

# TEXAS CAPITAL BANCSHARES, INC.

## Code of Business Conduct and Ethics

This Code of Business Conduct and Ethics (the “*Code*”) applies to each employee, officer, and each member of the board of directors of Texas Capital Bancshares, Inc. (“*TCBI*”), Texas Capital Bank, N.A., and their subsidiaries (collectively referred to as the “*Company*” or “*we*”). In certain cases, the board of directors and officers of TCBI may be expressly differentiated in order to clearly define certain obligations of their respective offices.

Our policy is to promote high standards of integrity by conducting our affairs honestly and ethically. Each employee, officer, and director must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom he or she has contact in the course of performing his or her job. We expect our suppliers, service providers, and external business partners to adhere to these standards.

Your daily activities for our team will require us to rely on your own personal values and integrity to determine the right approach in various circumstances. While the Code does not (and is not intended to) specifically address all situations, it is intended to deter wrongdoing. To that end, the Code promotes the following ethical objectives:

- honest and ethical conduct, including the handling of actual or apparent conflicts of interest;
- full, fair, accurate, timely, and understandable disclosure in all reports and documents required to be filed with governmental authorities and in other public communications;
- compliance with all applicable government laws, rules, and regulations;
- prompt internal reporting of violations of the Code to an appropriate channel; and
- accountability for compliance with the Code.

The Code will be periodically reviewed and may be subsequently revised. If you have any questions regarding anything in the Code, please contact your supervisor or the Director of Internal Audit.

### 1. Conflicts of Interest and Loyalty to the Company.

1.1. *Apparent and Actual Conflicts of Interest.* The appearance of a conflict of interest can be as damaging to the Company as an actual conflict. You should conduct yourself at all times so as to avoid these apparent and actual conflicts of interest. Please consider the following:

- (a) *What is a Conflict of Interest?* A “conflict of interest” occurs when your private interest (or the interest of a member of your family or one or more of your friends or colleagues) interferes, or even appears to interfere, with the

Company's interests. These situations may arise when an employee, officer, or director (or a member of his or her family, a friend, or a colleague) takes actions or has interests that may make it difficult for the employee, officer, or director to perform his or her work objectively and effectively. Conflicts of interest also arise when an employee, officer, or director (or a member of his or her family, a friend, or a colleague) receives improper personal benefits as a result of the employee's, officer's, or director's position in the Company. Conflicts of interest are prohibited, and you should manage your business and personal affairs to avoid such conflicts, or even the appearance of a conflict.

(b) Examples of Conflicts of Interest. Conflicts of interest may not always be easily recognized or identified. It is impossible to define every possible action that could reasonably be interpreted as a conflict of interest. The following are some general considerations for identifying such situations:

- *Perception:* Could the activity or transaction be perceived as a potential conflict, improper behavior, or a violation of the Code by others? If all the facts were made public would you or the Company be embarrassed?
- *Intent:* Is the activity being offered or requested in an attempt to influence the recipient's or your judgment?
- *Impact:* Could the Company, its stockholders, or its customers be disadvantaged if you participate in the activity or transaction?
- *Objectivity:* Could participation in the activity or transaction affect your judgment or your ability to be objective with regard to any business decision?
- *Time Considerations:* If the activity involves an outside activity, will the time required interfere with your ability to effectively carry out your job responsibilities to the Company, its stockholders or customers?

(c) Gifts, Fees, Legacies, and Loans. The acceptance of gifts, fees, legacies, and loans from various parties will likely create circumstances where a conflict of interest exists. Thus, you should not:

- accept a loan from any of the Company's customers or suppliers, except for loans from other financial institutions obtained in the normal course of business and with normal market terms;
- accept a fee for performing any act that the Company could have performed (other than fees for serving as executor or trustee of an estate or trust based on personal relationships established outside of the Company's business);
- receive anything of value as an inducement for, or in consideration of, making a loan by the Company or making a purchase of any goods or services from a third party; or

- sell anything to a Company customer or supplier at a value in excess of its worth nor purchase anything from a Company customer, supplier or competitor at a value below the value available to other buyers.

