

**VERITEX HOLDINGS, INC.**  
**Compensation Adjustment and Recovery Policy**  
*(As adopted April 14, 2022)*

This Compensation Adjustment and Recovery Policy (this “*Policy*”) applies to misconduct of the Company’s officers occurring on and after April 14, 2022 that causes a subsequent restatement of the financial statements of Veritex Holdings, Inc. (the “*Company*”). If the Board of Directors of the Company (the “*Board*”) (or an appropriate committee or committees of the Board, as may be designated by the Board) learns of any misconduct by an officer of the Company or one of its subsidiaries that contributed to the Company’s having to restate its financial statements, it shall take, or direct the Company to take, such action as it deems reasonably necessary to remedy the misconduct, prevent its recurrence and, if appropriate, based on all relevant facts and circumstances, take remedial action against the wrongdoer. In determining whether remedial action is appropriate, the Board shall take into account such factors as it deems relevant, including whether the misconduct reflected negligence, recklessness or intentional wrongdoing. Remedial action may include dismissal and initiating legal action against the officer.

The Board will, to the full extent permitted by governing law, in all appropriate cases, direct the Company to seek reimbursement of any bonus or incentive compensation awarded to an officer, or effect the cancellation of unvested, restricted or deferred equity awards previously granted to an officer, if:

- (1) the Company’s financial statements are required to be restated as a result of material non-compliance with any financial reporting requirements under the federal securities laws (other than a restatement due to a change in financial accounting rules);
- (2) as a result of such restatement, a performance measure or specified performance target which was a material factor in determining the amount of bonus, incentive or equity compensation previously earned by an officer is restated; and
- (3) the Board (or Board committee) determines that the officer’s misconduct was a material factor causing the restatement and, in its discretion, that a lower amount of bonus, incentive or equity compensation would have been paid to such officer based upon the restated financial results such that the officer received an excess amount of compensation as a result of the restatement.

In determining what action to take or to require the Company to take, the Board may consider, among other things, penalties or punishments imposed by third parties, such as law enforcement agencies, regulators or other authorities, the impact upon the Company in any related proceeding or investigation of taking remedial action against an officer, and the cost and likely outcome of taking remedial action. The Board’s power to determine the appropriate remedial action is in addition to, and not in replacement of, remedies imposed by such authorities.

Without by implication limiting the foregoing, following a restatement of the Company’s financial statements, the Company also shall be entitled to recover any compensation received by the Chief Executive Officer and Chief Financial Officer that is required to be recovered by Section 304 of the Sarbanes-Oxley Act of 2002.

The determination of the Board (or Board committee) need not be uniform with respect to one or more officers.

This Policy shall apply to any bonus, incentive or equity compensation paid or granted to an officer (while such individual is an officer) on or after April 26, 2022 that was also granted during the three-year period preceding the date on which the Company discloses on Form 8-K or via other publicly filed disclosure that it is required to restate its financial statements.

In addition to the situation(s) described above, the Company will include clawback language in each of the Company's incentive compensation plans such that each participant who receives an incentive payment under those plans understands and agrees that all or any portion of such incentive payment may be subject to recovery by the Company, and the participant may be required to repay all or any portion of such incentive payment, if, either in the year such incentive payment is paid, or within the three year period thereafter: (i) the Company is required to prepare an accounting restatement due to any financial reporting requirement under applicable securities laws, (ii) such incentive payment is determined to be based on materially inaccurate financial and/or performance information (which includes, but is not limited to, statements of earnings, revenues or gains); (iii) the Board determines that the participant took unnecessary and excessive risks that threatened the value of the Company in order to achieve the performance that on which the incentive payment is based; or (iv) repayment of such incentive payment is required by applicable federal or state securities and/or banking laws, including, without limitation, Section 954 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010. The Company may take into account what the incentive payment would have been using corrected financial and performance information as it deems appropriate in its sole and absolute discretion. Any incentive payment made under these plans shall also be subject to recovery and recoupment in accordance with this, and other clawback policies or procedures as may be adopted or changed by the Company from time to time. This Policy shall apply and govern, notwithstanding any contrary or supplemental term or condition in any document, plan or agreement including without limitation any employment contract, indemnification agreement, equity agreement, or equity plan document.

This Policy may be amended from time to time in the discretion of the Board (or Board committee).