Audit Committee Charter
First Financial Bankshares, Inc.

Statement of Policy

The audit committee will use its business judgment to assist the board of directors in overseeing:

- the integrity of the Company's financial statements including the financial reporting process and systems of internal controls regarding finance, accounting and legal compliance,
- the Company's compliance with legal and regulatory requirements,
- the independent registered public accountants' qualifications and independence,
- and the performance of the Company's internal auditors and independent registered public accountants.

In so doing, the audit committee will maintain free and open communication between the board of directors, the independent registered public accountants, the internal auditors, and management of the Company. The audit committee will have the authority and necessary funding to engage independent counsel and other outside advisers as necessary to discharge its responsibilities and will have full access to all books, records, facilities and personnel of the Company.

The function of the audit committee is oversight. It is not the duty of the audit committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. Management is responsible for the preparation, presentation, and integrity of the Company's financial statements and for the appropriateness of the accounting principles and reporting policies that are used by the Company and for implementing and maintaining internal control over financial reporting. The independent registered public accountants are responsible for auditing the Company's financial statements and internal control over financial reporting and for reviewing the Company's unaudited interim financial statements.

Organization

The audit committee will consist of a minimum of three members, which are members of the board of directors and are appointed by the board of directors, and will be comprised entirely of directors who are independent of management and the Company as determined in accordance with applicable law and NASDAQ rules. The designation of the chairperson of the Audit Committee is approved by the Board of Directors of the Company.

All Audit Committee members shall have a working familiarity with basic finance and accounting practices, and must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. Additionally, there will be at least one member who has past employment experience in finance or accounting, requisite professional certification in accounting, or other comparable experience or background, including but not limited to being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities, that results in the individual's financial sophistication. Additionally, at least one member of the Audit Committee should meet the requirements of an "audit committee financial expert" as defined in applicable SEC rules. Committee members may enhance their familiarity with finance and accounting by participating in educational programs conducted by the Company or an outside consultant.

Members should not serve on more than three public company audit committees simultaneously**.**

Tasks

The audit committee will perform such tasks as may be required by law or applicable NASDAQ rules including:

- Meet at least four times per year (but not less than quarterly) or more often as needed.

- Obtain the board of directors' approval of this charter and review and reassess this charter as conditions dictate (at least annually).

- Be directly responsible for the appointment, retention, compensation, evaluation and termination of the Company's independent registered public accountants (including resolution of disagreements between management and the independent registered public accountants regarding financial reporting and internal control-related matters) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent registered public accountants shall report directly to the audit committee.

- Have sole authority to approve all auditing and non-audit services (other than those non-auditing services prohibited by law) to be provided by the independent registered public accountants. Before the independent registered public accountants are engaged to perform any such non-audit services, the audit committee should review the scope of all services to be performed by the independent registered public accountants that do not relate directly to the audit of the Company's financial statements. The chairperson of the committee may represent the entire committee for purposes of this review so long as any such determination by the chairperson is disclosed to the full audit committee as soon as possible after the determination is made, and in no event later than the audit committee's next scheduled meeting.

- If an outside firm is retained to provide internal audit services, review and concur with management's appointment, termination, or replacement of the internal audit firm providing those services.

- Discuss with the independent registered public accountants and internal auditors of the Company the scope and plans of the proposed external and internal audits and timely quarterly reviews and the procedures to be utilized, including adequacy of staffing and the conclusions reached as a result of such audits or reviews, including any comments or recommendations.

- Review with the independent registered public accountants, the internal auditors, and financial and accounting personnel the adequacy and effectiveness of the accounting and financial controls of the Company, including any significant deficiencies or material weakness identified by management of the Company in connection with its required quarterly certifications under section 302 of Sarbanes-Oxley. Also discuss with management and the auditors any significant changes in internal control over financial reporting that are disclosed or considered for disclosure in periodic filings with the SEC and elicit any recommendations for the improvement of such internal controls or particular areas where new or more detailed controls or procedures are desirable. This review should include the legal and ethical compliance programs of the Company.

- Discuss with management the Company's major financial risk exposures, including the Company's risk assessment and risk management policies.

- Review with the internal auditors the significant findings during the year and management's response thereto.