Notwithstanding the above, we do recognize giving and receiving business gifts and entertainment, in connection with the Company's business, promotes goodwill and beneficial working relationships. Accordingly, gifts and entertainment are not considered to be in violation of the Code and are permitted if they are: (1) customary in nature and value; (2) given or received without any express or implied understanding that the recipient is in any way obligated or expected to exercise judgment on behalf of their company or provide other benefits in return; and (3) otherwise comply with applicable laws, rules, and regulations. Employees, officers, and directors should never ask or suggest that they be provided with entertainment or gifts and should decline to accept any entertainment or gift if they have reason to believe the third party provider of the entertainment or gift is seeking to influence or reward actions of the employees, officers, or directors take on behalf of the Company. Business gifts from third parties of cash or cash equivalents, such as securities or stored value debit cards, are prohibited and should be declined or promptly returned if received. In any case where a gift or entertainment could raise a question as to whether your judgment has been influenced, you should promptly report the situation to the Director of Internal Audit before accepting such gift or entertainment.

An employee, officer or director may not do indirectly what he or she is prohibited from doing directly. For example, an employee, officer or director may not have a family member, friend, colleague, or a related entity accept a prohibited gift or loan.

- (d) *Charitable and Civic Positions*. To the extent it does not unreasonably interfere with your duties and responsibilities to the Company, we encourage you to seek service as officers and directors of charitable and civic organizations. On the other hand, before serving as an officer or director of an outside, for-profit entity, employees and officers are expected to obtain the written approval of your line of business manager or functional leader and the Chief Executive Officer of TCBI (the "CEO"). Please note that independent directors of TCBI are not subject to the foregoing procedures, but instead shall notify the CEO and the Chairman of the Audit Committee of the Board of Directors of TCBI of any change in officer, director or greater than 10 percent ownership roles with for-profit entities, and may be subject to other considerations to avoid losing their independent status.
- (e) *Personal Relationships*. Each employee, officer, and director should maintain high standards in conducting his or her personal relationships with personnel of the Company, its customers, its vendors, and any other third party with which the Company or Bank has a business arrangement, by contract or otherwise. Certain personal relationships may create a conflict of interest. In these situations, officers and employees shall promptly notify their line of business manager or functional leader, and a representative of Human Resources, if you become personally involved (*e.g.*, romantically, related by marriage or blood, etc.) with any such person, so we may take appropriate actions to avoid the appearance of a conflict of interest. Our objective is to

ensure that the individuals involved are not in a position to act upon their disclosed personal relationships in any context affecting the Company, such as working within the same immediate management chain, supervising an individual, influencing or approving their work product, approving their compensation or advancement, or any appearance of inappropriate activity with a vendor or other third party. In this same context, Directors shall disclose any pertinent personal relationships to the chair of the Audit Committee.

- (f) *Transactions with the Company.* It is expected that employees, officers and directors of the Company, as well as their close personal friends and members of their families, will engage in ordinary banking transactions with the Company. So long as the connections of these individuals with the Company and its employees, officers and directors are appropriately identified to the relevant supervisor, the terms of such transactions are those available to customers generally and such employees, officers and directors do not act as the sole authority to approve such transactions, the transactions do not present a prohibited conflict of interest. Section 12 describes additional requirements applicable to transactions between the Company and executive officers of the Company, directors and nominees for election as a director, members of their families and certain other persons related to them.

1.2. ***Outside Business Activities.*** Employees are expected to seek approval from your supervisor before participating in business activities outside of the Company. While the Company will generally approve such activities, those that could interfere with your duties, could reflect poorly on the Company, or are otherwise not in the best interest of the Company, may be declined.

1.3. ***Corporate Opportunities.*** You should not take personal advantage of an opportunity learned of or discovered during the course of your relationship with the Company, when that opportunity or discovery could be of benefit or interest to the Company, as this type of action may conflict with your duty to advance the Company's interest when an opportunity arises. You may not use Company property, information, or position for personal gain or allow that property, information, or position to be improperly used by you or your family, friends, or colleagues.

1.4. ***Disclosure and Review of a Potential Conflict.*** If you have questions about a potential conflict of interest or become aware of an actual or potential conflict, please discuss the matter with your functional leader or line of business manager or the Director of Internal Audit, who will then escalate the issue as needed or make an appropriate determination. However, if your supervisor is himself or herself involved in the potential or actual conflict, the matter should instead be discussed directly with the Director of Internal Audit.

