Texas Capital Bancshares, Inc.

Audit Committee Charter
Texas Capital Bancshares, Inc.
Approved October 20, 2026

Purpose

The Board of Directors (the "***Board***") of Texas Capital Bancshares, Inc. (the "***Company***") is charged with establishing and monitoring adherence to policies required by regulatory statutes and principles of safety and soundness. Consistent with this function, the Board hereby establishes an Audit Committee (the "***Committee***"). The Committee also functions as the Audit Committee of the Board of Directors of the Company's subsidiary, Texas Capital Bank (the "***Bank***"). References to the Company herein also include the Bank and all other direct and indirect subsidiaries of the Company.

The purpose of the Committee is to oversee the Company's processes related to financial and regulatory reporting, internal control and legal risks. This oversight includes the effectiveness of internal controls over financial and regulatory reporting of the Company, the audits and financial statements of the Company and the performance, independence and qualifications of the independent auditor and internal auditors of the Company. The Committee shall assist the Board in monitoring:

1. The effectiveness of the system of reporting financial information to the Company's shareholders and to regulators including the quality and integrity of the consolidated financial statements of the Company;

2. The Company's reserve methodology and the sufficiency of quarterly provisions for loan losses;

3. The independence, qualifications and performance of the Company's independent auditor;

4. The independence, qualifications and performance of the Company's internal auditors;

5. The Company's compliance with legal and regulatory requirements; and

6. Such other matters as are specified in this Charter or by the Board from time to time.

While the Committee has the responsibilities and powers set forth in this Charter, the Committee is not providing any expert or special assurance as to the Company's financial statements, internal controls, or any professional certification as to the independent auditor's work, and it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. These are the responsibilities of management and the independent auditor.

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Committee Membership

The Committee shall be comprised of three or more members who, in the Board's judgement, are financially literate (i.e., able to read and understand fundamental financial statements). In addition, at least one member of the Committee will have accounting or related financial management expertise sufficient to be considered an "Audit Committee Financial Expert." Collectively, the Committee shall possess: accounting expertise, audit experience, internal controls knowledge, or banking/financial services industry expertise. In addition, all members of the Committee, including the Committee Chair, 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. Members shall have no relationship to the Company that may interfere with the exercise of their independence from management and the Company, such as accepting any consulting or advisory fees from the Company, and who have not participated in the preparation of the financial statements of the Company in the past three years.

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, including meeting frequency and topics to be covered, 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.

Meetings and Reports

The Committee shall meet at least four times per year 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 periodically, as necessary, hold private meetings with management and the independent auditor. 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. Such minutes 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 in lieu of a meeting.

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.

Authority and Responsibilities

Authority

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

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1. Seek any information it requires from any Company employee, Company record, or any other source deemed advisable, in each case at the Company's expense. All employees and external parties are directed by the Board to cooperate with any request made by the Committee;

2. Obtain external financial, legal, accounting or other advisors, and to hire and compensate external advisors at the Company's expense; and

3. Pay, at the Company's expense, ordinary Committee administrative expenses that are necessary and appropriate in carrying out its duties.

Responsibilities of the Committee

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

A. With respect to the Company's independent auditor (which includes any certified public accountant or firm providing attestation services to the Company):

   1. Be directly responsible for the appointment, compensation, evaluation, replacement, and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

   2. Possess sole authority to approve all audit engagement fees and terms, as well as all non-audit engagements of the independent auditor by the Company.

   3. Resolve any disagreements between management and the independent auditor regarding auditing or financial reporting.

   4. Meet with the independent auditor and financial management of the Company to review the scope of the proposed audit for each year and, at the conclusion thereof, review such audit, including any comments or recommendations of the independent auditor.

   5. Discuss with the independent auditor and evaluate the matters required to be discussed and disclosed by the independent auditor under applicable laws and professional standards, including matters relating to the auditor's independence, any problems or difficulties the independent auditor encountered in the course of the audit work, any restrictions on the scope of the independent auditor's activities or on access to requested information, critical audit matters, off-balance-sheet structures (if any), and any significant disagreements with management.

   6. Meet in executive session with the independent auditor to discuss any audit findings or other matters the Committee or the independent auditor deems relevant.

7. Assure that the independent auditor does not perform non-audit services that the Public Company Accounting Oversight Board ("***PCAOB***") or the Securities and Exchange Commission ("***SEC***") determine to be impermissible.

8. As it deems appropriate, delegate to the Committee Chair the authority to approve in advance such services that require approval between regular meetings. The Committee shall ratify such approvals at its subsequent meeting.

9. Approve in advance of performance by the independent auditor permitted non-audit services, such as tax services, and cause disclosure of such non-audit services performed by the independent auditor to be made in the Company's periodic reports.

