

**Veritex Holdings, Inc.**  
**Corporate Governance Guidelines**  
**Effective as of October 8, 2014**

## **Introduction**

The Board of Directors (the “Board”) of Veritex Holdings, Inc. [“the Company”] and its sole subsidiary, Veritex Community Bank, [“the Bank”] has adopted the following Corporate Governance Guidelines (the “Guidelines”) to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the company and its stockholders. The Guidelines are intended to be applied in a manner consistent with applicable laws and regulations, with listing standards of the Nasdaq Stock Market, LLC (“NASDAQ”), rules of the Securities and Exchange Commission (“SEC”) and the Company’s certificate of incorporation and by-laws, each as amended. The Guidelines are a flexible framework for the conduct of the Board’s business and are not intended as a set of legally binding obligations. The Board may interpret, modify or make exceptions to the Guidelines from time to time in its sole discretion and consistent with its duties and responsibilities to the company and its stockholders.

## **Role of the Board of Directors**

The company’s directors, in their role of overseeing the sound management of the company, have the responsibility to exercise their business judgment in what they believe to be in the best interests of the company and the stockholders, taking into account the interests of the employees, the customers and the community at large, and in so doing enhancing the long-term value of the company.

## **Board Responsibilities and Functions**

The Board holds monthly meetings during which the Board and management participate in discussions of a broad array of issues, including the company’s performance, strategic plans and objectives. The Board, including through its committees, also attends to specific functions, including:

- overseeing the business and financial strategies of the company;
- acting in the best interests of all stockholders;
- promoting honest and ethical conduct and sound corporate governance, full, fair and timely public disclosure and avoidance of conflicts of interest;
- developing and maintaining a sound understanding of the company’s business and the banking industry;
- approving the financial statements and related reports and policies for compliance with law;
- evaluating the performance of the Chief Executive Officer (“CEO”);
- providing advice on the selection of senior management and overseeing management development; and
- managing succession of the CEO in the event of death, disability or resignation.

## **Director Qualifications and Selection Process**

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board the requisite skills and characteristics of new Board members, as well as the composition and size of the Board as a whole. The maximum size of the holding company and bank Boards are governed by the By-laws of the company. This number is 9 and 12 respectively. This assessment will include members' qualification as independent, as well as consideration of experience, knowledge, skills and expertise in the context of the needs of the Board. Nominees for directorship will be recommended to the Board by the Corporate Governance and Nominating Committee which will consider recommendations for nominees submitted by stockholders and addressed to the Chairman of the Corporate Governance and Nominating Committee, c/o the Chief Executive Officer, Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225; provided that the nomination includes a complete description of the nominee's qualifications, experience and background, together with a statement signed by each nominee in which he or she consents to act as a board member if elected. The Board may appoint directors to fill newly created directorships resulting from an increase in the size of the Board or vacancies resulting from death, resignation or removal of a director.

Directors are requested to advise the chair of the Corporate Governance and Nominating Committee in advance of accepting any invitation to serve on another public company board and to provide sufficient opportunity and information to determine if the director who proposes to accept a new directorship remains independent under the Guidelines. Service on boards and/or committees of other organizations shall comply with the company's conflict of interest policies.

The Board has not established term limits. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have been able to develop, over a period of time, increasing insight into the company and its operations and, therefore, provide an increasing contribution to the Board as a whole.

## **Director Independence**

The Board will have a majority of directors who meet the criteria for independence required by the NASDAQ Stock Market corporate governance standards. To be considered independent, the Board must determine, after review and recommendation by the Corporate Governance and Nominating Committee, that the director has no direct or indirect material relationship with the Company.

The following commercial relationships will not be considered to be a material relationship that would impair a director's independence: lending relationships, deposit relationships or other banking relationships (such as depository, transfer, registrar, indenture trustee, trusts and estates, private banking, investment management, custodial, securities brokerage, cash management and similar services) between the bank and a company with which the director or such director's immediate family member is affiliated by reason of being a director, employee, consultant, executive officer, general partner or an equity holder thereof, provided that: (i) such relationships

are in the ordinary course of the company's business and are on substantially the same terms as those prevailing at the time for comparable transactions with non-affiliated persons; and (ii) with respect to a loan by the bank to such company or its subsidiaries, such loan has been made in compliance with applicable law, including Regulation O of the Board of Governors of the Federal Reserve and Section 13(k) of the Securities Exchange Act of 1934, such loan did not involve more than the normal risk of collectability or present other unfavorable features, and no event of default has occurred under the loan.

