

## **GREEN BRICK PARTNERS**

### **Board of Directors'** **Corporate Governance Guidelines**

The Board of Directors (the “Board”) of Green Brick Partners, Inc. (the “Company”) has adopted these Corporate Governance Guidelines to reflect the Company’s commitment to good corporate governance and to comply with New York Stock Exchange (“NYSE”) rules and other legal requirements. These guidelines are intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. The Board may modify or make exceptions to these guidelines from time to time in its discretion and consistent with its duties to the Company and its stockholders.

#### **Role of the Board**

The business and affairs of the Company are managed under the direction of the Board. The Board has vested responsibility for the day-to-day management of the Company in its Chief Executive Officer and other officers. The Board believes that the primary responsibilities of directors are to exercise their business judgment in good faith and to act in what they reasonably believe is in the best interests of the Company and its stockholders, as well as the Company’s employees, customers and others who rely on it. The Board oversees senior management, provides the Chief Executive Officer with guidance in developing corporate strategy and policies, reviews and approves major corporate decisions and assists the Company in setting and achieving its objectives. The Board should review the Company’s goals and specific business plan, approve a budget, authorize capital expenditures, help develop key performance measures and provide oversight on the Company’s enterprise risk management program which shall address litigation mitigation and management, insurance risk, including cybersecurity measures and ransomware prevention policies, financial disclosure processes, contractual risks, employment-related risks and environmental, social and governance policies. The Board should monitor the performance of the Company and its officers as well as the integrity of the Company’s public disclosures, including its financial statements, its financial and operational controls and compliance with legal and regulatory requirements. Through its committees, the Board exercises ultimate control over the Company’s outside auditors, the compensation of the Directors and officers, the nomination of candidates for Board membership and the governance of the Company.

#### **Composition**

Directors should possess the highest personal and professional ethics, integrity, judgment and values, and be committed to representing the long-term interests of the Company’s stockholders. Directors should also have an inquisitive and objective perspective and be able and willing to dedicate the time necessary to Board and committee service. All Directors should be financially literate, as determined by the

Board in its business judgment. The Governance and Sustainability Committee of the Board is responsible for reviewing on a regular basis the requisite skills and characteristics of Board members, as well as the composition of the Board as a whole. Current Directors are re-evaluated by the Governance and Sustainability Committee prior to being nominated for re-election. The Governance and Sustainability Committee assesses current and potential Directors in view of the perceived needs of the Board at the time the assessment is made and may consider the following attributes, among others:

- Personal qualities, accomplishments and reputation in the business community;
- Financial literacy, financial and accounting expertise, and significant business, academic or government experience in leadership positions or at senior policy-making levels;
- Individual backgrounds that provide a diverse portfolio of experience, skills and knowledge commensurate with the Company's needs and address the Company's principles of diversity, including diversity of gender and ethnicity;
- The fit of the individual's abilities and personality with those of current and potential directors in building a Board that is effective, collegial and responsive to the needs of the Company; and
- Independence as defined in these guidelines and an absence of conflicting time commitments.

To assure their ability to focus on issues involved in overseeing the Company, their service on the boards of other companies should be limited to a reasonable number, as may be determined from time to time in the Board's judgment, and in no event to exceed three (3) additional boards of public corporations.

The number of Directors shall be determined from time to time by the Board within the limits established by the Company's Bylaws. Board size will be assessed at least annually by the Board's Governance and Sustainability Committee and changes, if any, will be recommended to the Board. If a Director resigns or becomes unable to continue to serve for any reason, the Board may reduce the number of Directors or appoint a replacement.

The Governance and Sustainability Committee will review the Board's effectiveness and composition no less than annually, specifically seeking to ensure that individual Directors continue to provide the required expertise. While all Directors will be asked to help identify candidates for the Board, the Governance and Sustainability Committee will be specifically responsible for screening and recommending candidates to the Board. The Governance and Sustainability Committee will consider any reasonable recommendation offered by a stockholder of the Company who contacts a member of senior management, the Board or the Governance and Sustainability Committee if such recommendation specifies a candidate's name, contact information and summarizes his or her background, qualifications and willingness to serve and otherwise complies with the nomination procedures set forth in the Company's Bylaws.

## **Membership Criteria/Independence**

A majority of the Board, and all members of the Audit Committee, the Compensation Committee and the Governance and Sustainability Committee, shall meet the definition of “independent” as set forth in the corporate governance listing standards of the NYSE. Independent directors should be free from any material relationship with the Company other than as a director.

