



VERITEX[®]

COMMUNITY BANK

VHI Corporate Governance and Nominating Committee Charter

RISK DEPARTMENT

BOARD APPROVED: 4/25/2023

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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 directors of the Board (each a "Director") who are "independent" Directors under the listing standards of The Nasdaq Stock Market, LLC ("Nasdaq") or under applicable laws and regulations.

The Board shall appoint the members of the Committee. Any vacancies on the Committee shall be filled by appointment of the Board based on nominations by the Committee. Members of the Committee 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 from the Committee, except by majority vote of the Board or in connection with such member no longer being a Director.

COMMITTEE PURPOSE AND RESPONSIBILITIES

The Committee shall have the purposes and responsibilities as follows:

- The Committee shall, from time to time, make recommendations to the Board as to changes that the Committee believes to be desirable to the size of the Board or any committee thereof (within the constraints of (a) the certificate of formation and bylaws of the Company, (b) the listing standards of Nasdaq, (c) the rules and regulations of the SEC and (d) other applicable laws, rules and regulations), including recommending any measures so that the Board reflects the appropriate balance of knowledge, experience, skill, expertise and diversity required, necessary or advisable for the Board (as a whole) and contains at least the minimum number of independent directors required by Nasdaq.
- The Committee shall (a) identify, recruit and interview as part of recruiting individuals believed to be qualified to become a Director, consistent with criteria approved by the Board, and (b) recommend to the Board the nominees to stand for election as a Director at the annual meeting of shareholders of the Company (the "Shareholders") or, if applicable, a special meeting of the Shareholders, which includes reviewing the suitability for continued service as a Director when his or her term expires and when he or she has a change in status, including, but not limited to, an employment change. 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 the Shareholders. In selecting or recommending Director 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, personal and professional integrity, character, time availability considering other commitments, dedication, conflicts of interest 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 Shareholders in accordance with the procedures set forth in the Company's annual proxy statement. The Committee may consider candidates proposed by the Company's management but is not required to do so.
- 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.

- The Committee shall (a) identify Director(s) qualified to fill vacancies on any committee of the Board and (b) recommend that the Board appoint the identified Director(s) to the respective committee. In nominating a Director 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.
- The Committee shall evaluate and, when necessary, appropriate, or desirable, recommend to the Board that the Board establish any special committees from time to time to address ethical, legal, regulatory, or other matters that may arise. The Committee's power to make such a recommendation hereunder shall be without prejudice to the right of the Board, any other committee of the Board, or any Director, to make such a recommendation at any time.
- The Committee shall annually review Board committee assignments and the policy with respect to the rotation of committee memberships and/or chairpersonships, and to report any recommendations to the Board.
- The Committee shall establish procedures for the Committee to exercise oversight of the evaluation of the Board, the other committees of the Board and the Company's management.
- The Committee shall review the Company's Corporate Governance Guidelines from time to time as the Committee deems appropriate.
- The Committee shall assist the Company's management in the preparation of the disclosure for the Company's annual proxy statement regarding director independence and the operations of the Committee.
- The Committee shall report to the Board on a regular basis.
- 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.

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 of the Committee. Thereafter, the Committee shall designate one member of the Committee as its chairperson. In the event of a tie vote of the Committee on any issue, the matter shall be decided by a majority vote of the Board.

The Committee shall meet as frequently as it deems necessary, appropriate or desirable to fulfill its responsibilities, but not less than twice a year, at regularly scheduled meetings of the Board and such other times and places determined by the Committee chairperson, with further actions to be taken by unanimous written consent, when deemed necessary, appropriate 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 remote access, including by conference or video call or similar communications, so long as all persons participating in the meeting can hear one another.

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.

EVALUATION OF THE COMMITTEE

The Committee shall annually evaluate its performance. In conducting this review, the Committee shall evaluate whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as the Committee deems necessary, desirable, or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including, but not limited to, (i) the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, (ii) the manner in which such matters were discussed or debated and (iii) whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner.

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 advisors or counsel or other experts or consultants, as it deems necessary, appropriate, or desirable, without seeking approval of the Board or the Company's management. With respect to consultants or search firms used to identify director candidates, this authority shall be vested solely in the Committee.

CONFLICT WITH BOARD RESOLUTIONS OR DIRECTIVES

In the event of an inconsistency or conflict between this Charter and (a) any Board resolution, directive or action relating to this Committee or (b) the certificate of formation or bylaws of the Company, then such Board resolution, directive or action or certificate of formation or bylaw shall take precedence, control, 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, obligation or liability of members of the Committee, except to the extent otherwise provided under applicable United States federal or state law.

REVISION LOG

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