

**TEXAS CAPITAL BANCSHARES, INC.**  
**HUMAN RESOURCES COMMITTEE CHARTER**

**A. 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 Human Resources Committee (the “**Committee**”). The Committee also functions as the Human Resources 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.

**B. Responsibilities**

In discharging its responsibilities, the Committee will:

1. With input from the Company’s Chief Executive Officer (“**CEO**”) and Board of Directors, 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. Make recommendations to the Board with respect to incentive compensation plans and equity-based compensation plans for the Company’s CEO, Executive Officers and other employees and with respect to criteria for the granting of options, restricted stock units and other incentive awards under such plans.
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. In recommending any long-term incentive component of CEO compensation, the Committee will consider such factors as the Committee deems appropriate, which factors may include the Company’s performance and relative shareholder returns, the value of similar incentives awards to CEO’s at comparable companies and the awards given to the CEO in prior years.
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 may be present, at the Committee’s invitation, during any Committee voting or deliberations relating to the compensation of Executive

Officers and other officers and key personnel (other than the CEO). At a minimum, review annually and determine, for the CEO and other Executive Officers, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change of control agreement/provision, in each case as, when and if appropriate, and (e) any special or supplemental benefits or perquisites.

5. In conjunction with its annual review and approval of the compensation of the CEO, Executive Officers and other officers and key personnel, 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. Review major organizational and staffing matters.
9. With input from the Board and the CEO, oversee the execution of an effective talent review and succession planning process for the Company's Executive Officers and other key managerial positions.
10. In consultation with the Governance and Nominating Committee of the Board, review and recommend compensation arrangements for the independent members of the Board.
11. Review agreements with Executive Officers and other officers and key personnel (*i.e.*, severance agreements, employee contracts, etc.) and provide appropriate recommendations to the Board with respect to agreements with Executive Officers.
12. Annually review and assess the Committee's Charter. The review will include the Committee performing an annual self-evaluation. The evaluation must compare the performance of the Committee with the requirements of this Charter, and recommend to the Board of Directors any improvements to this Charter deemed necessary by the Committee.
13. Review periodically the Company's policies, practices and procedures relating to human resource matters in order to identify potential risks to the Company and to ensure that the

Company is well positioned to employ, retain and develop talent necessary to achieve the key strategies and initiatives of the Company.

14. Communicate with the Risk Committee of the Board of Directors periodically, at least annually, in order to assure the integrated oversight of the full range of the Company's enterprise risks.

### **C. Committee Composition**

The Committee shall be comprised 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), and an "outside director" as defined by Section 162(m) of the Internal Revenue Code.

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.

### **D. 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.

### **E. Additional Authority**

As the Committee may deem appropriate, the Committee is authorized to retain and terminate such special legal 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.