Texas Capital Bancshares, Inc.

Governance and Nominating Committee Charter
Texas Capital Bancshares, Inc.
Ratified October 20, 2026

Purpose

The Board of Directors (the "***Board***") of Texas Capital Bancshares, Inc. (the "***Company***") has appointed the Governance and Nominating Committee (the "***Committee***") to assist the Board in fulfilling its governance responsibilities. The Committee also functions as the Board Governance 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 and references to the Board include the Board of Directors of the Bank.

Committee Membership

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 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

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 retaining search firms to identify director candidates, 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 corporate governance matters:

   1. Review and recommend to the Board for approval policies to enhance the Board's effectiveness.

   2. Oversee the general corporate governance 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.

   3. Work with the 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 Board, taking into account changes in the relevant laws and current trends in corporate governance practices.

4. 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.

5. Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

6. In such a manner as the Committee deems appropriate, periodically review the Company's corporate responsibility strategy, initiatives, policies and reporting, and receive and review updates relative to the Company's significant corporate responsibility activities.

7. Develop and recommend to the Board responses to any shareholder proposals.

B. With respect to Board membership and nominees:

1. Develop and recommend to the Board for approval criteria and policies relating to the consideration and selection of members of the Board.

2. In consultation with the Chairman of the Board (the "***COB***")**,** 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.

3. 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***").

4. After review with the COB and CEO, distribute the list of prospective Board members, and their qualifications, to the Board for review and discussion.

5. Based on Board comments and Committee evaluation, select those individuals to be interviewed by COB, the Chair of the Committee, Committee members and the CEO.

6. Based upon those interviews, recommend, in conjunction with the COB, the qualified candidate(s) to the Board for designation by the Board or election by the stockholders of the Company to fill open vacancies.

7. 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.

8. Review candidates for the Board recommended by shareholders in accordance with the procedures set forth in the Company's bylaws.

9. Make recommendations to the Board regarding tenure and classifications of directors,

consistent with the Certificate of Incorporation and bylaws of the Company.

10. Consider, in accordance with the Company's Corporate Governance Guidelines, any resignation submitted by a director.

11. Consider, in accordance with the Company's Corporate Governance Guidelines, any request of a director to serve on another public company board.

12. Oversee the development and administration, as appropriate, of continuing education policies and programs to assist directors in developing and maintaining skills necessary or appropriate for the performance of their responsibilities.

13. Oversee, together with the CEO, an orientation program for newly elected directors.

C. With respect to committee membership:

1. 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.

2. Recommend individual directors for designation as chairs of Board committees.

D. With respect to evaluation of the Board and the committees:

1. In consultation with the COB, facilitate an 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.

2. The Committee will monitor director performance and, when necessary, request that low- performance directors refrain from standing for reelection.

E. With respect to other Committee duties and responsibilities:

1. 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.

2. 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.

3. 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.

4. The Committee shall review from time to time the terms and conditions of the insurance policies and indemnification arrangements applicable to the Company's directors and officers and recommend any changes thereto to the Board.

5. 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.

6. 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.

7. 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.

8. 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.

9. The Committee will maintain minutes of all meetings and regularly report to the Board on significant activities specified by this Charter.

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.