## **2. Accuracy in Public Reporting and other Communications.**

- 2.1. The Company must provide full, fair, accurate, timely and understandable disclosure in:
  - (a) all reports and documents filed with, or submitted to, the Securities and Exchange

Commission (the “**SEC**”); (b) the Company’s filings and communications with bank regulatory authorities; and (c) in other public communications made by the Company.

- 2.2. Depending on your position with the Company, you may be called upon to provide necessary information to assure that the Company’s public reports are complete, fair, accurate, and understandable. We expect you to take this responsibility seriously and to provide prompt, accurate, and complete answers to inquiries related to the Company’s disclosure requirements, which may include requests from our internal auditors and legal counsel as well as our independent auditors and their representatives.
- 2.3. Each employee, officer, and director who contributes in any way to the preparation or verification of the Company’s financial statements and other financial information must ensure that the Company’s books, records, and accounts are accurately maintained.
- 2.4. Each employee, officer, and director who is involved in the Company’s disclosure process must be familiar with, and comply with, the Company’s disclosure controls and procedures and its internal control over financial reporting. They must also take all necessary steps to ensure that all filings with the SEC, bank regulatory authorities, and all other public communications about the Company’s financial and business condition provide full, fair, accurate, timely, and understandable disclosure.

### **3. Compliance with Laws; Insider Trading, Bribery, and Corruption.**

- 3.1. All employees, officers and directors are expected to comply with all applicable laws, rules and regulations. Although not all employees, officers, and directors are expected to know the details of all applicable laws, rules, and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Depending upon the issue, questions about compliance should be addressed to the Director of Corporate Compliance, the General Counsel, or the Director of Internal Audit. All managers are generally responsible for making employees aware of which laws, rules and regulations apply to their positions and what guidance and training is necessary to understand and comply with such laws, rules, and regulations.
- 3.2. Generally, individuals who possess material, nonpublic information about an issuer of securities – such as the Company or another publicly traded entity – are prohibited from purchasing or selling such securities and from providing that information to others (*i.e.*, “tipping”). Given the significance and complexity of insider trading rules, the Company has developed a separate set of policies and procedures with respect to insider trading (“***Texas Capital Bancshares, Inc. Policies and Procedures Regarding the Confidentiality of Information and Insider Trading***”). For purposes of the Code, these policies and procedures are incorporated by reference.
- 3.3. You are expected to comply with the Foreign Corrupt Practices Act, the Federal Bank Bribery Law (18 U.S.C. § 215), and all other anti-bribery and anti-corruption laws, whenever and wherever you conduct business on behalf of the Company. You may not give, promise, or offer money, gifts, loans, rewards, favors or anything of value to any customer, government employee, or any other person to influence a decision, secure an

advantage, avoid a disadvantage, or obtain or retain business. If you engage in such behavior, you may subject the Company and yourself to civil and criminal liability, harm our reputation, and undermine the trust placed in us by our customers, stockholders, and communities. We do not tolerate bribery, corruption, or improper payments of any kind in our business dealings. Corruptly soliciting or accepting, or agreeing to accept, anything of value from any person intending to influence or reward you in connection with their business with the Company is a criminal offense. For purposes of the Code, the Company's *Anti-Bribery and Anti-Corruption Policy* is incorporated by reference.

3.4. In the event the Company receives an allegation or report of inappropriate financial misconduct, such as bribery, kickbacks or any other like action the Company will investigate the allegation or report. As part of the investigation, the Company may request personal financial information from the targeted individual. The Company may draw negative inferences against any employee who fails to comply with a request.