To be considered “independent” for purposes of the Director qualification standards, (1) the Director must meet the bright-line independence standards under the NYSE listing standards, and (2) the Board must affirmatively determine that the Director otherwise has no material relationship with the Company (either directly or as an officer, shareowner or partner of an organization that has a relationship with the Company. In each case, the Board shall broadly consider all relevant facts and circumstances).

## **Directors Who Change Their Present Job Responsibility or Directorships**

Management directors are expected to submit a letter of resignation at the time of retirement from active employment with the Company, or when transferring from his or her most senior management position in the Company, other than as a result of promotion. Non-management directors must provide written notice to the Company’s Chief Executive Officer, the Chair of the Board, and the Chair of the Governance and Sustainability Committee if they materially change their position or responsibilities, including accepting a new position, leaving a position or where the responsibilities of the current position are materially changed. The Board, through the Governance and Sustainability Committee, would then evaluate whether the director continues to meet the Board’s membership criteria under the new circumstances and determine whether to accept the letter of resignation in the case of management directors or request a letter of resignation in the case of non-management directors. If a letter of resignation is requested from such a non-management director by the Governance and Sustainability Committee, such non-management director is expected to submit such a letter of resignation.

Directors must provide written notice to the Company’s Chief Executive Officer, the Chair of the Board, and the Chair of the Governance and Sustainability Committee in advance of accepting an invitation to serve on the board of any other company. In addition, management directors must obtain the approval of the Governance and Sustainability Committee prior to accepting an invitation to serve on the board of directors of any company. Service on boards and/or committees of other organizations should be consistent with the Company’s conflict of interest policies.

## **Election of Directors**

Directors will be elected annually by the stockholders at the Annual Meeting. Nominees shall include those recommended by the Board and any other candidate nominated by stockholders in accordance with the Company’s bylaws. The Board may appoint Directors to fill any vacancies, including vacancies created by the addition of

new seats on the Board, which Directors will serve until the next Annual Meeting.

### **Failure to Receive a Majority Vote: Resignation Policy**

The Board shall only nominate for election or re-election as director, candidates who agree to tender, promptly following such person's failure to receive the required vote for election or re-election, an irrevocable offer to resign. The resignation will be effective upon the Board's acceptance of such offer to resign, or void upon the Board's rejection of such offer to resign. In addition, the Board shall fill director vacancies only with candidates who agree to tender, promptly following their appointment to the Board, the same form of an offer to resign tendered by other directors in accordance with these guidelines.

If a majority vote of the votes cast is required for election or re-election, and an incumbent director fails to receive the required majority vote, then the Governance and Sustainability Committee shall, considering such factors as it deems relevant, make a recommendation to the Board as to whether to accept or reject the resignation, or whether other action should be taken. Considering the Governance and Sustainability Committee's recommendation and such other factors as it deems relevant, the Board shall, exercising its business judgment, determine whether to accept or reject the resignation, or whether other action should be taken. An incumbent director who fails to receive a majority of the votes cast in any election of such director that requires a majority vote and who tenders his or her resignation shall remain active and engaged in Board activities, and shall have all the authority and responsibilities of a director, while the Governance and Sustainability Committee and the Board decide whether to accept or reject such resignation, or whether other action should be taken. Notwithstanding the foregoing, no director who has offered to resign pursuant to this policy shall participate in the consideration of such resignation offer.

The Company will publicly disclose the Board's decision regarding the course of action that it has determined to take in a press release, in a report filed with or furnished to the Securities and Exchange Commission or in another manner reasonably expected to make the Board's decision publicly available within 90 days from the date of the certification of the stockholder vote. In the event the Board elects not to accept an affected director's offer to resign, the Board shall include in its decision the Board's rationale for such decision.

### **Term of Office**

Directors will serve for a one-year term or until their successors are elected or for a shorter period ending at the next Annual Meeting. The renomination of a Director is dependent on an assessment of his or her qualifications, as well as the suitability review to be conducted by the Governance and Sustainability Committee.

### **Resignation, Retirement or Intent not to Stand for Re-election**

If a Board member wishes to resign, retire or not to stand for re-election at the end of his or her current term, the Board member shall notify the Chair of the Board in writing, with a copy to the Company's General Counsel.

## **Committees**

The Board currently has three standing committees:

- Audit Committee
- Governance and Sustainability Committee; and
- Compensation Committee.

