

INDEPENDENT BANK GROUP, INC.

CHARTER OF THE STRATEGIC PLANNING COMMITTEE

This Charter of the Strategic Planning Committee (the “Committee”) of the Board of Directors (the “Board”) of Independent Bank Group, Inc. (the “Company”) has been adopted by the Board for the purpose set forth below.

Purpose of the Committee

The purpose of the Committee is to assist the Board in its oversight of:

1. Establishing plans for the growth of our Company, including organic growth plans and strategic acquisitions;
2. Identifying new market areas and maintaining current information on the overall Texas banking market, competitors, and factors affecting the financial institution industry;
3. Identifying new management candidates to enhance product and geographic expansion;
4. Identifying acquisition targets and developing plans to pursue acquisitions of such identified targets;
5. Reviewing capital and financing levels, financial partners, and ensuring continued access to capital and financing; and
6. discharging such other duties and responsibilities and such other matters that are specifically assigned to the Committee by the Board from time to time.

Composition of the Committee

The membership of the Committee shall consist of at least three directors. The Board shall appoint the members of the Committee and the Chairman of the Committee. The Board may remove any director from the Committee at any time with or without cause.

Duties, Responsibilities and Powers

Although the Committee may have other duties from time to time as specifically established by action of the Board, the general recurring duties and responsibilities of the Committee in carrying out its oversight role are described below.

1. The Committee shall receive periodic presentations from management on the Company’s historical and current year performance and assess management’s plans for the Company’s future growth;

2. The Committee shall receive and review periodic presentations by management, investment bankers, and other professionals evaluating the Company's current footprint and identifying attractive new market areas. The Committee shall make recommendations to the Board regarding actions to enhance the presence of the Company in its current markets and the appropriateness of expansion into new markets;
3. The Committee shall receive and review periodic presentations by management and investment bankers on the identification and assessment of targets for strategic acquisitions. The Committee shall work with management to develop strategies to pursue acquisitions of identified targets and shall evaluate the terms and structure of any proposed acquisition. The Committee shall make recommendations to the Board regarding the advisability of potential acquisitions;
4. The Committee shall work with management to identify, assess, and determine the qualifications, attributes and skills of, individual management candidates. The Committee shall make recommendations to the Board regarding the selection of new management and the composition of new management teams;
5. The Committee shall monitor the Company's capital and financing levels and recommend to the Board plans for ensuring continued access to capital and financing, as necessary; and
6. The Committee shall address such other matters that are specifically delegated to the Committee by the Board from time to time.

Committee Governance

The Committee shall meet at such times as it determines to be necessary or appropriate, but at least once each fiscal quarter, and shall report to the Board at the meeting of the Board next following each such Committee meeting regarding any issues of which the Board should be made aware. A special meeting of the Committee may be called by the Chairman of the Board, the Chairman of the Committee or by a majority of the Committee members upon not less than 48 hours notice. A majority of the Committee members shall constitute a quorum for the conduct of business at Committee meetings. Members of the Committee may attend meetings of the Committee telephonically or by video conference. The affirmative vote of a majority of the Committee members is necessary for the adoption of any resolution of the Committee or to take another action of the Committee. The Committee shall have the opportunity at any meeting of the Committee to meet in executive session without the presence of management.

The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has sole authority to retain, to set the terms of retention, including compensation, and to terminate outside counsel to represent the Committee and other advisers, experts and consultants to advise the Committee or that the Committee determines are necessary for the Committee to discharge its duties and responsibilities. Any communications between the Committee and legal counsel in the course of obtaining legal advice will be

considered privileged communications of the Company and the Committee will take all necessary steps to preserve the privileged nature of those communications.

[End of Charter]