4. **Protection and Proper Use of Company Assets.** The Company acquires assets to conduct its business affairs. Each director, officer, and employee has a duty to protect the Company's assets and to take all reasonable steps to ensure their efficient use by the Company. "Assets" include all of the Company's financial assets, real estate assets, other tangible property, and confidential information, as defined below.
5. **Confidential Information.** We have a duty to have administrative, technical and physical safeguards for sensitive customer and other confidential information. You are required to maintain the confidentiality of information entrusted you by the Company or by its customers, suppliers, or partners, except when disclosure is expressly authorized by us or is required by law. This restriction extends to communications made through electronic mediums such as Twitter®, Facebook®, and Instagram®. Confidential information includes, but is not limited to, all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers, or partners if disclosed. *Regardless of the restriction on the use and disclosure of our confidential information, you are permitted to disclose confidential information as outlined in Section 10 below.*
6. **Intellectual Property.** While working or otherwise acting on behalf of the Company, you may develop, produce, or have access to intellectual property. We respect the intellectual property of others and expect others to respect the Company's intellectual property. You must comply with all laws protecting intellectual property, must protect the intellectual property of the Company from unauthorized use and disclosure, and may not use said property for personal gain. Employees, officers, and directors must not obtain or use the intellectual property of others in violation of law or confidentiality obligations.
7. **Fair Dealing.** We believe that behaving ethically is good business, and we intend to live up to our goal of being honest and fair in our dealings with others. As a representative of the Company, you may not seek unfair advantage against customers, suppliers, co-workers or competitors by misrepresentation of material facts or any other unfair dealing practices.
8. **Sales Practices.** All Company representatives in any way involved in the Company's sales processes, programs and/or practices are expected to comply with all applicable laws, rules,

and regulations and diligent to conduct fair dealing and act in the best interest of the combined stakeholders. All sales activities must be transparent and accurately reported, and not create a real or perceived conflict of interest.

**9. Violations.** All employees, officers, directors and representatives of the Company’s third parties should understand that violations of the Code, whether intentional or not, are serious concerns and could have substantive repercussions. Employees that violate the Code may be subject to disciplinary action up to and including termination of employment. Third parties that violate the code could be subject to liability, and/or termination or alteration of the ongoing business relationship, and/or other outcomes.

**10. Reporting Illegal or Unethical Behavior; No Retaliation.**

10.1. Each of us has a duty to comply with the Code and to report suspected (or known) violations of the Code or Company policies, or illegal or unethical business or workplace conduct, to the appropriate person(s). Each person will be held responsible for his or her acts (as well as omissions) in those circumstances. You should disclose such violations to any of the following parties:

- your supervisor;
- the Director of Internal Audit;
- the Director of Human Resources;
- the Company’s *confidential* Employee Hotline (877-776-0996); or
- the Company’s *confidential* reporting website (<https://tcbi.alertline.com>).

10.2. Each reported incident (regardless of its final determination) will be taken seriously, and we will undertake a complete and thorough investigation as the circumstances dictate. We will ensure confidentiality to the fullest extent possible (e.g., utilizing senior management, limiting task group to “need to know”, etc.). If we determine a violation has occurred, we will take prompt corrective action, including (but not limited to) termination of employment, seeking restitution of compensation and other rights and actions permitted to us by laws, rules and regulations.

10.3. Reports made to the hotline or website will grant you the right to remain anonymous and any further investigations or actions will be dealt with confidentially, to the extent possible. ***We will not accept (and will actively prohibit) actions against you, taken by anyone at any level in the Company, for acting in good faith and reporting a concern. For the avoidance of doubt, we prohibit retaliation against employees, officers or directors who report violations of the Code, Company policies, or illegal or unethical business or workplace conduct in good faith, except for disciplinary action where the reporting employee, officer, or director was involved in such violations, in accordance with the Company’s established policies.***

- 10.4. If your relationship with the Company ceases for any reason, you will have the right to utilize the Company's Employee Hotline (877-776-0996) and reporting website (<https://tcbi.alertline.com>), as well as the opportunity to participate in an "exit interview" with the Company's Human Resource Department, to report any known or suspected violations.
- 10.5. Nothing in this policy is intended to restrict or interfere with the right or responsibility of any director or employee to (i) report potentially suspicious or fraudulent behavior to the internal fraud investigations unit and/or the internal Financial Crimes Compliance unit; (ii) report possible violations of federal, state or local laws or regulations to any governmental agency or entity; (iii) make other disclosures that are protected under the whistleblower provisions of federal, state or local laws or regulations; (iv) file a claim or charge with any federal, state or local government agency or entity; or (v) testify, assist, or participate in an investigation, hearing, or proceeding conducted by any federal, state or local government or law enforcement agency, entity or court. In making or initiating any such reports or disclosures, directors and employees need not seek the Company's prior authorization and are not required to notify the Company of any such reports or disclosures.

