



## INFORMATION TECHNOLOGY, DIGITAL BANKING AND INNOVATION CHARTER

### I. Purposes, Resources and General Considerations

The purpose of the Information Technology, Digital Banking and Innovation Committee (the "Committee") of the Board of Directors (the "Board") of Southside Bancshares, Inc. (referred to herein as the "Company") is to assist the Board of Directors in fulfilling its oversight responsibilities with regard to information technology, digital banking and innovation, compliance framework and governance structure that supports it.

The primary responsibility of the Committee is to provide IT oversight and strategic direction for the Company's IT policies and assist the Board on matters of digital banking, digital innovation and business/information technology.

The Committee will primarily fulfill its responsibilities by carrying out the activities enumerated in Section IV of this charter.

### II. Composition, Meetings and Procedures

The Committee is established pursuant to Article 3, Section 3.12 of the amended and restated bylaws of the Company. The Committee shall consist of three or more directors, as determined by the Board, each of whom shall meet the independence requirements ("Independent Directors") which means a director of the company who is determined to be independent under the NASDAQ Listing Standards. None of the Committee members shall have a relationship, which, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director.

The Committee's members shall be appointed annually by the majority vote of the Board on the recommendation of the Corporate Governance and Nominating Committee of the Board, and may be replaced in the Board's discretion. The Board will designate the Committee Chair. A vice chair will be elected by majority vote of the Committee members in attendance. The vice chair will

assume the duties of the chairman in his or her absence. The members shall serve for such term or terms as the Board may determine or until their earlier resignation, retirement or removal by the Board.

### III. Committee Meetings and Procedures

The Committee shall meet at least quarterly, or more frequently as circumstances dictate. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to subcommittees such power and authority as the Committee deems appropriate provided, however, that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation, or listing standard to be exercised by the Committee as a whole and provided further, that any such subcommittees shall meet all applicable independence requirements and that the Committee shall not delegate to persons other than Independent Directors any functions that are required by any applicable law, regulation, or listing standard to be performed by Independent Directors. The Committee shall report to the Board and make such recommendations, as it deems necessary or appropriate.

The Committee may also appoint a Secretary, who need not be a director, and may delegate to the Chair such power and authority as the Committee deems to be appropriate, except such powers and authorities required by law to be exercised by the Committee as a whole or by a subcommittee of at least two members.

The Committee may meet in joint session with the Audit Committee or Risk Management Committee of the Board from time to time to discuss areas of common interest and significant matters.

The Committee may request any officer or employee of the Company, or any special counsel or advisor, to attend a meeting of the Committee or to meet with any members of, or consultant to, the Committee. The agenda for each Committee meeting will provide time, as appropriate when the Committee can meet separately in executive session with management, the Chief Information Officer, any independent auditors and as a Committee to discuss any matters the Committee or these groups believe should be discussed.

#### IV. Specific Responsibilities and Duties

- Provide oversight on IT strategies and subjects related to digital innovation, digital banking strategies and business/information technology;
- Keep adequate minutes of all its proceedings, and report its actions at the next meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent;
- Review Management reports at least annually and provide oversight of the implementation of major digital banking, technology innovation and business/information technology projects and architecture decisions;
- Review IT Plan at least annually which demonstrates objectives and targets for digital banking, technology innovation and business/information technology risks, proposals and acquisition processes;
- Ensure that Southside Bank's digital banking, digital innovation and business/information technology programs effectively support Southside Bank's business objectives and strategies.

V. To fulfill its responsibilities and duties, as well as set the tone and develop a culture promoting open discussion and encourage people of all levels to embrace technology, digital banking and innovation, the Committee will:

- Review and confirm that responsibilities outlined in the charter have been carried out;
- Oversee and Review technology risks including ongoing and potential exposure to various types of risks and the Bank's capabilities to mitigate potential adverse impact including communication and crisis preparedness/recovery plans. In doing so, the committee recognizes the responsibilities delegated to other committees by the board and understands that the other committees may emphasize specific risk monitoring through their respective activities;
- Conduct an annual performance assessment relative to the Committee's purpose, duties, and responsibilities; considering a mix of self- and peer- evaluation, supplemented if needed by evaluations facilitated by external experts;

- At least annually review and evaluate the company's policies and practices with respect to information technology, digital banking and innovation and present to the full Board a report summarizing the Committee's review of the strategies implemented by the company;
- Review the effectiveness of the company's enterprise-wide technology risk assessment processes and also review, as appropriate, management's corrective actions regarding deficiencies that arise with respect to the effectiveness of such programs;
- In coordination with the audit and risk management committees, understand how the company's internal audit and enterprise risk management work plans are aligned with the technological risks that have been identified.

### *Reporting*

- Understand and approve management's definition of the information technology, digital banking and innovation reports that the committee could receive regarding the full range of technology issues the organization faces, as well as their form and frequency;
- Understand the content and impact of reports submitted by management and respond accordingly;
- Read and provide input to the board, audit and risk committees regarding information technology, digital banking and innovation issues;
- Keep information technology, digital banking and innovation on both the full board's and management's agenda on a regular basis;
- Coordinate (via meetings or overlap of membership), along with the full board, relations and communications with regard to information technology, digital banking and innovation among the various committees.

### *Charter Review*

- Review the charter at least annually and update it as needed to respond to Information Technology, Digital Banking and

Innovation needs and any changes in regulatory or other requirements;

- Review and approve the management-level Information Technology, Digital Banking and Innovation committee charter, as applicable;
- Perform other activities consistent with this charter, the company's bylaws, and governing laws that the board or committee determines are necessary or appropriate;
- Submit the charter to the full board for approval.

#### V. Committee Resources and Authority

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select and obtain, at the expense of the Company, advice and assistance from internal or external Information Technology, Digital Banking or Innovation experts, consultants or advisers; provided, however, that no single member of the Committee may engage such expert, adviser or consultant.

In performing their responsibilities, Committee members are entitled to rely in good faith on information, opinions, reports or statements prepared or presented by:

- One or more officers or employees of the Company whom the Committee members reasonably believe to be reliable and competent in the matters presented;
- Counsel, independent auditors, or other persons as to matters which the Committee members reasonably believe to be within the professional or expert competence of such person; and
- Other committees of the Board as to matters within its designated authority which committee the Committee member reasonably believes to merit confidence.

In carrying out its oversight responsibilities, each Committee member shall be entitled to rely on the integrity and expertise of those persons providing information to the Committee and on the accuracy and completeness of such information, absent actual knowledge of inaccuracy.

## VI. Annual Performance Evaluation and Charter Review

Annually, there shall be a performance evaluation of the Committee, which may be a self-evaluation or an evaluation employing such other resources or procedures as the Committee, the Audit Committee, and the Corporate Governance and Nominating Committee may deem appropriate. The Committee shall annually review and assess the adequacy of this Charter and recommend changes to the Board when necessary.