

**TEXAS CAPITAL BANCSHARES, INC.**  
**GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

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.

**General Duties, Responsibilities and Authority**

The Committee’s duties and responsibilities are to oversee the corporate governance policies for the Company and to identify, screen, recruit, and recommend director candidates to the Board. The Committee, in consultation with the Chairman of the Board (“*COB*”), recommends committee assignments and chairmanships of committees for approval by the Board.

The Committee has the authority to conduct any investigation appropriate to fulfilling its 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.

**Composition and Meetings**

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.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee’s Chair shall 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 or the Board 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.

### **Specific Responsibilities and Duties**

#### 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 shareholder meeting matters (including review of any shareholder proposals).
- 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 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 (as defined in 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 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 of Directors as determined from time to time by the Board of Directors. The Committee will review and evaluate the qualifications of prospective directors in consultation with the Chairman of the Board and the Company's Chief Executive Officer (the "*CEO*").
- 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 COB, the Chair of the Committee, Committee members and the CEO.
- 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 by the shareholders 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.

### 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 on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.
- 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 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 Committee will maintain minutes of all meetings and regularly report to the Board on significant activities specified by this Charter.

### **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.