

Risk Committee Charter



TEXAS CAPITAL BANCSHARES, INC. RISK COMMITTEE CHARTER

Purpose

The Board of Directors (the "Board") of Texas Capital Bancshares, Inc. (the "Company") is charged with overseeing the establishment and execution of the Company's risk management framework and monitoring adherence to related policies and procedures required by applicable statutes, regulations and principles of safety and soundness. Consistent with this function, the Board has established this Risk Committee (the "Committee"). The Committee also functions as the Risk 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 and references to the Board include the Board of Directors of the Bank.

The Committee oversees the Company's management of credit, liquidity, strategic, market, operational, compliance, financial and capital adequacy risks ("Enterprise Risks"). While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for the effectiveness of the risk management program. The Committee is not providing any expert or special assurance as to the Company's management of risk, and it is not the duty of the Committee to plan or conduct audits or examinations of the Company's risk management framework and related activities. Nor is it the duty of the Committee to assure compliance with laws and regulations applicable to the Company.

Membership

The Committee shall be comprised of:

1. Not less than three members of the Board;
2. Members of the Board who, in the Board' judgment, have relevant experience in risk identification, assessment, monitoring and management; and
3. Members of the Board at least a majority of whom, including the Committee Chair, 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. At least one member of the Committee will serve as a member of the Audit Committee.

The Board shall appoint the Committee Chair who shall serve at the pleasure of the Board. The Chair shall preside at meetings of the Committee and shall have authority to convene meetings, set agendas of meetings, and determine the Committee's information needs, except as otherwise provided by the action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting. The Board may, at any time, and in its complete discretion, replace any member of the Committee.

Authority

The Board authorizes the Committee within the scope of its responsibilities to:

1. Seek any information it requires from any Company employee or any other source deemed advisable. All employees and external parties are directed by the Board to cooperate with any request made by the Committee;
2. Obtain outside legal or other independent professional advice;
3. Provide for the attendance at Committee meetings of external parties with relevant experience and expertise; and
4. Obtain from the Company appropriate funding, as determined by the Committee, to compensate outside legal counsel or any other advisors employed by the Committee and to pay ordinary Committee administrative expenses that are necessary and appropriate in carrying out its duties.

Meetings

The Committee shall meet at least quarterly or more frequently as circumstances require; provided, that the Committee must meet at least twice per year in executive session, and that the Committee will, as necessary, hold private meetings with management, the Chief Financial Officer, the Chief Risk Officer, the Director of Credit Review, the Director of Internal Audit, the Director of Compliance, the Chief Credit Officer and the Bank Secrecy Act Officer. 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 made available to the Board, and will be reported at meetings of the Board. The Committee may act by unanimous written consent of its members.

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.

Duties and Responsibilities of the Committee

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

- A. With respect to the oversight of Enterprise Risks:
 1. Annually review and approve the Company' risk management framework as developed and proposed for approval by the Company's Risk Management Committee ("RMC"). The Committee shall review and approve material changes to the framework.

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2. Annually review and recommend the Company's Risk Appetite Statement and Enterprise Risk Management Policy to the Board for approval. The Committee shall review and recommend that the Board approve material changes to the Risk Appetite Statement and Enterprise Risk Management Policy as may be required in response to material changes in the Company's business model, strategy, risk profile, business activities or market conditions.
3. Review with senior management the effectiveness of the Company's processes and information systems (including policies, procedures, guidelines, benchmarks, systems, training, communication of critical data, compensation and performance management, management committees and stress testing planning and results) for identifying, measuring, monitoring, mitigating and controlling Enterprise Risks, including the performance and independence of the Chief Risk Officer and the RMC. Review periodically the adequacy of the Company's insurance coverages.
4. Review the effectiveness of management in communicating the Company's risk appetite, tolerances, policies and procedures to Company employees and generally promoting an appropriate risk culture across the Company through the three "lines of defense" (1. Line of Business, 2. Risk Management and 3. Internal Audit).
5. Receive and review quarterly reports from the Chief Risk Officer, the RMC, the Internal Audit Department, the Compliance Department, the Credit Department, the Financial Crimes Compliance Department and the Credit Review Department regarding management's compliance with the Risk Appetite Statement and applicable risk limits.
6. Support the independence of the Chief Risk Officer by (i) being consulted with respect to the appointment, evaluation, compensation and dismissal of the Company's Chief Risk Officer, (ii) meeting in executive session with the Chief Risk Officer on a regular basis and (iii) confirming that the Chief Risk Officer and RMC are provided adequate resources and authority to perform their responsibilities. The Chief Risk Officer has a direct reporting relationship with the Committee and reports administratively to the Chief Executive Officer.
7. Communicate with the Audit Committee, the Human Resources Committee, the Governance and Nominating Committee and the Trust Committee of the Board periodically in order to assure the integrated oversight of the full range of the Company's Enterprise Risks.
8. In consultation with the Audit Committee, evaluate the Company's reserve methodology and quarterly provisions for loan losses and report on such matters to the Board.
9. Refer to the Audit Committee such matters as come to the Committee's attention that are material and relevant to the Audit Committee's responsibilities. Receive

B. With respect to compliance with laws and regulations:

1. Review and discuss with the Chief Risk Officer, other members of senior management, the independent auditor and legal counsel, as appropriate, significant regulatory and other published reports regarding the Company and any threatened or pending material regulatory or legal actions against the Company. Monitor the Company's responses to such reports and actions, including the status of remediation plans implemented in response to any comments or "matters requiring attention" provided by the Company's regulators.
2. Annually review the elements of the Company's Corporate Compliance Program that are germane to the Committee's responsibilities relative to appropriate prioritization in view of the Committee's assessment of the associated Enterprise Risks.

C. With respect to internal audit:

1. Review the Internal Audit Department's annual audit plan as regards risk management policies and actions overseen by the Committee and any material changes therein.
2. Review summaries of findings from completed internal and compliance audits, progress reports on the internal audit plan and reports of identified weaknesses and management's response from prior audits, in each case as regards risk management policies and actions overseen by the Committee.
3. Provide sufficient opportunity for the Company's internal auditors to meet in executive session with the members of the Committee to discuss any audit findings or other matters deemed relevant by the Committee or the internal auditors.

D. With respect to credit risk oversight:

1. Assure itself and the Board that the Company's lending activities, including credit quality, industries and markets served, credit risk management and regulatory compliance, are proper within the context of the Company's risk framework. Offer guidance to management concerning any perceived weaknesses in these areas.
2. Review with senior management the Company's processes (including policies, procedures, guidelines, benchmarks and management committees) for identification, management and planning for credit risks, including the delegated loan authorities approved by management.
3. Receive and review reports from the Chief Risk Officer, the Chief Credit Officer, the Director of Credit Review and the RMC regarding compliance with applicable credit risk related policies, procedures, metrics and tolerances, and review the

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4. Monitor the rate of growth of the loan portfolio, by credit concentration and in the aggregate, and confirm the adequacy of the Company's systems and staffing to appropriately manage the associated risk.
5. Monitor the Company's credit exposure to concentrations specific to industry, collateral and product type, geography, individual borrowers and groups of affiliated borrowers, as well as to other concentrations that impact credit risk.

E. With respect to other Committee duties and responsibilities:

1. 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 any improvements to this Charter deemed necessary or advisable by the Committee.
2. Annually review and approve management's RMC Charter. Review and monitor the activities of the RMC, obtain other information related to the Company's governance and risk management process as deemed necessary, and make reports to the Board on the effectiveness of the Company's risk management and governance processes.

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