



DIRECTOR RESIGNATION POLICY

BOARD APPROVED DATE December 11, 2023



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Introduction

Purpose

This Director Resignation Policy (this “Policy”) of Veritex Holdings, Inc. (the “Company”) has been adopted by the Board of Directors of the Company (the “Board” and each member of the Board, a “Director”) and shall be included as a part of the Corporate Governance and Nominating Committee Charter (the “Governance Committee Charter”).

Scope

This Policy applies to any annual or special meeting of the shareholders of the Company at which an election of Directors is to be held if number of director nominees is less than or equal to the number of Board seats being filled (an “Uncontested Director Election”). All other elections of Directors shall be governed by the applicable provisions of the Restated Certificate of Formation of the Company, as amended from time to time, and the Third Amended and Restated Bylaws of Veritex Holdings, Inc., as amended from time to time, without giving effect to this Policy.

Governance

Role	Employee Title or Committee
Policy Author	Baker Botts LLP
Policy Owner	SEVP Chief Risk Officer
Executive Owner	SEVP Chief Risk Officer
Board/Committee Approval	Corporate Governance & Nominating Committee

Related Documents

Appendices	Policies and Procedures	Authoritative Sources
• N/A		

Responsible Parties

The Chief Risk Officer will designate one or more members of the Risk Department to be responsible for overseeing compliance with this Policy and recommending additional standards for this Policy as deemed necessary.

Definitions

N/A



Policy Statement

1. Resignation

By accepting a nomination for election or re-election as a Director of the Company or an appointment as a Director to fill a vacancy or new directorship, each individual so nominated or appointed agrees that if, in an Uncontested Director Election, he or she receives a greater number of votes “withheld” than votes “for” his or her election (a “Majority Withhold Vote”), he or she (the “Resigning Director”) will, promptly (and in no event later than ten days) after the certification of the shareholder vote, tender his or her resignation in writing to the Board for consideration by the Corporate Governance and Nominating Committee of the Board (the “Committee”) or, if applicable, an ad hoc committee of the Board or the Board itself (as provided in paragraph 3 of this Policy).

2. Consideration And Action With Respect To Resignation

The Committee will meet to consider the tendered resignation of any Resigning Director and, within 90 days following the date of the applicable Majority Withhold Vote, will make a recommendation to the Board concerning the acceptance or rejection of such resignation. In determining its recommendation to the Board, the Committee will consider all factors deemed relevant by the members of the Committee, including, but not limited to, (i) the reasons expressed by shareholders who cast “withhold” votes as to why they did not vote “for” the election of the Resigning Director, (ii) the expected effects on the Company of the possible acceptance of the resignation of the Resigning Director, including, for example, the effect on the ability of the Company to comply with the applicable director qualifications and other similar requirements of the Securities and Exchange Commission (“SEC”) and the Nasdaq Stock Market, LLC (“Nasdaq”) and (iii) any other factors bearing on whether the acceptance or rejection of the resignation of such Director would be in the best interests of the Company and its shareholders.

The Committee will also consider a range of possible actions that may be taken in response to the Director’s tendered resignation, including, without limitation, (i) acceptance or rejection of the resignation and (ii) specific actions to address and cure the underlying reasons for the Majority Withhold Vote.

If, after any Uncontested Director Election, a majority of the members of the Committee are required to tender their resignation pursuant to this Policy, then, provided there are at least two Directors whom the Board has determined to be “independent” pursuant to the listing standards of Nasdaq and who are not required to tender their resignations in connection with the same Uncontested Director Election (the “Non-Resigning Independent Directors”), the Board will establish an ad hoc committee comprised of Non-Resigning Independent Directors, and such committee will assume the role of the Committee with respect to considering the tendered resignations and any actions that may be taken with respect thereto. On the other hand, if there are not at least two Non-Resigning Independent Directors on the Board in connection with an Uncontested Director Election, then the Board itself will consider the tendered resignations without the prior recommendation of the Committee.

The Board will take formal action with respect to the recommendation made by the Committee within a reasonable period of time following the date of the such recommendation. In considering such recommendation and the formal action to be taken in response thereto, the Board will consider the information, factors, and alternatives considered by the Committee and such additional information, factors, and alternatives as the Board deems relevant.

No Director who, in accordance with this policy, is required to tender his or her resignation shall participate in the deliberations or recommendation of the Committee or in the deliberations or determination of the Board with respect to accepting or rejecting his or her resignation as a Director. Any such Director may, however, otherwise continue to serve as a Director during this period.

3. Public Disclosure

The Company, within four business days after the Board takes formal action with respect to the recommendation made by the Committee (or on the recommendation of an ad hoc committee or on the Board’s own initiative), will publicly disclose, in a Form 8-K filed with the SEC, the decision by the Board as to whether to accept or reject the resignation, together with a brief statement of the reasons for taking such action.



4. Training Requirements

N/A

5. Compliance

N/A