

## **SOUTHSIDE BANCSHARES, INC. NOMINATING COMMITTEE CHARTER**

### **I. General**

This Charter sets forth the authority and duties of the Nominating Committee (the "Committee") of the Board of Directors (the "Board") of Southside Bancshares, Inc. (the "Company").

The Committee will identify and consider individuals qualified to become members of the Board and recommend director nominees for the next annual meeting of shareholders. The Committee will have the resources and authority appropriate to discharge its responsibilities.

The Committee will report its activities to the Board on a regular basis and make such recommendations, as the Committee deems necessary or appropriate.

This Charter will be published on the Company's Website, available in written form upon request, and referenced in the Company's annual report.

The Committee will review and assess the adequacy of this Charter annually and recommend changes to the Board when necessary.

### **II. Membership**

The Board will appoint the Committee members, and the Board will designate the Chairman of the Committee.

Committee members will serve at the pleasure of the Board and may be removed by the Board in its discretion.

The Committee will consist of three or more members, each of whom will satisfy, as determined by the Board, the regulations of the Securities and Exchange Commission and NASDAQ standards, including those with respect to independence.

The Board will annually review the composition of the Committee and its independence.

### **III. Meetings**

The Committee will meet as often as appropriate to fulfill its duties and responsibilities.

Minutes of meetings will be approved by the Committee and maintained.

The Committee may request any officer or employee of the Company, or the Company's outside advisors, or any special counsel or advisors to attend a meeting of the Committee or to meet with any members of the Committee.

#### **IV. Duties and Responsibilities**

The Committee will:

- Lead the search for qualified directors, review qualifications of individuals suggested by shareholders and directors as potential candidates, and identify nominees who are best qualified. The criteria for selecting nominees for election as directors of the Company shall include, but not be limited to, experience, accomplishments, education, skills, the highest personal and professional integrity, and ownership of the Company's common stock;
- Recommend to the Board the nominees to be proposed by the Company for election as directors of the Company at the annual meeting of shareholders, or to fill vacancies on the Board;
- Review the Board's committee structure and recommend to the Board, for its approval, directors to serve as members of each committee. The Committee will review committee composition annually and recommend the new Committee members, as necessary;
- Consider any candidate for director recommended by (1) any shareholder that beneficially owned more than 5% of the Company's outstanding common stock for at least one year as of the date the recommendation was made, or (2) a group of shareholders that beneficially owned, in the aggregate, more than 5% of the Company's outstanding common stock, with each of the shares used to calculate that ownership held for at least one year as of the date the recommendation was made. There will not be automatic approval of candidates recommended by shareholders. The Committee reserves the right to reject any candidate that has a special interest agenda other than the best interests of the Company and its shareholders generally.

#### **V. Procedures For A Shareholder to Recommend A Candidate for Nomination As A Director**

- Submit the following information about the candidate in written correspondence mailed to the Nominating Committee c/o Southside Bancshares, Inc., 1201 South Beckham, Tyler, Texas 75701 Attention:

Assistant Secretary: name, mailing address, telephone number, email address, resume, business history, listing of other past and present directorships and director committees, banking industry experience and other relevant information;

- Explain in the submission why the shareholder believes the candidate would be an appropriate director for the Company and the benefits and attributes that the candidate will provide to the Company in serving as a director;
- Provide evidence of ownership of the Company's securities along with the recommendation; and
- Indicate whether the Company may identify the shareholder in any public disclosures that it makes regarding the consideration of the director candidate.

For a candidate to be considered for nomination at any annual meeting of the Company's shareholders, the foregoing submission must be received by the Company not later than the 120th calendar day before the first anniversary of the date of the Company's proxy statement for the previous year's annual meeting. The Company's Assistant Secretary shall forward any submission received from a shareholder that complies with the foregoing requirements to the Chairperson of the Nominating Committee. The director candidate must make himself or herself available for interviews and must provide additional information upon request from the Company.