

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

Purpose

The Nominating/Corporate Governance Committee and Chairperson are appointed by the Board of Directors (“the Board”) of First Financial Bankshares, Inc. (the Company) to (1) assist the Board by identifying individuals qualified to become Board members and to review and make recommendations to the Board of Directors for the slate of director nominees for election to the Company’s Board of Directors, (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.

Membership and Meetings

The membership of the Committee will consist of at least three directors, each of whom shall satisfy the independence requirements set forth in The Nasdaq Stock Market, Inc. rules, as amended from time to time and interpreted by the Board in its business judgment. The Committee will meet at least once a year. Additional meetings may occur as the Committee or its chair deems advisable. The Committee will cause to be kept adequate minutes of all its proceedings, and will report its actions to the next meeting of the Board.

Authority

The Committee will have the resources and authority necessary to discharge its duties and responsibilities, including the authority to retain outside counsel or other experts or consultants, as it deems appropriate, subject to ratification by 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;
 - 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;
 - interest of all shareholders generally; and
 - ensure compliance with stock ownership guidelines.
- 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 the charter of the Nominating/Corporate Governance Committee.
 - Annually evaluate the effectiveness of the Nominating/Corporate Governance 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.
 - Monitor the orientation of and any continuing education programs for directors.
 - Review, develop and make recommendations to the Board related to corporate governance guidelines and policies applicable to the Company.

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

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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.

Updated and Approved: October 23, 2018