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VERITEX[®]
COMMUNITY BANK

Corporate Governance Guidelines

RISK DEPARTMENT

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INTRODUCTION

These Corporate Governance Guidelines (these “Guidelines”) have been adopted by the Boards of Directors (the “Boards”) of Veritex Holdings, Inc. (the “Company”) and its subsidiary, Veritex Community Bank (the “Bank”). These Guidelines use the term “Organization” to refer collectively to the Company and its subsidiaries, including the Bank.

The purpose of these Guidelines is to assist the members of the Boards (each, a “Director”) in the exercise of their duties, obligations, and responsibilities as a Director within the Organization. These Guidelines are to be applied in a manner consistent with (i) applicable laws, rules and regulations, (ii) the listing standards of the Nasdaq Stock Market, LLC (“Nasdaq”), (iii) the rules and regulations of the Securities and Exchange Commission (“SEC”) and (iv) the Organization’s organizing document and bylaws, each as amended.

These 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 these Guidelines from time to time in its sole discretion and consistent with its duties and responsibilities.

FUNDAMENTAL DUTIES OF THE BOARD OF DIRECTORS

The Board is responsible for overseeing the safe and sound conduct of the Organization. Directors have a duty to act with candor in the best interests of the Organization and the Company’s shareholders (the “Shareholders”). Directors also have a duty to exercise their business judgment as prudent and diligence businesspersons. Directors should:

- Maintain and exercise independent judgment.
- Keep informed of the activities and condition of the Organization and the environment in which it operates.
- Ensure that the day-to-day operations of the Organization are in the hands of qualified management.
- Supervise management by adopting policies, monitoring their implementation, providing for independent review, and heeding the reports from the Organization’s regulators; and
- Avoiding preferential transactions involving insiders or their related interests.¹

KEY RESPONSIBILITIES AND FUNCTIONS OF THE BOARD

The Bank Board shall meet as necessary, and at a minimum, eight (8) times per year, and the Company Board, shall meet a minimum of four (4) times per year, during which the Board's and Company management shall participate in discussions on a broad array of issues, including the Organization's performance, recent developments, strategic plans, and objectives. The Board, including through its committees, also attends to specific functions, including:

- Establishing the level of risk that the Organization should take.
- Approving the organization's overall business strategies and significant policies.
- Overseeing the business and financial strategies of the Organization.
- Acting in the best interests of all Shareholders.
- Promoting honest, lawful, 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 Organization's business and operations and the banking industry.
- Approving the financial statements and related reports and policies for compliance with applicable laws, rules, and regulations.
- Overseeing that the Organization has an effective and independent internal audit function.
- Considering and responding to any feedback or concerns identified by the Organization's regulators.
- Selecting competent senior management, providing proper incentives for them to operate the Organization in a safe and sound manner, evaluating the performance of the Chief Executive Officer (the "CEO") and senior management, and overseeing management development; and

BANK REGULATORY OVERLAY

The Company is a bank holding company regulated and supervised by the Board of Governors of the Federal Reserve System (the "FRB"). The Bank is a Texas state member bank regulated and supervised by the Texas Department of Banking and the FRB. The bank regulatory regime imposes additional considerations for Directors, which are not covered in full in these Guidelines.

A key objective of the bank regulatory regime is to ensure the safety and soundness of the Bank, including through the Company's obligation to serve as a "source of strength" for the Bank and regulations governing relationships between the Bank and its affiliates. Because the Company is the sole shareholder of the Bank, it is entirely appropriate for Directors of the Bank, when exercising their business judgment, to take into account the interests of the Company and the Shareholders. However, Directors of the Bank should be mindful of circumstances where the interests of the Company and the Bank may diverge in a manner that adversely affects the safety and soundness of the Bank.

