

# **SOUTHSIDE BANCSHARES, INC.**

## **COMPENSATION COMMITTEE CHARTER**

Revised April 16, 2026

### **I. Purpose**

The purpose of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Southside Bancshares, Inc. (the “Company”) is to discharge the Board’s responsibilities relating to compensation of Chief Executive Officer (the “CEO”) and the Company’s other executive officers (collectively, including the CEO, the “Executive Officers”). The Committee has overall responsibility for approving and evaluating all compensation plans, policies, and programs of the Company as they affect the Executive Officers.

### **II. Committee Membership**

The Committee shall consist of three or more members of the Board, each of whom shall meet the independence requirements of the New York Stock Exchange (“NYSE”) and any other standards established by the Board. Additionally, members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code.

Each member of the Committee shall be elected by the Board annually and serve until the earlier to occur of her or his resignation or removal or the election and qualification of such member’s successor. Unless a Chair of the Committee is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Any member of the Committee may be removed with or without cause by a majority of the Board. All vacancies in the Committee shall be filled by the Board.

### **III. Meetings**

The Committee will meet with such frequency and at such intervals as it determines necessary to carry out its duties and responsibilities. One such meeting shall be held at a time when the Committee can review, and recommend to the Board for its approval, management’s compensation as described herein. All Committee members are expected to attend each meeting. A majority of the Committee members shall constitute a quorum to conduct the business of the Committee. The action of a majority of those present at a meeting, at which a quorum is present, shall be the act of the Committee. The Committee may also act by unanimous written consent.

The Committee may invite any officer or employee of the Company or the Company’s independent counsel, independent auditors or other advisor to attend any meeting of the Committee or to meet with any members of, or consultants to, the Committee. Written minutes of meetings shall be approved by the Committee and maintained.

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

To carry out its purpose, the Committee shall have the following duties and responsibilities:

SOUTHSIDE BANCSHARES, INC.  
Compensation Committee Charter

1. In consultation with senior management, review the Company's general compensation philosophy and oversee the development of the Company's compensation and benefit programs.
2. Review and approve the corporate goals and objectives relevant to the compensation of the Executive Officers, evaluate the performance of the Executive Officers in light of those goals and objectives and set the Executive Officers compensation level based on this evaluation. The CEO shall not be present during any Committee deliberations or voting with respect to his or her compensation.
3. Periodically review and approve the following as they affect the Executive Officers: (i) all other incentive awards and opportunities, including both cash-based and equity-based awards and opportunities; (ii) any employment agreements and severance arrangements; (iii) any change in control agreements and severance protection plans and change in control provisions affecting any elements of compensation and benefits; and (iv) any special or supplemental compensation and benefits for the Executive Officers and individuals who formerly served as Executive Officers, including supplemental retirement benefits and the perquisites provided to them during and after employment.
4. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
5. Review, as necessary, the components and amount of Board compensation in relation to other similarly situated companies.
6. Oversee the Company's compliance with Securities and Exchange Commission (the "SEC") rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and the requirement under the NYSE rules that, with limited exceptions, shareholders approve equity compensation plans.
7. Review and discuss the Compensation Discussion and Analysis (the "CD&A") required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the SEC with management, and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be included.
8. Prepare an annual Report of the Compensation Committee on Executive Compensation for inclusion in annual proxy statement in accordance with applicable rules and regulations promulgated by the SEC.
9. Discuss, prepare, and review Regulation S-K Item 407(e)(5) disclosures.
10. Make regular reports and recommendations to the Board on matters that fall within the scope of the Committee's responsibilities.
11. Perform any other activities consistent with this Charter the Company's Bylaws and applicable law, as the Committee deems appropriate or as requested by the Board.

**V. Independent Compensation Consultant Policy**

It is the policy of the Committee to use only independent compensation consultants in connection with the discharge of its duties and responsibilities. In determining whether a compensation consultant is independent or whether the compensation consultant's work raises any conflict of interest, the Committee shall consider the factors set forth in NYSE listing standards with respect to adviser independence. In addition, a consultant will not be considered independent for purposes of this Policy unless the consultant satisfies the following requirements:

- (i) The individual consultant, and the firm or other organization employing such consultant, shall not provide services or products of any kind to the Company and its affiliates or to their management; and
- (ii) Any consultant firm or organization which is part of an affiliated group shall not be independent for purposes of this Policy in the event that such affiliates, in the aggregate, are paid by the Company and its affiliates for services or products in an amount which exceeds 2% of the affiliated group's consolidated gross revenues.

It shall be the responsibility of any consultant employed by the Committee to ensure continuing compliance with, and to remain independent, at all times in accordance with the foregoing Policy. The consultant shall provide a written report to the Committee at least annually providing the information necessary for the Committee to assess the independence factors set forth in the NYSE listing standards and providing appropriate assurances and confirmation of such consultant's independent status pursuant to this Policy. Management shall inform the Committee if it engages any affiliate of a consultant firm or organization to provide services or products to the Company and any such engagement shall comply with the independence standards established by this policy.

**VI. Committee Resources and Authority**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate, and approve the fees and other retention terms of independent counsel or other advisors, as it deems necessary or appropriate, without seeking approval of the Board or management; provided, however, that the Committee shall only select such advisors after taking into account the factors set forth in the applicable NYSE listing standards.

**VII. Delegation**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee, unless prohibited by applicable law, rule, regulation or the Company's Certificate of Formation or Bylaws. Any such subcommittee shall report any action to the full Committee at its next meeting.

**VIII. Annual Review**

At least annually, the Committee will (i) review this Charter with the Board and recommend any changes to the Board and (ii) evaluate its performance in the manner described by the Committee and report the results of this evaluation to the Board.