

**FIRST FINANCIAL BANKSHARES, INC.
COMPENSATION COMMITTEE
CHARTER**

Purpose

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of First Financial Bankshares, Inc. (the “*Company*”) is to (a) make recommendations to the Board with respect to the compensation of the chief executive officer (the “*CEO*”), other members of senior management and the Board; (b) oversee the administration of the Company’s equity-based compensation plans and programs (the “**Equity Plans**”), if and to the extent the Board delegates such oversight responsibility to the Committee; (c) overseeing administration of the Company’s other employee benefit plans and programs; and (d) review the “Compensation Discussion and Analysis” section of the Company’s reports and registration statements and producing annually a report on executive compensation for inclusion in the proxy statement filed by the Company with the Securities and Exchange Commission (the “*SEC*”).

**Membership and
Meetings**

The Committee will consist of at least three directors. Each member of the Committee shall be independent in accordance with the rules of the Nasdaq Stock Market LLC, as amended from time to time, and shall satisfy all other independence, expertise and experience requirements imposed by applicable law. In addition, all members of the Committee shall be “non-employee directors” as defined by Rule 16b-3 under the Securities Exchange Act of 1934.

The members and chairperson of the Committee shall be appointed by the Board based on recommendation of the Nominating/Corporate Governance Committee. The members of the Committee shall be appointed for one-year terms and shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

The Committee shall meet as often as necessary, but at least twice each year, to enable it to fulfill its responsibilities, at such times and places as it deems necessary to fulfill its responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee shall keep written minutes of its meetings, which shall be recorded or filed with the books and records of the Company and will report its actions at the next meeting of the Board.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meetings and to provide such pertinent information as the Committee may request.

Responsibilities

In addition to such other duties as the Board may from time to time assign, the Committee shall:

- Determine and approve the Company's goals and objectives relevant to the compensation of the CEO, annually evaluate the CEO's performance in light of those goals and objectives and based on this evaluation make recommendations to the Board related to the CEO's compensation level, including salary, bonus, incentive and equity-based compensation. In making recommendations for the long-term incentive component of the CEO's compensation, the Committee shall consider, among other factors, the Company's performance and relative shareholder return, the value of similar incentive awards to CEO's at comparable companies, and the awards given to the Company's CEO in the past years. The CEO shall not be present during deliberations or voting with respect to his or her compensation;
- Factor diversity (inclusive of race, gender and ethnicity) into recruitment of new senior management positions;
- Make recommendations to the Board in advance of the annual meeting of shareholders each year and making recommendations to the Board regarding an appropriate director compensation package for the year beginning as of such annual meeting;
- Make recommendations at least annually to the Board and respective subsidiary Boards of Directors with respect to non-CEO executive officer compensation, including subsidiary/regional Presidents;
- Review and make recommendations to the Board with respect to incentive compensation and equity-based plans;
- Annually engage a qualified compensation consultant to evaluate and report compensation findings (including salary, bonus, incentive and equity-based compensation) at other comparable companies as regards to CEO and non-CEO executive officer compensation, including senior management and regional and subsidiary presidents and CEOs, and as regards to Board and committee fees and compensation;
- Prepare annually a report on executive compensation for inclusion in the Company's annual proxy statement in accordance with the applicable rules of the SEC;
- Review the "Compensation Discussion and Analysis" Section of the Company's SEC reports and registration statements;
- Annually evaluate the effectiveness of the compensation committee (which evaluation shall compare the performance of the compensation committee with the requirements of

this charter), and report the results of this evaluation to the Board;

- Review and make recommendations to the Board with respect to Board and committee fees/compensation;
- Oversee the administration of the Company's Equity Plans, if and to the extent the Board delegates such responsibility to the Committee;
- Oversee the administration of the Company's other employee benefit plans and programs;
- Review from time to time the policies and objectives of the Investment Policy Statement for the Company's 401(k) Profit Sharing and Employee Stock Ownership Plan in satisfaction of the requirements of ERISA Section 404(c);
- Review and make recommendations to the Board with respect to all employment agreements, severance arrangements, change in control provisions and agreements and any special supplemental benefits applicable to the Company's executive officers; and
- Oversee Company compliance with SEC rules regarding shareholder approval of certain executive compensation matters including advisory votes and the requirement under NASDAQ rules that shareholders approve equity compensation plans, with limited exceptions.

The foregoing list of duties is not exhaustive and the Committee may in addition perform such other functions as may be necessary or appropriate.

Authority

The Committee may, in its sole discretion, after considering the advisor independence considerations set forth in NASDAQ Listing Rule 5605(d), and other requirements imposed by applicable law, to the extent it deems appropriate, to (1) retain, terminate and approve fees and other retention terms for one or more compensation consultants to assist in the evaluation of CEO or executive compensation, and (2) to retain legal counsel and other advisors as appropriate. The Committee shall set the compensation, and oversee the work, of any outside counsel or other experts or consultants. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its outside counsel or other experts or consultants. The Committee shall not be required to implement or act consistently with the advice or recommendations of its outside counsel or other experts or consultants to the Committee, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

The Committee will have full access to the books, records, facilities and personnel of the Company.

Delegation of Authority

The Committee shall have the authority to delegate any of its responsibilities, along with the

authority to act in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

Annual Review of Charter

Each year, the Committee shall review and assess the adequacy and appropriateness of this charter. The results of such evaluation and any proposed changes should be presented to the full Board for approval.

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Nothing in this charter is intended to expand applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Committee.

Restated and Approved: April 27, 2021