

**TEXAS CAPITAL BANCSHARES, INC.
TEXAS CAPITAL BANK, N.A.**

**AMENDED AND RESTATED CHARTER OF THE GOVERNANCE AND
NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS**

The Governance and Nominating Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Texas Capital Bancshares, Inc. (the “Company”) to assist the Board in fulfilling its responsibilities. The Committee also functions as the Board Governance Committee of the Board of Directors of Texas Capital Bank, National Association (the “Bank”). References to the Company in this Charter include the Bank and all other direct and indirect subsidiaries of the Company and references to the Board also include the board of directors of the Bank.

General Duties, Responsibilities and Authority

The Committee’s primary duties and responsibilities are to oversee the corporate governance policies for the Company and to identify, screen, recruit, and nominate director candidates to the Board. The Committee also nominates directors for membership to committees of the Board.

The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities. The Committee has the ability to retain, at the Company’s expense, such special legal, accounting, and other consultants and experts as it deems necessary in the performance of its duties and may incur on behalf of the Company such ordinary administrative expenses as it deems necessary in carrying out its duties. In addition, the Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm’s fees and other retention terms, which fees shall be borne by the Company.

Composition and Meetings

The Committee shall be composed of three or more directors, as determined by the Board, none of whom shall be executive officers or employees of the Company, and all of whom shall satisfy the independence requirements of applicable law and of any listing standards or other requirements pertaining to corporate governance of any registered securities exchange or other inter-dealer quotation system on which the securities of the Company are traded or listed at the request of the Company.

The Board, considering the recommendation of the Committee, shall appoint the Committee’s members and Chair. If the Committee’s Chair is not designated or present, the members of the Committee may designate a Chair by majority vote of the Committee membership. The members shall serve until their rotation, resignation, retirement, or removal by the Board. No member of the Committee shall be removed except by majority vote of the independent directors of the Board, after considering the recommendation of the Committee.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee may form subcommittees for any purpose that the Committee deems

appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members and that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee or the Board as a whole.

The Committee may request that any directors, officers, or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee shall regularly report on its meetings to the Board.

Specific Responsibilities and Duties

1. Corporate Governance Matters.

- The Committee will review and recommend to the Board for approval, policies to enhance the Board's effectiveness, including policies with respect to the distribution of information to Board members, the size and composition of the Board, and the frequency and structure of Board meetings.
- The Committee will review and reassess at least annually the Corporate Governance Guidelines of the Company to determine whether they are appropriate for the Company and comply with applicable laws, regulations, and listing standards, and recommend any proposed changes to the Board for approval.
- The Committee will review and reassess at least annually the Code of Conduct and Ethics for directors, officers (including the principal executive officer and the senior financial officers), and employees. The Committee will consider any requests for waiver of any provision of such Code and initiate or review any required disclosures with respect to any waiver or any amendment of such Code.
- Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

2. Board Membership and Nominees.

- The Committee will assess the backgrounds needed to help strengthen and balance the Board and nominate candidates to fill vacancies accordingly.
- The Committee will recommend to the Board the slate of nominees of directors to be elected or re-elected by the shareholders and any directors to be elected by the Board to fill vacancies. Such recommendations should include a review by the Committee of the performance and contribution of fellow directors as well as the qualifications of proposed new directors.

- The Committee will make recommendations to the Board regarding tenure and classifications of directors, consistent with the Certificate of Incorporation and bylaws of the Company.
3. Committee Membership.
- The Committee will recommend to the Board directors for membership on the various Board committees. Such recommendations should consider the qualifications for membership on each committee, the extent to which there should be a policy of periodic rotation of directors among the committees, and any limitations on the number of consecutive years a director should serve on any one Board committee.
 - The Committee will recommend individual directors for designation as chairs of Board committees.
4. Evaluation of the Board.
- The Committee will conduct performance evaluations of the Board and the directors.
 - The Committee will review and approve the compensation of directors and recommend director compensation plans to the Board for approval.
 - The Committee will monitor director performance and, when necessary, request that low-performance directors refrain from standing for reelection.
 - The Committee will review board composition and organization and recommend any desirable changes to the Board.
5. Other Responsibilities and Duties.
- The Committee will review the purposes and duties of Board committees, the composition of those committees, and their charters and report on such matters to the Board.
 - The Committee will, at least annually, review and assess the adequacy of this Charter and submit it to the Board for approval with any recommended changes.
 - The Committee will perform any other activities consistent with this Charter, the Company's Certificate of Incorporation and bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.
 - The Committee will review and evaluate the performance of the Committee and the independence of its members at least annually.
 - The Committee will maintain minutes of meetings and periodically report to the Board on significant activities specified by this Charter.

Consistency with Articles of Incorporation and Bylaws

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Certificate of Incorporation or bylaws of the Company, the Certificate of Incorporation or bylaws, as appropriate, shall fully control.

Amendment

This Charter may be amended or altered at any meeting of the Board by affirmative vote of the Board.