Each of these committees has its own charter, which sets forth the responsibilities of the committee, the qualifications and procedures of the committee and how the committee will report to the Board. Each committee will conduct a self-evaluation annually. Each of these committees shall be comprised solely of independent, non-employee Directors and shall meet any heightened level of independence required by the NYSE or the federal securities rules.

The Board has the authority to establish additional committees as it deems necessary.

## **Committee Membership**

The Governance and Sustainability Committee will be responsible, after consultation with the Chairman of the Board, for recommending committee assignments and committee chairs. The Board will make committee appointments no less than annually after reviewing these recommendations.

## **Director Communications**

### Contact with Management

Directors are encouraged to speak directly to officers or, if appropriate, other employees regarding any questions or concerns they may have.

From time-to-time, officers and managers who can provide insight into items being discussed or which are of particular interest will be asked by the Chairman of the Board to be present at a Board meeting. In addition, managers with significant future potential may be brought to Board meetings to allow them to interact with Directors. Any Director may at any time ask the Chairman of the Board to arrange to have one or more officers or other employees meet with the Board or one of its committees. Such requests will be honored to the extent practical.

### Communications with Third Parties

As management has been designated by the Board to speak publicly for the Company, Directors should refrain from commenting on the Company or its business

except in very general terms. Inquiries from investors, the press or other third parties should be referred to the Chairman of the Board or the Chief Executive Officer unless the Board specifically agrees otherwise. All communications by Directors, Officers or employees of the Company shall be governed by the Company's Information and Communications Policy.

#### Stockholder Communications

Stockholder communications should be directed to one or more members of the Board or to the Board collectively. All communications must be in hard copy written form, delivered to the Company's principal executive office located at 2805 Dallas Pkwy, Ste 400, Plano, TX 75093, and include a statement that the author of such communication is a beneficial or record owner of shares of common stock in the Company. All qualifying communications received by the Company shall be directed to the General Counsel and the Corporate Secretary.

The General Counsel and the Corporate Secretary shall review all qualifying communications and remove all communications that the General Counsel and the Corporate Secretary deem, in their reasonable discretion, unrelated to the business of the Company, such as communications regarding individual grievances or other interests that are personal to the party submitting the communication and could not reasonably be construed to be of concern to security holders or other constituencies of the Company (such as employees, members of the communities in which the Company operates its businesses, customers and suppliers) generally. All communications not removed shall be distributed to the intended recipient, as appropriate. A copy of any qualifying communication that relates to the Company's accounting and auditing practices shall be sent directly to the chair of the Company's Audit Committee, whether or not it was directed to such person.

#### Contact with Independent Auditors and Counsel

Directors have unlimited access to the Company's independent auditors and legal counsel.

#### Access to Independent Advisors

The Board or any of its committees may, at any time, retain outside financial, legal or other advisors it believes necessary and appropriate to meet its responsibilities.

#### **Director Compensation**

The form and amount of director compensation shall be determined by the Board based upon the recommendation of the Compensation Committee. Directors who are also employees of the Company shall not receive additional compensation for their services on the Board. The Compensation Committee shall evaluate director compensation levels based on such factors as the Compensation Committee may determine.

## **Self-Evaluation**

The Board will evaluate itself no less than annually. Evaluation criteria will be established by the Governance and Sustainability Committee which will lead the process, assess the results and make recommendations, as needed, to the Board to improve its performance.

## **Chief Executive Officer Performance and Succession Planning**

Once a year, in connection with the review and approval of the budget, the Board, with input from the Chairman of the Board and the Chief Executive Officer, will establish performance criteria (short- and long-term goals) to be considered in connection with the Chief Executive Officer's annual performance evaluation and that of other officers. Following the end of each fiscal year, the Chief Executive Officer will present to the Board or furnish it a written report evaluating his/her own performance and that of the other officers. Thereafter, the Board will meet in executive session to review the Company's, the Chief Executive Officer's and the officers' performance. The results of the review and evaluation shall be communicated to the Chief Executive Officer by the chair of the Compensation Committee.

The Board is responsible for the Chief Executive Officer and other senior management succession planning in the ordinary course and may delegate to the Compensation Committee or the Governance and Sustainability Committee the authority to assist it in identifying potential candidates for such succession when appropriate.

