# FIRST FINANCIAL BANKSHARES, INC. RISK COMMITTEE CHARTER

#### **Purpose**

The purpose of the Risk Committee (this "Committee") of the Board of Directors (the "Board") of First Financial Bankshares, Inc. (the "Company") is to assist the Board in its oversight of the Company's overall risk framework, risk appetite, and the senior management's identification, measurement, monitoring, and controlling key risks facing the Company and its subsidiaries.

The Committee oversees the Company's management of strategic, credit, liquidity, interest rate risk, operational, compliance, reputation, and asset management risks ("*Enterprise Risks*"). While the Committee has the responsibilities and powers set forth in this Charter, management is responsible for the effectiveness of the risk management program. The committee is not providing any expert or special assurance as to the Company's management of risk, and it is not the duty of the Committee to plan or conduct audits or examinations of the Company's risk management framework and related activities. It is not the duty of the Committee to assure compliance with laws and regulations applicable to the Company.

## **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 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 will meet at least quarterly or otherwise as needed 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 to the next meeting of the Board.

The Committee may periodically meet separately in executive session with the Chief Risk Officer, Chief Compliance Officer, Trust Compliance Officer, Chief Information Security Officer, Chief Credit Officer, Loan Review manager, other members of senior management, or auditors as determined by the Committee or its chairperson.

In the normal course of business and barring exigent circumstances, the Company's Chief Risk Officer, Chief Credit Officer, Trust Compliance Officer, or equivalents will attend all regular

Committee meetings together with other members of the Company's executive management, as needed.

The Chief Risk Officer will promptly report risk management issues to the chairperson of the Committee if such issues develop between meetings of the Committee that the Chief Risk Officer believes could have a material adverse impact on the Company.

#### Responsibilities

In such a manner as the Committee deems appropriate to fulfill its purposes, the Committee will:

- A. Review and recommend the Company's Risk Appetite Statement and Enterprise Risk Management Policy to the Board for approval as needed but at least annually. The Committee shall review and recommend that the Board approve material changes to the risk Appetite Statement and Enterprise Risk Management Policy as may be required in response to material changes in the Company's business model, strategy, risk profile, business activities, or market condition.
- B. Oversee senior management's establishment of an operation within the Company's risk framework in compliance with the Company's risk appetite statement. Oversee senior management's alignment of the Company's risk appetite with the strategic, capital, and financial plans of the Company.
- C. Review the Company's significant policies, procedures, processes, and systems, and recommend to the Board for approval the Company's key risk policies for the identification of, management of, and planning for risks on an enterprise-wide basis.
- D. Receive and review reports from senior management regarding risk management, including compliance with and performance relative to applicable risk-related policies, procedures, and tolerances.
- E. Oversee the Company's compliance risk program, including its compliance activities related to the Bank Secrecy Act, Anti-Money Laundering Act, the Office of Foreign Assets Control, and other legal and regulatory obligations.
- F. Oversee the Company's information security program, including cybersecurity, and monitor the steps taken by management to control risks related to such program.
- G. Review the effectiveness of Loan Review.
- H. Review risks related to fiduciary activities.
- I. Receive and review reports on selected risk topics, including emerging risks, as management, the Committee, or the Board determines to be appropriate from time to time.
- J. Review and discuss with the Board and senior management of the Company significant regulatory reports and reported risk management deficiencies of the Company along with consideration of appropriate remediation planning related to risk management.

- K. Review and approve risk-related matters as required by law, regulation, or agreement.
- L. Communicate with other committees of the Company's Boards periodically to assure the integrated oversight of the full range of the Company's Enterprise Risks.
- M. In consultation with the Audit Committee, evaluate the Company's reserve methodology and quarterly provisions for loan losses and report on such matters to the Board.
- N. Consult with the Chief Executive Officer of the Company and approve the appointment or removal of the Chief Risk Officer. Annually review the Chief Risk Officer's performance and independence. The Chief Risk Officer will report functionally to the Committee and administratively to the Chief Executive Officer.
- O. Review the Committee's own performance annually based on criteria or in accordance with procedures agreed upon with the Company's Nominating/Corporate Governance Committee.
- P. Carry out such other duties as may be delegated to the Committee from time to time by the Board.

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate to fulfill its purpose. Additionally, the Committee may make recommendations to the Nominating/Corporate Governance, Audit, or Compensation Committees of the Board that align with the authority or responsibilities of each respective Committee.

# **Authority**

The Committee has the authority to oversee the risk functions of the banking and trust subsidiaries of the Company as part of its risk oversight in order to monitor and preserve the safety and soundness of the operations of such subsidiaries. The term "Company" as used in this charter shall be inclusive of all subsidiaries of the Company.

The Committee will have the resources and authority, upon consultation with the Board of Directors, that are necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate. The Committee shall set the compensation and oversee the work of any 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 access 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 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.

Approved: January 25, 2022