



VERITEX<sup>®</sup>

COMMUNITY BANK

# CODE OF BUSINESS CONDUCT AND ETHICS

RISK AND HUMAN RESOURCES/TALENT

VHI BOARD APPROVED: OCTOBER 22, 2024



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# Introduction

## Purpose

Veritex Holdings, Inc., and its subsidiaries (collectively, the "Company") is committed to conducting its business in accordance with applicable laws, rules, regulations, the highest standards of business conduct, and with full and accurate financial disclosure in compliance with applicable law. This Code of Business Conduct and Ethics (the "Code") covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, directors, and officers of the Company. This Code will be provided and made available to all those to which it applies, including the Company's executives, officers, and all employees, as well as directors and third-party consultants and vendors doing business with the Company (referred to as "you"). This Code promotes:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents used to manage the Company's day to day business operations as well as information that is publicly reported by the Company to the SEC and/or other regulatory agencies.
- compliance with applicable laws and governmental rules and regulations;
- the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
- accountability for adherence to the Code.

You must conduct yourself accordingly and seek to avoid even the appearance of improper behavior inside and outside of the office. You should adhere to a high standard of business ethics and should be sensitive to situations that may give rise to actual as well as perceived conflicts of interest.

If an applicable law conflicts with a policy in this Code, you must comply with the applicable law. If you have any questions about these conflicts, you should ask your supervisor, another member of the management team, or the Chief Risk Officer how to handle the situation.

Those who violate the standards in this Code may be subject to disciplinary action, up to and including termination of employment.

*If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in the section titled "Reporting and Enforcement".*

## Scope

This policy applies to all employees, managers, officers, and directors of Veritex Community Bank and any subsidiaries thereof.

## Governance

Role	Employee or Committee
Policy Author	Compliance Director and HR/Talent Director
Policy Owner	Compliance Director and HR/Talent Director
Executive Owner	Chief Risk Officer and Chief HR/Talent Officer
Board/Committee Approval	Veritex Holdings, Inc. Board



## Related Documents

Appendices	Policies and Procedures	Authoritative Sources
<ul style="list-style-type: none"> <li>Attachment A: Potential Conflict of Interest Disclosure Form</li> <li>Attachment B: Waiver Request Form</li> </ul>	<ul style="list-style-type: none"> <li>Anti-Corruption Compliance Policy</li> <li>Employee Acceptable Use Policy</li> <li>Equal Employment Opportunity (EEO) Policy</li> <li>Non-Discrimination and Anti-Harassment Policy</li> <li>Insider Trading Policy</li> </ul>	<ul style="list-style-type: none"> <li>The Veritex Holdings, Inc. Board of Directors, and the Executive Leadership of Veritex Community Bank</li> </ul>

## Responsible Parties

This policy applies to all employees, managers, officers, and directors of Veritex Community Bank and any subsidiaries thereof.

## Definitions

None.

# Code of Business Conduct and Ethics Policy Statement

Veritex Community Bank has established the following definitions to ensure all responsible parties conduct the bank's business in accordance with applicable laws, rules, regulations, the highest standards of business conduct, and with full and accurate financial disclosure in compliance with applicable law. This Code of Business Conduct and Ethics (the "Code") covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, directors, and officers of the Company. This Code will be provided and made available to all those to which it applies, including the Company's executives, officers, and all employees, as well as directors and third-party consultants and vendors doing business with the Company (referred to as "you").

## 1. Compliance with Laws, Rules, and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. You must respect and obey the laws of the cities, states, and countries in which we operate. Although you are not expected to know every detail of these laws, it is important to know enough to determine when to seek advice from supervisors, managers, or other appropriate personnel.

If requested, the Company will hold information and training sessions to promote compliance with laws, rules and regulations, including insider-trading laws.

## 2. Conflicts of Interest

A "conflict of interest" exists when a person's private interest interferes, or appears to interfere, in any way with the interests of the Company. A conflict situation can arise when you take action or have interests that may make it difficult to perform your Company work objectively and effectively. Conflicts of interest may also arise when you, or members of your family, receive improper personal benefits as a result of your position with the Company. Loans to, or guarantees of obligations of, you and your family members may create real or perceived conflicts of interest.



It is almost always a conflict of interest for you to work simultaneously for a competitor, customer, or supplier. You are not allowed to work for a competitor as a consultant or board member. The best policy is to avoid any direct or indirect business connection with our customers, suppliers, or competitors, except on the Company's behalf and as appropriate to your role within the Company. Conflicts of interest are prohibited as a matter of Company policy, except under guidelines approved by the Board of Directors of Veritex Holdings, Inc. (the "Board of Directors"). Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Chief Risk Officer. Anyone who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager, the appropriate personnel, or the Chief Risk Officer.