## **Meetings**

There will be at least four regularly scheduled meetings of the Board each year. One of these meetings will be devoted in substantial part to budgeting and long-term strategic planning. In addition, special meetings may be called by the Chairman of the Board or upon the written request of a majority of the Directors. Directors are expected to attend all regularly scheduled meetings in person, absent unanticipated and compelling circumstances. Materials for all Board and committee meetings should be sent at least three days prior to the meeting, and, in any event, sufficiently in advance of the meeting to ensure adequate review prior to the meeting.

## **Agenda**

The Chairman of the Board, in consultation with the Chief Executive Officer, the other officers and other Directors, will complete an agenda in advance for each meeting to include issues as they arise or to delete those no longer relevant or material. Any Director may suggest items for inclusion on a specific agenda and may bring up items in the meetings not specified on the agenda.

## **Meetings of the Non-Employee and Independent Directors**

The non-employee Directors and independent Directors will meet in executive session, without management present, at each of the regularly scheduled meetings of the Board, and at such other times as may be determined by a majority of the independent Directors. In addition, at least once a year, only independent, non-employee Directors shall meet in executive session. A “lead director,” elected from time to time from among the non-employee Directors, will serve as the presiding Director for all such meetings of the non-employee or independent Directors and at all meetings at which the Chairman of the Board is not present. If the “lead director” is not present at any such meeting, the other independent Directors will select a presiding Director for that meeting.

## **Director Orientation and Continuing Education**

New Directors will be provided with appropriate orientation to familiarize them with the Company and its operations. Directors will receive appropriate information to assist them in the performance of their duties as directors and committee members, as applicable. Directors will meet with key personnel to become familiar with the Company’s strategic plans, significant financial, accounting and risk management issues, compliance programs, these guidelines, the Code of Business Conduct and Ethics, principal officers, internal and independent auditors and outside and inside counsel, as necessary and appropriate. In addition, the Company supports and encourages its Board members to attend continuing education events for directors on public companies. To the extent necessary and appropriate for maintaining the requisite financial literacy of the Audit Committee, the Board shall provide annual continuing education opportunities in financial reporting and other areas relevant to the Audit Committee. The Governance and Sustainability Committee and management of the Company will periodically report to the Board on any significant developments in the law, practice of corporate governance and other matters relating to the duties and responsibilities of directors in general.

## **Additional Governance Policies**

### Code of Business Conduct and Code of Ethics

Each Director is expected to conduct him or herself with the highest degree of honesty, integrity and ethics and within the confines of the law when acting on behalf of the Company. Each director shall adhere to the applicable Company policies concerning integrity and ethical behavior which the Company’s management and employees are subject, including the Company’s Code of Business Conduct and Ethics (the “Code of Business Conduct”). Directors must disclose outside activities, financial interests or relationships that may present a possible conflict of interest or the appearance of a conflict to the Company’s General Counsel. Violations of the Code of Business Conduct will be addressed in accordance with the terms thereof.

The Company has also adopted a Code of Ethics for Senior Financial Officers (“Code of Ethics”) which applies to the Chief Executive Officer, Chief Financial Officer, and Chief

Accounting Officer or Controller, if any, or persons performing similar functions, of the Company and its subsidiaries. Violations of the Code of Ethics will be addressed in accordance with the terms thereof.

#### Stock Ownership Guidelines

The Board believes that significant stock ownership by directors and executives of the Company helps align their interests with the interests of the Company's stockholders. Accordingly, the Company has adopted Stock Ownership Guidelines establishing minimum equity ownership requirements for each member of the Board and the Company's executive officers. In accordance with the Stock Ownership Guidelines, each director is expected to hold five times (5x) the director's annual cash retainer (not including any additional amounts earned based on serving on a committee or as a chair) for the prior fiscal year and, in each instance, then converted to a fixed number of shares. The Chief Executive Officer is expected to hold common stock with a value equal to three times (3x) the Chief Executive Officer's annual base salary as of the date of calculation and each other executive officer is expected to hold common stock with a value equal to two times (2x) his or her annual base salary. The Board will periodically evaluate the Stock Ownership Guidelines to ensure that it is effectively fulfilling its intended functions and conforms to applicable laws and best practices.

#### Insider Trading Policy

The Company has adopted an Insider Trading Policy that is applicable to all employees, officers and directors of the Company. The Board will periodically evaluate the Insider Trading Policy in light of applicable laws and best practices.

#### Hedging of Company Stock

The Company's directors and executive officers may not enter into any form of hedging or monetization transaction (such as zero-cost collars or forward sale contracts) involving Company common stock.

**Adopted on October 27, 2022**