



# Charter of the Compensation Committee

**CBTX, INC.**  
**CHARTER OF THE COMPENSATION COMMITTEE**

**As adopted by the Board of Directors on June 19, 2019 replacing the Compensation Committee Charter previously adopted on October 10, 2017**

This Charter of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of CBTX, Inc. (the “Company”) has been adopted by the Board for the purpose set forth below. Unless the context requires otherwise, all references to the Company in this Charter will include the subsidiaries and affiliates of CBTX, Inc.

**Purpose of the Committee**

The purpose of the Committee is to assist the Board in its oversight of:

1. The Company’s overall compensation structure, policies and programs and assessment of whether the compensation structure establishes appropriate incentives to officers and employees and meets the Company’s corporate objectives;
2. Compensation of the Company’s Chief Executive Officer and his or her direct reports, and any other officer of the Company that meets the definition of an “officer” under Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) (collectively, the “Executive Officers”); and
3. Administration of the Company’s incentive-based and equity-based compensation plans for all employees, including the Executive Officers (each, an “Incentive Plan,” and collectively, the “Incentive Plans”).

**Composition of the Committee**

The Committee will consist of at least three directors of the Company as determined from time to time by the Board. The Board will appoint the members and the Chairman of the Committee. The Chairman will be responsible for the leadership of the Committee, including presiding over meetings and making regular reports to the Board. The Board may remove any director from the Committee at any time with or without cause. Any vacancy on the Committee will be filled by the Board. Any director serving on the Committee will automatically cease to be a member of the Committee at the time that he or she ceases to be a director.

A director may serve as a member of the Committee only during periods in which the director meets the independence requirements contained in the rules of The NASDAQ Stock Market, LLC (the “NASDAQ Rules”) and the Committee must have at least (i) two “non-employee directors” within the meaning of Rule 16b-3 under the Exchange Act and (ii) two “outside directors” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”). In addition, in affirmatively determining the independence of any director who will serve on the Committee, the Board will consider all factors specifically relevant to determining whether a director has a relationship to the Company which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such

director, and whether such director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company. When considering the sources of a director's compensation for purposes of Committee membership, the Board should consider whether the director receives compensation from any person or entity that would impair the director's ability to make independent judgments about the Company's executive compensation. When considering any affiliate relationship a director has with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company, in determining independence for purposes of service on the Committee, the Board should consider whether the affiliate relationship places the director under the direct or indirect control of the Company or its senior management, or creates a direct relationship between the director and members of senior management, in each case of a nature that would impair the director's ability to make independent judgments about the Company's executive compensation.

The Committee will comply with all applicable requirements for compensation committees promulgated from time to time by the Securities and Exchange Commission (the "SEC") and those set forth in the NASDAQ Rules, the Code, and any other applicable laws, regulations or rules. The Board will determine, at least annually, the eligibility of the Committee's members.

To the extent necessary, the Committee and its members may avail themselves of any phase-in schedules for compliance with the Committee composition requirements pursuant to NASDAQ Rules, the Code and IRS rules and regulations and SEC rules and regulations.

### **Duties, Responsibilities and Powers**

Although the Committee may have other duties from time to time as specifically established by action of the Board, the general recurring duties, responsibilities and powers of the Committee in carrying out its oversight role are described below.

1. The Committee will review and determine, and recommend to the Board for its confirmation, the annual compensation, annual incentive opportunities (including equity and non-equity incentives) and any other matter relating to the compensation of the Executive Officers. The Chief Executive Officer may not be present for any deliberations or voting with respect to the determination of his or her compensation, but shall be present and make recommendations with respect to the compensation of the other Executive Officers.

2. The Committee will review and determine, and make recommendations to the Board with respect to, all employment agreements, severance or termination agreements, change in control agreements or similar agreements proposed to be entered into between any Executive Officer and the Company.

3. The Committee will review and determine, and recommend to the Board for its confirmation, modifications to the Company's philosophy and practices relating to compensation of the Company's directors, Executive Officers and other members of the Company's management.

4. The Committee will review and determine, and recommend to the Board for its confirmation, the establishment of the performance measures applicable to each performance-based cash incentive and equity incentive award to be made under any Incentive Plan, and the applicable performance targets for each such performance measure for each such award granted under an Incentive Plan.

5. The Committee will have separate but concurrent authority, except as provided below, to take all actions required or permitted, without any action of the full Board, under the terms of each of the Incentive Plans.

6. The Committee will review and recommend action by the Board on the following matters:

(a) the institution of, revision of, or terminations of any Incentive Plan;

(b) the reservation of authorized and unissued shares of the common stock of the Company for issuance upon the exercise or vesting of grant awards under any of the Incentive Plans, for use in settlement of grants or awards under the Incentive Plans or as contributions or sales to any trustee of an Incentive Plan; and

(c) the purchase of shares of the common stock of the Company upon exercise or vesting of grants under the Incentive Plans, for use in payments of grants or awards under the Incentive Plans and for transfer as contributions or sales to any trustee of an Incentive Plan.