The Company does not prohibit the hiring of family members or those in which you have a personal relationship. However, those personal or family relationships must be officially disclosed. It is important that these working relationships are reviewed to ensure no real or perceived conflicts of interest exist. The Company will ensure the reporting relationship is independent between the parties and that neither party can influence or approve the work or other terms or conditions of employment of the other. Each time a job change is made by either party, the working relationship must be reviewed again to ensure no real or perceived conflicts have been unintentionally created.

Before entering into a personal or business opportunity or working relationship that could potentially be viewed as a perceived or real conflict of interest, please submit the Potential Conflict of Interest Disclosure Form in Attachment A for executive review and approval.

### 3. Corporate Opportunities

You are prohibited from taking for yourself personal opportunities that are discovered through the use of Company property, information, or your position without the consent of the Board of Directors. You may not use Company property, information or your position for improper personal gain, and while employed by the Company, no employee may compete with the Company directly or indirectly. We each have a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### 4. Competition and Fair Dealing

The Company seeks to outperform the competition fairly and honestly. Stealing proprietary information, possessing trade secret information obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. You should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors, and employees. No employee, officer or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. Fair dealing should extend to relationships with third parties and in the selection of those third parties.

### 5. Gifts, Gratuities, and Entertainment

Federal and state laws [Bank Bribery Act (18 U.S.C. 215)] make it a crime for directors, officers and employees to solicit or accept anything of value from third parties in connection with, or in exchange for, any business or transaction of an insured financial institution. It is important that directors, officers, and employees avoid any appearance of potential bribery or improper influence by the Company's customers or potential customers, competitors, consultants, and vendors.

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided, or accepted by you, your family member, or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and otherwise complies with Veritex Holdings, Inc. Anti-Corruption Compliance Policy and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate. Please complete the Potential Conflict of Interest Disclosure Form in Attachment A for any matter that could be considered questionable and obtain pre-approval before accepting or giving the gift or participating in the event.



## 6. Payments to Government Personnel and Political/Charitable Contributions

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules.

You are subject to the Veritex Holdings, Inc. Anti-Corruption Compliance Policy. The terms of this policy provide additional guidance in this area. In addition, the Chief Risk Officer can provide you with assistance in this area.

The Company does not prohibit you from exercising your individual right to personally volunteer and participate in political and charitable activities of your choice. The following guidelines address political and charitable activities:

- Bank funds may not be used to make any contributions or payments to any government officials, candidates for political office or campaign committees. Individuals may make personal contributions to the political affiliation of their choice, but it should be clear that the contribution is not made on behalf of the bank.
- You must not give the impression that you speak on behalf of the bank on any political activity. The activity must clearly be on your own as an individual.
- All charitable contributions made by the bank are approved by the Executive Management team or their representative. You are free to make personal charitable contributions as long as it is clear that it was made on your own behalf and not the bank.

## 7. Safe and Inclusive Workplace

The diverse talents and perspectives of the Company's employees are our strongest asset. The Company is an at-will employer that is firmly committed to providing equal opportunity in our hiring practices and in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. As part of the "Your True You" and other programs and practices, the Company strives to maintain a workplace that encourages mutual respect, inclusiveness, continuous growth and improvement, and promotes trusted and congenial relationships that are free from all forms of harassment by anyone, including supervisors, management, co-workers, vendors, contactors, or customers. Please see the Company's Equal Employment Opportunity (EEO) Policy and Non-Discrimination and Anti-Harassment Policy for additional details.

The Company also strives to provide each employee with a safe and healthy work environment. Everyone shares the responsibility for maintaining a safe and healthy workplace by following safety and health protocols and practices and by also reporting accidents, injuries, and unsafe equipment, practices, or conditions to the appropriate personnel when identified.

Violence, intimidating, and threatening behavior are not permitted. It is important to report for work each day in the best condition for you to successfully perform your job duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

If you have a workplace concern, please report it to your supervisor, another member of the management team, Human Resources at [HR@veritexbank.com](mailto:HR@veritexbank.com) or through Veritex Holdings Inc. Confidential and Anonymous Financial Concern Hotline. The hotline is provided by an independent third-party service via a secure web form at <https://www.whistleblowerservices.com/VBTX/> or a secure phone hotline at 855-216-1199.



## 8. Accurate Record - Keeping

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported in the time tracking system. The records, books, accounts, data, and all financial information owned, used, and managed by the Company must be accurate and complete. Records must be maintained in sufficient detail as to reflect accurately the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Financial statements must always be prepared in accordance with generally accepted accounting principles and fairly represent the financial condition and results of the Company.

Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Many of us regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports. In the event of litigation or governmental investigation, please consult the Chief Risk Officer.

Failure to accurately report business financials and results may result in disciplinary action up to and including termination. Falsifying and/or inaccurately reporting Company information violates Company policy and could also potentially be a criminal offense.

## 9. Confidential Information

You must maintain the confidentiality of confidential information entrusted to you by the Company or its customers, except when disclosure is authorized by the Chief Risk Officer, another member of the Executive team, or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve and safeguard confidential information continues even after employment ends. In connection with this obligation, every employee should have signed an acknowledgement of receipt of the Code when you began your employment with the Company or when the Code is updated materially. Confidential information includes, but is not limited to, attorney communications, personally identifiable information about clients (personal data and loan/deposit/product data), third party vendor and supplier confidential information, marketing strategies, strategic direction of the bank, and confidential regulatory information.

The following obligations are required by this Code:

- Confidential information, including client account information, shall not be accessed without a valid business purpose.
- Confidential information should not be disclosed to those without a need for such information because of their bank responsibilities.
- Client information should never be disclosed outside the bank to anyone other than the customer unless the bank's attorney has approved the disclosure, or the customer has authorized the disclosure in writing.
- Confidential information should never be used for personal financial gain or to compete with the bank.
- Confidential supervisory (communications to and from the regulators) should never be disclosed outside of the bank per regulation.

## 10. Protection and Proper Use of Company Assets

You should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted at times.



You have an obligation to protect the Company's assets including the protection of its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

When terminating from the Company for any reason, all Company property and confidential information must be returned to your supervisor prior to your last day in the office.

## 11. Insider Trading

The U.S. federal securities laws are built on the premise that a purchaser and a seller of securities should have equal access to important information regarding the company whose securities they are trading. Consequently, federal securities laws forbid an investor from purchasing or selling securities based upon inside information not available to the other party.

The consequences of insider trading violations can be severe. Anyone who trades on inside information, or who communicates (or tips) this information to others so that they may trade on it, may face a civil penalty of up to three times the profit gained (or loss avoided), a substantial criminal fine and a jail term of up to twenty years. Additionally, if we or our senior officers do not take appropriate steps to prevent insider trading, the Company may also face severe legal consequences, including, among other things, substantial criminal penalties.

The following is intended to provide a summary of certain provisions of the Veritex Holdings, Inc. Policy on Insider Trading adopted by the Board of Directors (the "Policy on Insider Trading") and should be read in conjunction with such policy. You are required to familiarize yourself with all terms of the Policy on Insider Trading, in addition to this Code. The summary below touches only on some of the issues presented in the Policy on Insider Trading and does not purport to replace such policy nor excuses you from abiding by all its terms and restrictions.

### *A) Policy Statement*

- Those who have material, non-public (i.e., inside) information about the Company must not buy or sell the Company's securities until a reasonable time after the inside information has been publicly disclosed. In addition, the Addendum to Veritex Holdings, Inc. Policy on Insider Trading (the "Addendum") prohibits directors, officers, and certain designated employees from trading in Company securities during blackout periods and requires pre-clearance for all transactions in Company securities.
- In addition, it is never appropriate for you to advise others to buy or sell the Company's securities, and you are prohibited from doing so while in possession of any material inside information.
- The Company prohibits you from 'short' selling the Company's securities or engaging in other transactions that would earn a profit based on a decline in the Company's stock price.
- The Company prohibits you from engaging in any speculative trading involving the Company's securities, including purchasing, or selling 'put' options, 'call' options or other publicly traded options or derivatives on the Company's securities.
- These rules also apply to the use of material, non-public information about other companies (including, for example, our clients, competitors, and potential business partners).
- In addition to you, these rules apply to your spouse, children and any other family members living with you in your household.

### *B) Further Explanation*

- What information is material? Information is material if there is a substantial likelihood that a reasonable investor would consider the information important in determining whether to trade in a security; or the information, if made public, likely



would affect the market price of a company's securities. Examples of information that may be material include financial results or forecasts; a significant proposed acquisition or sale of a business; a stock split; significant litigation; changes in customary earnings trends, and information relating to the Company's development of a significant new product, process or service;

