

FIRST FINANCIAL BANKSHARES, INC.
NOMINATING/CORPORATE GOVERNANCE COMMITTEE
CHARTER

Purpose

The purpose of the Nominating/Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of First Financial Bankshares, Inc. (the “*Company*”) is to (1) assist the Board by identifying individuals qualified to become Board members and to review and make recommendations to the Board for the slate of director nominees for election to the Company’s Board, (2) identify and recommend candidates to fill vacancies, if any, occurring between annual shareholder meetings, (3) review, develop and make recommendations to the Board related to corporate governance principles of the Company, and (4) oversee the annual evaluation of the Board.

The Company is committed to promoting diversity and inclusiveness in identifying candidates for Board service and in the overall makeup of the Board, and is committed to including in each candidate search qualified individuals who reflect diverse skills, professional disciplines and backgrounds, including race, gender and ethnic diversity.

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.

The members and chairperson of the Committee shall be appointed by the Board based on recommendation of the 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 will meet at least once a year. 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 to the next meeting of the Board.

Responsibilities

The principal responsibilities and functions of the Committee are as follows:

- Facilitate the annual evaluation and report the results to the Board on the performance and effectiveness of the Board.

- Establish and annually review criteria for the selection of new members to the Board, taking into account at a minimum all applicable laws, rules, regulations and other applicable requirements and best practices, a potential candidate's experience and areas of expertise. Such criteria may also include one or more of the following factors:
 - diversity of professional disciplines and backgrounds on the Board;
 - achieving and maintaining racial, gender and ethnic diversity on the Board;
 - candidate's experience in business or finance;
 - candidate's familiarity with and experience in the commercial banking industry;
 - prominence, reputation and community involvement of candidate;
 - candidate's ability to promote and enhance the reputation of the Company and its subsidiaries;
 - candidate's time availability to devote to a directorship;
 - candidate's qualifications that complement and enhance the overall core competencies of the Board;
 - potential conflicts of interest of candidate;
 - independence of candidate; and
 - interests of all shareholders generally.
- Annually review any shareholder nominations for directors as required by the Bylaws of the Company and present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- Regularly review and make recommendations about changes to this charter.
- Annually evaluate the effectiveness of the Committee (which evaluation shall compare the performance of the nominating/corporate governance committee with the requirements of this charter), and report the results of this evaluation to the Board.
- Annually assess the need for changes to the Company's stock ownership guidelines and recommend any proposed changes for Board approval.
- Annually discuss succession planning with the CEO including the development and progression of potential candidates and present that discussion to the Board.

- Monitor the orientation of and any continuing education programs for directors.
- Annually review the size of the Board and make recommendations whether to increase, maintain or decrease the number of directors serving on the Board.
- Annually, review, develop and make recommendations to the Board related to Corporate Governance Guidelines and policies applicable to the Company.
- Oversee the Company’s strategies and initiatives regarding environmental, social and governance (“ESG”) matters, promoting a culture of corporate social responsibility consistent with the Company’s mission and vision.

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 will have the resources and authority, in its sole discretion, that are necessary to discharge its duties and responsibilities, including the authority to retain outside counsel, search firms or other experts or consultants, as it deems appropriate. The Committee shall set the compensation, and oversee the work, of any outside counsel, search firm 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, search firm 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, search firm 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 all 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: July 27, 2021