## 11. Waivers and General Provisions.

- 11.1. If you seek a waiver of any provision of the Code, you must submit a request in writing to the Director of Internal Audit, along with a memo that addresses the circumstances, the provisions violated, and an explanation of why the waiver should be granted. The memo must provide enough information to clearly describe the circumstances and the potential impact upon the Company and, if applicable, its customers or vendors. Based upon the information documented in the request, the Director of Internal Audit may seek additional information, escalate the request to another individual, or make a determination. ***Notwithstanding the foregoing procedure, if you are an officer or director and are seeking a waiver of any provision of the Code, you must submit your written request to the Audit Committee of TCBI, which will then make a recommendation to the TCBI Board of Directors for their final determination.***
- 11.2. The Code may be amended or modified only by TCBI's Board of Directors.
- 11.3. All waivers granted to members of the Board of Directors or executive officers under the Code (such officers to include the CEO, Chief Financial Officer ("CFO") and Chief Accounting Officer) shall, to the extent required by applicable laws, rules and regulations, be posted on the Company's website and reported to the SEC, the Nasdaq Stock Market, and applicable bank regulatory officials.
- 11.4. The implementation and administration of the Code will be under the direction and supervision of the Audit Committee of the Board of Directors. The Director of Internal Audit will report directly to the Audit Committee with respect to all matters relating to the Code.

11.5. The Code and any amendments thereto will be posted on the Company's website and, to the extent required, filed with the SEC and the Nasdaq Stock Market.

## 12. Related Person Transaction Policies and Procedures

12.1. In addition to the above conflicts of interest policies, it is the policy of the Board of Directors that all Interested Transactions (as hereafter defined) with a Related Person (as hereafter defined), will be subject to reporting, approval and/or ratification in accordance with the procedures set forth below.

12.2. An "Interested Transaction" is any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which (1) the aggregate amount involved will or may be expected to exceed \$120,000.00 in any calendar year, (2) the Company is a participant, and (3) any Related Person has or will have a direct or indirect material interest. A Related Person will not be considered to have an indirect material interest in a transaction as a result of being a director and/or a less than 10 percent beneficial owner of a legal entity such as a corporation, partnership (so long as the Related Person is not, and does not control, a general partner), limited liability company or trust.

12.3. A "Related Person" is any of (a) person who is or was an executive officer (defined as Named Executive Officers as designated by the Company, and any other senior officers subject to SEC Section 16 filing provisions, such as the chief accounting officer), director or nominee for election as a director of the Company at any time since the beginning of the last fiscal year for which the Company has filed a Form 10-K and proxy statement with the SEC (even if they do not presently serve in that role), (b) a person or entity with greater than 5 percent beneficial ownership of the Company's common stock, or (c) an immediate family member of any of the foregoing. "Immediate family member" includes a person's spouse, parents, stepparents, children, stepchildren, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, and brothers- and sisters-in-law and anyone residing in such person's home (other than a tenant or employee).

Related Persons will typically have an indirect material interest in Interested Transactions with the Company that include any of the following parties:

- a) Legal entities (corporations, partnerships, limited liability companies, trusts, etc.) in which a Related Person is an executive officer or has, directly or indirectly through other legal entities, and including interests owned directly or indirectly by members of their immediate family, a greater than 10 percent beneficial ownership interest, or can otherwise effectively control the actions of the entity (a "Controlled Entity")
- b) Entities for which investments in their equity securities would be required to be accounted for by the equity method of investing by an investing Related Party or Controlled Entity
- c) Trusts for the benefit of a Related Person or Controlled Entity or of which the Related Person serves as trustee
- d) Other owners of a greater than 10 percent ownership interest in a Related

Person or Controlled Entity and members of their immediate families

- e) Directors and executive officers of a Related Person or any of its Controlled Entities and members of their immediate families
- f) Other parties if the Related Person controls or can significantly influence the management or operating policies of the other party to an extent that one of the transacting parties might be prevented from fully pursuing its own separate interests

