Texas Capital Bancshares, Inc.

Compensation and Human Capital Committee Charter
Texas Capital Bancshares, Inc.
Ratified October 20, 2026

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 Compensation and Human Capital Committee (the "***Committee***"). The Committee also functions as the Compensation and Human Capital 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.

Committee Membership

The Committee shall be composed of three or more members 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. 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 (the "***Exchange Act***"), 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).

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 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

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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, as necessary, hold private meetings with 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. 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:

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, including compensation consultants, and to hire and compensate external advisors at the Company's expense. The Committee will undertake an independence assessment prior to selecting or receiving advice from any external advisor that will provide advice to the Committee as may be required by the rules and regulations of the Nasdaq Stock Market ("***Nasdaq***"); 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:

1. With input from the Company's Chief Executive Officer ("***CEO***") and the Board, 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 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. Review and approve all annual and long term incentive plan, including equity plans, designs for Executive Officers.

3. Exercise all rights, authority and functions of the Board under all of the Company's equity-based plans, including, without limitation, designation of the grantees to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan, and the authority to interpret the terms thereof.

4. Review and make recommendations to the Board with respect to the components and amount of director compensation and, if the Committee deems advisable, consult with the Governance and Nominating Committee of the Board prior to making such recommendations to the Board.

5. 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, including, but not limited to, the CEO's the annual base salary, annual incentive opportunity and long- term incentive opportunity. The CEO shall not be present during any voting or deliberations relating to CEO compensation.

6. Annually review and approve corporate goals and objectives relevant to compensation of the Executive Officers and evaluate performance in light of those goals and objectives and, based on this evaluation, determine the compensation of such personnel. The CEO will provide the Committee with a review of performance of Executive Officers and pay recommendations for discussion and approval by the Committee. At a minimum, review annually and determine for the Executive Officers, (a) the annual base salary, (b) the annual incentive opportunity and (c) the long- term incentive opportunity.

7. Review and consider whether the Company's compensation practices, including its incentive plans, encourage participants to take risks that are reasonably likely to have an 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.

8. Review and administer the Company's Incentive Award Recoupment Policy.

9. Review stock ownership guidelines that are applicable to directors and Executive Officers.

10. Monitor compliance of all directors and executive officers subject to stock ownership guidelines and 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.

11. 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.

12. Consider the results of the most recent stockholder advisory vote on executive compensation required by Section 14A of the Exchange Act, and any other feedback garnered through the Company's ongoing stockholder outreach that may be in effect from time-to-time, when determining compensation policies and making decisions on executive compensation, and recommend to the Board whether and, if so, how the Company should respond to such advisory vote outcomes and other stockholder feedback.

13. Provide input and oversight of human capital management including talent management, executive succession planning below the CEO, diversity and inclusion, and company culture.

14. Review agreements with Executive Officers and, as deemed appropriate by the Company, other officers and key personnel, including, but not limited to, employment agreements and severance agreements, provide appropriate recommendations to the Board with respect to any such agreements with the CEO and approve, or recommend to the Board for approval, any such agreements with other Executive Officers.

15. Annually review and assess the Committee's Charter.

16. Perform an annual self-evaluation and report to the Board on such 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. The evaluation may be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the Committee Chair or any other member of the Committee designated to make such report.

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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.