

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

Purpose

The Nominating/Corporate Governance Committee's role is to (1) 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 and (3) review, develop and make recommendations to the Board related to corporate governance principles of the Company.

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:

- Annually evaluate and report to the Board on the performance and effectiveness of the Board.
- Annually present to the Board a list of individuals recommended for nomination for election to the Board at the annual meeting of shareholders.
- Before recommending an incumbent, replacement or additional director, review his or her qualifications per the desirable characteristics of a director, including capability, availability to serve, conflicts of interest, and other relevant factors.
- Assist in identifying, interviewing and recruiting candidates for the Board.
- Annually review the composition of each committee and present recommendations for committee memberships to the Board as needed.
- Periodically review the compensation paid to non-employee directors for board and committee meetings.

- Regularly review and make recommendations about changes to the charter of the Nominating/Corporate Governance Committee.
- Review, develop and make recommendations to the Board related to corporate governance guidelines 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.

* * * *

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.