- What information is non-public? Information is non-public unless it has been adequately disclosed to the public, which means that the information must be publicly disseminated, and sufficient time must have passed for the securities markets to digest the information. Effective disclosure generally occurs when information is included in a press release, is revealed during meetings with members of the press and the public or is included in our public filings with the SEC. Under certain circumstances, effective disclosure may occur by other means.
- What is a reasonable waiting period before purchases and sales can be made? The investing public must have sufficient time to analyze the information that has been disclosed before those possessing previously non-public information can trade. For matters disclosed in a Company press release or conference call, a good rule of thumb is that purchases and sales can be made beginning two (2) full trading days after the disclosure. In addition, directors, officers and certain designated employees are prohibited from carrying out any trades in the Company's securities (save for certain exempt transactions such as exercise of stock options without sale of the underlying stock) during the blackout periods set out in the Addendum, and only after seeking and obtaining pre-clearance for the trade from the Chief Financial Officer.
- What transactions are prohibited? Those who have inside information about the Company or another company are prohibited from: (a) trading in the Company's or the other company's securities (including derivative securities such as put and call options); (b) having others trade in the Company's or the other company's securities for their own benefit; and (c) disclosing the inside information to (or tipping) anyone else who might then trade. These prohibitions apply during trading windows as well and continue for as long as the information remains material and non-public, including after termination of the person's employment or other relationship with the Company for any reason.
- What transactions are allowed? Those who have inside information about the Company may nonetheless usually exercise the Company's stock options for cash (but may not sell the option shares he or she receives upon the exercise). These cash option exercises purchases are allowed because the other party to the transactions is the Company itself, and because the option exercise purchase price does not vary with the market, but, rather, is fixed in advance under the terms of the option plan. You should contact the Chief Financial Officer with any questions.

#### *C) Blackout Period for Trading in the Company's Securities*

- In addition to our general Policy on Insider Trading, which is summarized above, we have instituted and from time-to-time will institute, blackout periods during which directors, officers and certain designated employees will be precluded from trading in the Company's securities. The Chief Financial Officer will typically be responsible for implementing such practices.

## 12. Training Requirements

All new hires must read and acknowledge their understanding of and compliance with this policy as part of their onboarding requirements. Existing employees will also re-acknowledge this policy periodically as determined by the Chief HR/Talent Officer or whenever the policy has materially changed. Employees may be required to take additional training related to business conduct and ethics as determined by the Chief Risk Officer, the Chief HR/Talent Officer, or another member of the Executive Team.

## 13. Compliance: Shared Responsibility, Complaints, and Investigation

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:



- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- If comfortable, discuss the problem with your supervisor. This is the basic guidance for most situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- You may always seek help from other Company resources. In the rare case where it may not be appropriate or you are not comfortable discussing an issue with your supervisor, please discuss it with appropriate member of the Executive team, Human Resources at HR@veritexbank.com, the Chief Risk Officer, or report your concern through the Veritex Holdings Inc. Confidential and Anonymous Financial Concern Hotline. The hotline is provided by an independent third-party service via a secure web form at <https://www.whistleblowerservices.com/VBTX/> or a secure phone hotline at 855-216-1199.
- You may report ethical violations in confidence and without fear of retaliation. Every effort will be made to keep your identity protected and share it only with those who have a need to know in order to conduct a full and thorough investigation. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

### **13.1 Waivers of the Code of Business Conduct and Ethics**

In certain rare circumstances, it may be appropriate to grant a waiver of a provision of the Code, including waivers to the Company's executive officers or directors. Any such waiver of this Code may be made only by the Board of Directors and will be promptly disclosed, along with the reasons for the waiver, as required by law or stock exchange regulation. Please submit any and all Waivers requests to the Chief Risk Officer using the Waiver Request Form in Attachment B, for the appropriate review and approval.

### **13.2 Reporting and Enforcement**

Any violations of the Code, laws, regulations and/or potential fraud are to be promptly reported to your manager, a member of the Executive team, the Chief Risk Officer, Human Resources at HR@veritexbank.com or through Veritex Holdings Inc. Confidential and Anonymous Financial Concern Hotline. The hotline is provided by an independent third-party service via a secure web form at <https://www.whistleblowerservices.com/VBTX/> or a secure phone hotline at 855-216-1199.

When a supervisor, manager, or any other person receives a report of a violation of this Code, it is their obligation to bring the report to their supervisor, Human Resources, a member of the Executive team, the Chief Risk Officer or the bank's Audit Committee. Individuals receiving reports must endeavor to honor the confidentiality and anonymity of the reporting person to the best of their ability, and subject to all applicable law.

It is the bank's policy that harassment or retaliation will NOT be tolerated for anyone making a good faith report of misconduct.

Investigations into reports of violations will be promptly conducted by the bank's Human Resources Department, Chief Risk Officer, and/or the bank's General Counsel, as appropriate.

The Veritex Holding Company Board is responsible for the application of this Code.



