, and in its complete and sole discretion, remove and/or replace any member of the Committee, including the Chairman.

#### **Duties and Responsibilities of the Committee**

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

1. Review the implementation of the policies of the Board of Directors to the Trust Department to the extent such policies are applicable to the Trust Department.
2. Review, at least quarterly, the business of the Trust Department, which may include, but may not be limited to, a review of the activities of the executive officers and the various committees and subcommittees of the Trust Department in regards to the governance, risk management, and control of the Trust Department, major litigation, the budget (including annual approval), quarterly financial reports, conflicts of interest, the annual audit, risk reports that may be produced by the Bank, and the business strategies of the Trust Department.
3. The Chairman, or in the Chairman’s absence the senior executive officer in the Trust Department, shall report, at least quarterly, on the business activities of the fiduciary and asset management functions of the Trust Department to the Board of Directors.
4. Appoint from its own membership such sub-committees as it deems appropriate for special study and reporting in order to aid in the performance of the Committees duties. Each such sub-committee shall be required to report the results of its study and findings to the Committee.
5. Annually review the market environment and current strategies of the Trust Department, and evaluate changes, if any, to the strategies and operations of the Trust Department.

6. Assign to the chief executive officer of the Trust Department, or to the chief executive officer's designee, the following responsibilities, and review, to the extent the Committee deems is necessary, the actions of the chief executive officer or the chief executive officer's designee relating to the following responsibilities:
  - a. Periodic review of fiduciary insurance coverage;
  - b. Review and respond to complaints of customers relating to the Trust Department;
  - c. Development of new business and marketing of the Trust Department;
  - d. Review of the fee schedule and compensation and review, oversight and approval of any exceptions to the fee schedule and compensation;
  - e. Review controls relating to asset custody and movement of funds (checks, wires, and ACH);
  - f. Supervision and management of all third-party relationships; and
  - g. Development of new products and/or services to be offered by the Trust Department.
  
7. Appoint members to, and review the acts and operations of, the Trust Administration Committee, a permanent sub-committee of the Committee established under the Bylaws, that shall be composed of at least three senior officers. The Trust Administrative Committee shall have the following duties and responsibilities and, by action of a majority thereof, shall have authority in the intervals between regular meetings of the Committee to:
  - a. Review the basic investment and operational strategies of the Trust Department and take the actions the Trust Administrative Committee deems necessary to insure those investment and operational strategies are being implemented by the officers of the Trust Department;
  - b. Accept or reject trust and fiduciary accounts proffered and enter in its recorded minutes the acceptance thereof as well as the relinquishment, termination or closing out of all trust and fiduciary accounts;
  - c. Upon the acceptance of an account for which the Bank has investment responsibility, the Trust Administrative Committee shall review and analyze, or delegate to officers of the Trust Department the duty and responsibility to review and analyze, the assets of such account within 60 days of funding. At least once during every calendar year thereafter, the Trust Administrative Committee shall review and analyze, or delegate to officers of the Trust Department the duty and responsibility to review and analyze, all the assets held in or for each fiduciary account for which the

- Bank has investment responsibilities, reviewing individual accounts and assets by issuer to determine the retention or disposition of such assets;
- d. Recommend the termination of, or approve the recommendation of the officers of the Trust Department to terminate, in appropriate situations, trusts and accounts administered by the Bank through the Trust Department;
  - e. Meet monthly to make decisions regarding or to delegate to the officers of the Trust Department the authority, responsibility and duty to buy and sell trust assets, pay expenses of the trusts, and make mandatory and discretionary distributions of trust income or corpus to or for the benefit of beneficiaries;
  - f. Review and oversee the actions by officers in the Trust Department regarding investments, retention, advancement, sale or disposition of trust funds and the sale of stocks, bonds, securities and other forms of trust investments, as often as is deemed necessary by the Trust Administrative Committee or the Trust Committee;
  - g. Oversee the Investment Committee's actions and decisions in managing assets held in trust or other types of accounts for which the Trust Department has investment authority.
  - h. Oversee the implementation of the policies of the Board of Directors as such policies are applicable to the Trust Department; and
  - i. Transact such other Trust Department business as from time to time may be brought before it. Its decisions and actions shall be final, and everyone transacting business with the Trust Department under authorization of the Trust Administrative Committee shall be fully authorized to rely upon the finality of its decisions.
8. Annually review and assess the Committee's Charter. The review will include the Committee performing an annual self-evaluation. The evaluation shall compare the performance of the Committee with the requirements of this Charter. Recommend to the Board of Directors any improvements to this Charter deemed necessary by the Committee.
  9. Transact such other Trust Department business as from time to time may be brought before it.

## **Meetings**

The Committee shall meet four times per year or more frequently as circumstances require. The Chairman, or in his absence, another member may call a meeting by notifying all of the other Committee members. At least two members of the Committee must be present for a meeting to

be held. The proceedings of all meetings will be documented in minutes, which will be approved by the Committee and provided to the Board of Directors.