DIRECTOR QUALIFICATIONS AND SELECTION PROCESS

The Corporate Governance and Nominating Committee is responsible for reviewing with the Board the requisite skills and characteristics of Board members, as well as the composition and size of the Board as a whole. The maximum size of the Boards of Directors of the Organization are governed by the Organization's bylaws. This review will include, among other things, a current or prospective Board members' qualification as independent (in accordance with applicable listing requirements of Nasdaq), as well as consideration of judgment, skill, diversity, experience with businesses and other organizations of comparable size, personal and professional integrity, character, time availability in light of other commitments, dedication, conflicts of interest and, with respect to prospective members, the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.² The Board should collectively have a balance of skills, knowledge, and experience to clearly understand the activities and risks to which the Organization is exposed. Nominees for directorship will be recommended to the Board by the Corporate Governance and Nominating Committee. The Company's Corporate Governance and Nominating Committee will consider recommendations for nominees submitted by Shareholders 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 recommendation includes a complete description of such recommended individual's qualifications, experience and background, together with a statement signed by such recommended individual 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 chairperson of the Corporate Governance and Nominating Committee in advance of (a) accepting any invitation to serve on another public company board of directors (or similar governance body) or any committee thereof³ and (b) any change in such Director's principal occupation or business association (including retirement) and, in each case, to provide sufficient opportunity and information to such chairperson so he or she may determine if the Director remains or will be independent under these Guidelines following such acceptance or change. Service on boards of directors (or similar governance body) and/or committees of other organizations shall comply with the Organization's conflict of interest policies. Without prior approval of the committee, it is recommended that board members serve on a maximum of four (4) public company boards.

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 institutional knowledge and been able to develop, over a period of time, enhanced insight into the Organization and its businesses and operations and, therefore, provide an enhanced contribution to the Board as a whole. [Accordingly, the Board's goal is to have a mix of tenured Directors on the Board.]

DIRECTOR INDEPENDENCE

The Company's Board will have a majority of directors who meet the criteria for independence required by applicable Nasdaq listing requirements. To be considered independent, the Board must determine, after review and recommendation by the Corporate Governance and Nominating Committee, that the prospective or current Director meets the independence standards of the Nasdaq listing requirements.

The following commercial relationships will not be considered to be a material relationship that would impair a prospective or current 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 such Director or such Director's immediate family member is affiliated by reason of being a director, manager, 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 (x) has been made in compliance with applicable laws, rules and regulations, including Regulation O of the FRB and Section 13(k) of the Securities Exchange Act of 1934, as amended, and (y) did not involve more than the normal risk of collectability or present other unfavorable features, and no event of default has occurred under such 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 shall be made by the Directors who satisfy the independence standards of the Nasdaq listing requirements. 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 Director is free to suggest the inclusion of items on a Board meeting agenda and to identify at any Board meeting subjects that are not on the agenda for that meeting. Information, documents, 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 a reasonable time in advance of the meeting, based on the circumstances. Directors are expected to dedicate the time, effort 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 (including by conference or video call or similar communications) all Board meetings and committee meetings of which the individual is a member, except when prevented by good cause.

EXECUTIVE SESSIONS OF INDEPENDENT DIRECTORS

As part of regularly scheduled meetings of the Company's Board, the independent Directors shall have periodic executive sessions at which only independent Directors are present. The Lead Independent Director will call executive sessions as needed and will run the sessions.

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 of the Board if he or she is 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, Enterprise Risk Committee, Executive 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, FDIC and any laws, rules and regulations, in each case, as applicable. From time to time members of these committees 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 such committee 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 Organization. Any meetings or contacts that a Director wishes to initiate may be arranged through the CEO or the Chief Financial Officer of the Company (the "CFO") or directly by the Director. The Directors will use their judgment to ensure that any such contact is not disruptive to the business, conduct or operations of the Organization and will, if appropriate, copy the CEO or the CFO on any written communications between a Director and an officer or employee of the Organization.

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

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, desirable or advisable, without consulting or obtaining the approval of any officer or employee of the Organization. The Organization

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, desirable or advisable 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 Organization makes substantial charitable contributions to organizations with which a Director is affiliated, has a relationship, enters into contracts with or receives other indirect forms of compensation from.

COMMUNICATION WITH THE COMPANY'S BOARD OF DIRECTORS

Shareholders and interested parties of the Company who wish to contact the Board 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 Organization. Inquiries from institutional investors, the press and other persons should be referred to the CEO or other officers designated by the CEO to represent the Organization in these situations.

DIRECTOR ORIENTATION AND CONTINUING EDUCATION

All Directors are required to participate in training sessions as required by applicable law, rule or regulation or as deemed important by the Chairman to facilitate their contributions to the Organization.

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 Organization, and specifically focus on areas in which the Board believes that the Board or its committees could improve.

POLICY REGARDING STOCKHOLDER RATIFICATION OF REGISTERED PUBLIC ACCOUNTING FIRM

The Company will submit the Audit Committee's selection of an independent registered public accounting firm for ratification of the Shareholders at each year's annual meeting of the Shareholders.