- 12.4. TCBI has an established Third Party Risk Management (“TPRM”) policy and program which includes identifying, managing, monitoring and mitigating risks of third party relationships and to provide appropriate reporting. Any potential Interested Transaction falling within the scope of the TPRM policy should also be subject to the full extent of its requirements, without regard to the dollar value of the potential Interested Transaction, and the TPRM officers involved as well as the internal manager of that third party relationship should be apprised of the involvement of a Related Person and thereby exercise appropriate due diligence and contracting standards to affirm the arms-length nature of the relationship.
- 12.5. Any Related Person party to a potential Interested Transaction shall promptly report the material facts to the CFO with a copy provided to the Chairman of the Audit Committee and to the Chairman of the Board. The CFO shall present the details of the proposed Interested Transaction and any recommendation or conclusion to the Audit Committee for further consideration and potential approval. In determining whether to approve an Interested Transaction, the Audit Committee will take into account, among other factors it deems appropriate, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third-party under the same or similar circumstances, the extent and nature of the Related Person's interest in the transaction and applicable regulatory requirements. The Audit Committee may delegate the authority to approve specific types of Interested Transactions to other committees of the board of directors or to executive officers or management committees, and may approve the exclusion of specific types of Interested Transactions from this policy based upon its determination that such transactions do not present risks to the Company of the nature addressed by this policy.
- 12.6. No director shall participate in any discussion or approval by the Audit Committee of an Interested Transaction for which he or she is a Related Person, except that the director shall provide all material information to, and answer questions concerning the Interested Transaction by, the Audit Committee.
- 12.7. If an Interested Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, may review and assess ongoing Interested Transactions with the Related Person to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

12.8. The Audit Committee has approved the following transactions, if falling within the scope of Section 12, as being considered to be “pre-approved” by the Committee:

*Employment of executive officers.* Any employment by the Company of an executive officer of the Company if:

a. the related compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements (generally applicable to "named executive officers"); or

b. the executive officer is not an immediate family member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer", and the Company's Human Resources Committee approved (or recommended that the Board approve) such compensation.

*Director compensation.* Any compensation paid to a director if the compensation is required to be reported in the Company's proxy statement under Item 402 of the SEC's compensation disclosure requirements.

*Transactions involving competitive bids.* Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.

*Certain transactions with other companies.* Any transaction with another company at which a Related Person's only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company's shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or 2 percent of that company's total annual revenues.

*Certain Company charitable contributions.* Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$10,000, or 2 percent of the charitable organization's total annual receipts.

*Transactions where all shareholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a *pro rata* basis (e.g. dividends).

*Regulated transactions.* Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

*Certain banking-related services.* Any transaction with a Related Person involving services as a bank depositary of funds, transfer agent, registrar, trustee under a trust

indenture, or similar services.

**13. Exception Reporting.**

- 13.1. Any potential conflict of interest which may involve any of the Director of Internal Audit, Director of Human Resources, and/or General Counsel should be reported as above, and also reported to the CFO and Chief Risk Officer (“CRO”).
- 13.2. Any potential conflict of interest which may involve the CEO shall be reported to the CFO and to the chairman of the Audit Committee.
- 13.3. Any potential conflict of interest which may involve the chairman of the Audit Committee shall be reported to both the Chairman of the Board and the Chairman of the Governance and Nominating Committee.
- 13.4. Any Interested Transaction of a Related Person that involves the CFO shall be reported to the CRO, with a copy provided to the Chairman of the Audit Committee and to the Chairman of the Board.
- 13.5. Any Interested Transaction of a Related Person that involves two or more executive officers shall be reported to a disinterested Named Executive Officer of the Company, with a copy provided to the Chairman of the Audit Committee and to the Chairman of the Board

*This updated policy acknowledged and approved by the Board of Directors of Texas Capital Bancshares, Inc. and Texas Capital Bank at the July 2019 meeting.*

*To ensure the consistent application of the Code and that each employee and officer understands his or her continuing commitments and obligations under the Code, the Company requires that each person acknowledge those commitments and obligations; which the Company will collect either by paper or via electronic means made available by the Company.*