10. Set clear hiring policies for employees or former employees of the independent auditor.

11. Review and evaluate the lead audit partner and any other active audit engagement team partner and ensure the rotation of the lead audit partner as required by applicable laws and regulations.

12. Obtain and review, at least annually, a written statement from the independent auditor regarding: (i) the independent auditor's internal quality control procedures; (ii) any material issues raised by the independent auditor's most recent quality control review and its response; and (iii) all relationships between the independent auditor and the Company and/or its affiliates, consistent with PCAOB Rule 3526. The Committee will consider and discuss with the independent auditor any disclosed relationships or services that could affect the independent auditor's objectivity and independence, and assess and take appropriate action to oversee the independence of the independent auditor.

B. With respect to accounting principles and policies, financial reporting and internal controls over financial reporting:

1. Review the adequacy and effectiveness of the Company's disclosure controls and procedures and management reports thereon.

2. Review the disclosures and certifications of the Company's Chief Executive Office and Chief Financial Officer pursuant to Sections 404(a), 302 and 906 of the Sarbanes-Oxley Act.

3. Review and approve any related party transactions subject to Item 404(a) of Regulation S-K and as may otherwise be required by applicable laws and regulations.

4. Consider the independent auditor's judgments regarding the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

5. Review quarterly with management and the independent auditor, the Company's financial statements to be included in its Quarterly Reports on Form 10-Q or Annual Report on Form 10-K, the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in its Quarterly Reports on Form 10-Q or Annual Report on Form 10-K, and related press releases, including any significant events, transactions, financial reporting issues and judgments and changes in accounting estimates which were considered by the independent auditor, in performing the quarterly review or annual audit, to have affected the quality of the Company's financial reporting or related internal controls, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K. Discuss with management the Company's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as the general types of financial information and earnings guidance provided to analysts and rating agencies.

6. Prepare the Audit Committee Report required by SEC rules to be included in the Company's proxy statement for its annual meeting of stockholders.

7. Obtain, review and discuss reports from the independent auditor regarding:

   a) critical accounting policies and practices to be used;

   b) alternative treatments of financial information within generally accepted accounting principles that have been discussed with management officials of the Company, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent auditor and the reasons for favoring that treatment; and

   c) other material written communications between the independent auditor and Company management, such as any management letter or schedule of unadjusted differences.

8. Review with independent auditor any significant audit issues and management's responses thereto. The review should include discussion of the responsibilities, budget and staffing of the Company's Internal Audit Department.

9. Establish procedures for the proper receipt, retention and treatment of complaints regarding accounting, auditing, internal controls over financial reporting and shall include all other provisions required by applicable laws or regulations. The procedures shall allow for the confidential, anonymous submission by the Company's employees and others of concerns regarding questionable accounting or auditing matters.

10. In consultation with the Risk Committee, review the sufficiency of quarterly provisions for loan losses and report on such matters to the Board.

11. Receive and review reports from the Chief Risk Officer and the Internal Audit Department regarding management's compliance with the Company's risk appetite statement and applicable risk-related policies that impact the Company's financial reporting, confirm that management is being held accountable for appropriately assessing and effectively managing such risks and identify any weaknesses or needs for strengthening risk management or reducing such risks.

C. With respect to internal audit:

1. Oversee the appointment, compensation, evaluation, replacement, and oversight of the work of the Head of Internal Audit, whose primary duty shall be to plan and manage internal audits (including fiduciary audits) of the Company's operations in accordance with the Internal Audit Department Charter and who shall report functionally to the Committee and administratively to the Chief Executive Officer.

2. Review reports from the Head of Internal Audit as to the independence of the Internal Audit Department.

3. Review and approve the Internal Audit Department Charter at least annually.

4. Review and approve the Internal Audit Department's annual audit plan and any material changes therein and assure that the Internal Audit Department has sufficient staffing and funding to execute such plan.

5. Periodically review the Internal Audit Department's risk assessment methodology.

6. Review summaries of findings from completed internal and compliance audits, progress reports on the internal audit plan and a report of identified weaknesses and management's response from prior audits.

7. 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.

8. Together with the Head of Internal Audit, oversee any outsourcing to third parties of internal audit functions.

9. Review confirmations from the Head of Internal Audit as to the Internal Audit Department's conformance to Global Internal Audit Standards and regulatory guidance.

10. Review confirmations from the Head of Internal Audit as to the adequacy of Internal Audit Department's Quality Assurance and Improvement Program (QAIP).

D. With respect to other Committee duties and responsibilities:

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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 by the Committee.

2. Periodically monitor and discuss with management, the internal auditors and legal counsel, as it deems appropriate, the Company's material litigation risk exposure and steps taken by management to monitor and mitigate such exposure.

Delegation of Authority

The Committee may form, and delegate authority to, subcommittees comprised of one or more members of the Committee, as appropriate. Each subcommittee shall have the full power and authority of the Committee as to matters delegated to it.

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.