For relationships not covered by the above guidelines (either because they involve a different type of relationship or a different dollar amount), the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the directors who satisfy the independence guidelines set forth above. The company will explain in the next proxy statement the basis for any Board determination that a relationship was immaterial despite the fact that it did not meet the categorical guidelines of immateriality set forth above.

### **Director Participation**

Each Board member is free to suggest the inclusion of items on a meeting agenda and to identify at any Board meeting subjects that are not on the agenda for that meeting. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed to the directors before the meeting. Board members are expected to dedicate the time and resources sufficient to ensure the diligent performance of their duties, including advance review of meeting materials for each Board or committee meeting attended and attending all Board meetings and committee meetings of which the individual is a member except when prevented by good cause.

### **Executive Sessions of Independent Directors**

Independent Directors must have regularly scheduled meetings at which only Independent Directors are present. These sessions are required at least two times a year or more frequently as needed. .

The Chairman of the Board is authorized to call meetings of independent directors and shall have the authority from time to time to designate an independent Board member to act on behalf of the Chairman if absent from the meeting or otherwise unable to perform his or her responsibilities.

### **Board Committees**

The Board will have at all times an Audit Committee, Compensation Committee and a Corporate Governance and Nominating Committee. All of the members of these committees will be independent directors of the Board and independent under any criteria also applicable to the relevant Board committee, in each case as established by the SEC, NASDAQ and any applicable laws and regulations. From time to time Committee members will be appointed by the Board

upon recommendation of the Corporate Governance and Nominating Committee with consideration of the desires of individual directors.

Each of the committees named above will have its own charter. The charters will set forth the purposes and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board.

The Board may, from time to time, establish or maintain additional committees, as it deems necessary or appropriate.

### **Director Access to Officers and Employees; Funding**

Directors have full and free access to officers and employees of the company. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or the Chief Financial Officer (“CFO”) or directly by the director. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the company and will, if appropriate, copy the CEO or the CFO on any written communications between a director and an officer or employee of the company.

The Board welcomes attendance at each Board meeting, other than during an executive session, of senior management as may be invited by the CEO of the company.

The Board and each committee, whether or not specifically provided by charter or by the Board, has the power to independently retain outside legal, financial, accounting (consistent with any applicable audit committee policies) or other advisors as they may deem necessary, without consulting or obtaining the approval of any officer of the company in advance. The company will provide appropriate funding, as determined by the Board or applicable committee, for the payment of (i) compensation of any such outside advisors, and (ii) ordinary administrative expenses of the Board and its committees necessary or appropriate in carrying out its duties.

### **Director Compensation**

The form and amount of director compensation will be recommended to the Board by the Compensation and Benefits Committee in accordance with the policies and principles set forth in its charter. The Corporate Governance and Nominating Committee will consider that directors’ independence may be jeopardized if director compensation exceeds customary levels as well as when the company makes substantial charitable contributions to organizations with which a director is affiliated or enters into contracts with or provides other indirect forms of compensation to a director.

### **Communication with the Board of Directors**

Stockholders and interested parties who wish to contact the Board of Directors or Chairman of the Board should address correspondence to: C. Malcolm Holland, Chairman of the Board/CEO,

Veritex Community Bank, 8214 Westchester Drive, Suite 400, Dallas, Texas 75225. The CEO will review and forward correspondence to the appropriate person or persons for response.

### **Communication to the Public**

The Board believes that management speaks for the company. Inquiries from institutional investors, the press and others should be referred to the CEO or other officer designated by the CEO to represent the Company in these situations.

### **Director Orientation and Continuing Education**

All directors are required to participate in training sessions as required by law or regulation or as deemed important by the Chairman to facilitate their contributions to the Company.

### **Annual Performance Evaluation**

The Board of Directors will conduct an annual self-evaluation to assess whether it and its committees are functioning effectively. The Corporate Governance and Nominating Committee will receive comments from all directors, and will report annually to the Board with an assessment of the Board's performance. This report will be discussed with the full Board following the end of each fiscal year. The assessment will focus on the Board's contribution to the company, and specifically focus on areas in which the Board believes that the Board or committees could improve.

### **Policy Regarding Stockholder Ratification of Registered Public Accounting Firm**

The company will submit the Audit Committee's selection of a registered public accounting firm for stockholder ratification at each year's annual meeting.