- Review reports received from regulators and other legal and regulatory matters that may have a material effect on the financial statements or related Company compliance policies.

- Monitor hiring policies for current and former employees of the independent registered public accountants in accordance with applicable laws.

- Determine that the lead audit partner from the independent registered public accountants serves no longer than five fiscal years in that capacity and that any partner of the independent registered public accountants other than the lead audit partner serves no longer than seven years at the partner level on the Company's audit.

- Review the financial statements and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in the Company's Annual Report to Shareholders on Form 10-K and the Quarterly Reports on Form 10-Q, prior to the filing or mailing of such reports, with management and the independent registered public accountants to determine that the independent registered public accountants are satisfied with the disclosure and content of the financial statements to be presented. The chairperson of the committee may represent the entire committee for purposes of the review of the Company's Form 10-Q or other earnings guidance, but all members of the committee should participate in the review of the Form 10-K.

- Discuss with independent registered public accountants any other matters that are to be communicated to the committee as required by applicable law and accounting pronouncements, including *Statement on Auditing Standards No. 61* and amended by *Statement on Auditing Standards No. 90* and Public Company Accounting Oversight Board standards. Also review with financial management and the independent registered public accountants their judgments about the quality, not just acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used, and particularly, the degree of aggressiveness or conservatism of the organization's accounting principles and underlying estimates, and other significant decisions made in preparing the financial statements.

- Provide sufficient opportunity for the internal auditors and the independent registered public accountants to meet with the members of the audit committee without members of management present. Among the items to be discussed in these meetings are the independent registered public accountants' evaluation of the Company's financial, accounting, and auditing personnel providing internal audit services, the cooperation that the independent registered public accountants received during the course of the audit and management's response to any questionable accounting issues that may have arisen.

- Report the results of the annual audit to the board of directors. If requested by the board, invite the independent registered public accountants to attend the full board of directors meeting to assist in reporting the results of the annual audit or to answer other directors' questions. Alternatively, the other directors, particularly the other independent directors, may be invited to attend the audit committee meeting during which the results of the annual audit are reviewed.

- On an annual basis, obtain from the independent registered public accountants a written communication delineating all their relationships and professional services as required by the Public Company Accounting Oversight Board's Rule 3526, "Communication with Audit Committees Concerning Independence." In addition, review with the independent registered public accountants the nature and scope of any disclosed relationships or professional services and take, or recommend that the board of directors take, appropriate action to ensure the continuing independence of the auditors.

- At least annually, obtain and review a report of the independent registered public accountants' firm describing (1) the firm's internal quality control procedures, (2) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the last five years with respect to one or more independent audits carried out by the firm, and any steps taken to address any such issues, and (3) with a view towards assessing the independent registered public accountants' independence, all relevant relationships between the independent registered public accountants and the Company.

- Evaluate independent registered public accountants' qualifications, performance and independence (including review and evaluation of the lead partner).

- Prepare the report of the audit committee to be included in the Company's annual proxy statement as required by SEC regulations.

- Submit the minutes of all meetings of the audit committee to, or discuss the matters discussed at each committee meeting with, the board of directors.

- Receive and review report from the independent registered public accountants prior to the filing of the Company's report on Form 10-K on (1) all critical accounting policies and practices to be used, (2) all material alternate treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of these alternative disclosures and treatments, and the treatment preferred by the independent registered public accountants and (3) the content of other material written communications between the independent registered public accountants and management, including but not limited to management letters and schedules of unadjusted differences.

- Review management's assertion on its assessment of the effectiveness of internal controls, as of the end of the most recent fiscal year, and the independent registered public accountants' report on management's assertion.

- Establish and maintain appropriate procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees regarding accounting or auditing matters over which they have concerns or disagreements.

- Review the Company's disclosures in the proxy statement for its annual meeting of shareholders.

- Receive any report by outside counsel regarding any evidence of a material violation of securities law, breach of fiduciary duty or similar violation by the Company or its agents.

- Review and approve all (1) transactions between the Company and related parties and (2) waivers of the Company's code of conduct with respect to directors and executive officers.

- Annually evaluate the effectiveness of the audit committee (which evaluation shall compare the performance of the audit committee with the requirements of this charter), and report the results of this evaluation to the board of directors.

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.