

## **Veritex Holdings, Inc.**

### **Corporate Governance and Nominating Committee Charter Effective October 8, 2014**

#### **I. Committee Membership**

Except as provided below, the Corporate Governance and Nominations Committee (the "Committee") of the Board of Directors (the "Board") of Veritex Holdings, Inc. (the "Company"), shall consist solely of "independent directors," *i.e.*, those directors who neither are officers or employees of the Company or its subsidiaries nor have a relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director, and who are otherwise "independent" under the listing standards of The Nasdaq Stock Market, LLC ("NASDAQ"), rules of the Securities and Exchange Commission ("SEC"), or under applicable laws and regulations.

The initial members of the Committee shall be appointed by the Board. Any vacancies on the Committee shall be appointed by the Board based on nominations by the Committee. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine. No member of the Committee shall be removed except by majority vote of the Board.

#### **II. Committee Purpose and Responsibilities**

The Committee shall have the purposes and responsibilities as follows:

1. The Committee shall make recommendations to the Board from time to time as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof within the constraints of the certificate of formation and bylaws of the Company.
2. The Committee shall identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and the Committee shall select, or recommend to the Board, the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. In the case of a vacancy in the office of a director (including a vacancy created by an increase in the size of the Board), the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In selecting or recommending candidates, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. The Committee shall consider all candidates recommended by the Company's shareholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by management, but is not required to do so.
3. The Committee shall develop and recommend to the Board standards to be applied in

making determinations as to the absence of material relationships between the Company and a director.

4. The Committee shall identify Board members qualified to fill vacancies on any committee of the Board and shall recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the criteria approved by the Board, which are set forth in the Company's Corporate Governance Guidelines, and the factors set forth in the charter of such committee, if any, as well as any other factors it deems appropriate, including, without limitation, the consistency of a candidate's experience with the goals of the committee.
5. The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board and management.
6. The Committee shall develop and shall recommend to the Board a set of corporate governance guidelines applicable to the Company, and shall review those guidelines from time to time as the Committee deems appropriate.
7. The Committee shall assist management in the preparation of the disclosure in the Company's annual proxy statement regarding director independence and the operations of the Committee.
8. The Committee shall report to the Board not less than once per year.
9. The Committee shall perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.

### **III. Committee Structure and Operations**

The initial chairperson of the Committee shall be designated by the Board, provided that if the Board does not designate an initial chairperson, the members of the Committee, by a majority vote, may designate a chairperson. Thereafter, the Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote on any issue, the matter shall be decided by a majority vote of the Board.

The Committee shall meet at least once a year and perhaps more frequently, in conjunction with regularly scheduled meetings of the Board at regularly scheduled times and places determined by the Committee chairperson, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee or its chairperson.

Members of the Committee, as well as any invited guests, may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear one another.

### **IV. Delegation to Subcommittee**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

**V. Resources and Authority of the Committee**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

**VI. Conflict with Board Resolutions or Directives**

In the event of an inconsistency or conflict between this Charter and any Board resolution, directive or action relating to this Committee, then such Board resolution, directive or action shall take precedence and govern.

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While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.