7. The Committee will review with the Chief Executive Officer (except with respect to matters directly related to compensation of the Chief Executive Officer) the equity-based and incentive-based compensation payable to all Executive Officers under the Incentive Plans. The Committee will also consult with the Chief Executive Officer and/or other members of the management team with respect the equity-based and incentive-based compensation payable to all other employees under the Incentive Plans. Such review and consultation shall include establishing criteria for the terms of awards granted to participants under such Incentive Plans, granting awards in accordance with such criteria, and exercising all authority granted to the Board under such Incentive Plan.

8. The Committee will consult with the Chief Executive Officer regarding a succession plan for the Executive Officers of the Company, including the Chief Executive Officer. As part of this process, the Committee will review the leadership development process for senior management positions. The Committee also will review compensation, incentive and other programs to promote such development. The succession plan will be reviewed annually by the Committee and subsequently by the Board.

9. The Committee will review the performance of the Executive Officers for each fiscal year.

10. The Committee will review annually and recommend to the Board the non-management director compensation program for each year to compensate non-management directors for their service on the Board and Board committees, or on the board or a board committee of any of the Company's subsidiaries.

11. The Committee will at least annually review the overall performance, operation and administration of the Incentive Plans.

12. Notwithstanding anything herein to the contrary, the grant or award of any equity or non-equity incentive compensation to any of the Company's "covered employees" (within the meaning of Section 162(m) of the Code) which the Committee intends to qualify as "performance-based compensation" deductible under Section 162(m) of the Code, to the extent applicable, must be approved by a majority of the Committee's "outside directors" (within the meaning of Section 162(m) of the Code).

13. The Committee will have sole and exclusive authority, without prior approval of the full Board, to take action on the following:

(a) Administering the Incentive Plans with respect to employees and consultants who are subject to the short-swing profit restrictions of Section 16(b) of the Exchange Act for the purposes and with the intent of having the exemption provided under Rule 16b-3 promulgated under the Exchange Act available to the directors of the Company and those officers of the Company subject to the provisions of Section 16(b) of the Exchange Act; and

(b) Retaining, or obtaining the advice of, such compensation consultants, legal counsel, or other advisers as the Committee deems necessary or appropriate for the Committee to carry out its duties, with the Company to provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to such compensation consultants, legal counsel and other advisers; provided, that when determining whether to engage any compensation consultant, legal counsel or other adviser, other than in-house legal counsel, the Committee will consider those factors set forth in Rule 10C-1(b)(4) under the Exchange Act and any other factors required to be so considered by the NASDAQ Rules, including, without limitation, the factors set forth in Rule 5605(d)(3) of the NASDAQ Rules, as in effect from time to time, or in any successor rule thereto.

14. The Committee will be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee, and will have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention.

15. From time to time the Committee may, by resolution of the Committee, delegate to one or more other committees of the Board separate but concurrent authority, to the extent specified in such resolution, to administer the Incentive Plans with respect to employees of the Company and its subsidiaries and consultants who are not subject to the short-swing profit restrictions of Section 16(b) of the Exchange Act.

16. The Committee will oversee and make recommendations to the Board regarding the Company's compliance with SEC rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and golden parachute compensation, and the requirement under the NASDAQ Rules that, with limited exceptions, shareholders approve equity compensation plans. The Committee will also review any proxy statement disclosures related to any of the foregoing.

17. The Committee will perform any other responsibilities consistent with this Charter, the Company's corporate governance documents, applicable laws and regulations and the NASDAQ Rules, as the Committee or the Board deems necessary or appropriate.

18. The Committee will evaluate its performance under this Charter on an annual basis. In conducting this review, the Committee will evaluate the adequacy of the scope of the Charter and recommend to the Board any changes that it deems necessary or appropriate.

## **Committee Governance**

The Committee will meet at such times as it determines to be necessary or appropriate, but at least once annually, and will report to the Board at the meeting of the Board next following each such Committee meeting regarding any issues of which the Board should be made aware. A special meeting of the Committee may be called by the Chairman of the Board, the Chairman of the Committee or by a majority of the Committee members. A majority of the Committee members will constitute a quorum for the conduct of business at Committee meetings. Committee members may attend meetings of the Committee telephonically or by video conference. The affirmative vote of a majority of the Committee members present is necessary for the adoption of any resolution of the Committee or to take another action of the Committee. The Committee may invite any director, officer or employee of the Company or its subsidiaries, and such other persons as it deems appropriate, to attend its meetings (or portions thereof) or to meet with or provide relevant information to any members of, or consultants to, the Committee; provided, that the Chief Executive Officer may not be present for any deliberations or voting with respect to the determination of his or her compensation. The Committee will have the opportunity at any meeting of the Committee to meet in executive session without the presence of management. The Committee will keep regular minutes and records relating to its meetings and will report regularly to the Board on its activities, as appropriate.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

## **Delegation of Authority**

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority when such delegation is prohibited by any law, regulation or listing standard to be exercised by the Committee as a whole.

## **Disclosure of Charter**

This Charter will be made available as required by applicable laws and regulations and the NASDAQ Rules.

*[End of Charter]*