

# Stock Ownership Guidelines

*Version Annual Update – Last Updated October 22, 2024*

# Table of Contents

- Table of Contents..... 2
- I. Purpose and Oversight..... 3
- II. Directors and Executives Subject to the Guidelines..... 3
- III. Target Multiples of Base Salary..... 3
- IV. Counting Share Ownership ..... 3
- V. Ownership Calculation ..... 3
- VI. Time Period for Compliance ..... 4
- VII. Amendment ..... 4

## I. Purpose and Oversight

These guidelines are designed to assist in focusing directors and executive officers on the long-term success of Triumph Financial, Inc. (“Triumph Financial” or the “Company”) and on shareholder value by requiring directors and executive officers to hold Triumph Financial common stock (“Common Stock”) over the long term. The Nominating and Corporate Governance Committee is responsible for monitoring compliance with these guidelines on an annual basis.

## II. Directors and Executives Subject to the Guidelines

These guidelines apply to the Chief Executive Officer, any other officers subject to the reporting requirements under Section 16 of the Securities Exchange Act of 1934, and any non-employee directors of the Company.

## III. Target Multiples of Base Salary

Title	Multiple of Base Salary
Chief Executive Officer	3x base salary
Other Section 16 Officers	1.5x base salary
Non-Employee Directors	5x annual cash retainer

## IV. Counting Share Ownership

The following may be used in determining share ownership:

- Shares owned outright, directly or indirectly
- Shares owned jointly or separately by the individual’s spouse
- Shares held in trust for the benefit of the individual, the individual’s spouse and/or children
- Restricted stock or restricted stock units
- Shares acquirable upon net exercise of vested stock options
- Deferred shares or deferred stock units

The following do not count toward meeting the stock ownership guidelines:

- Unvested stock options
- Unearned performance shares

## V. Ownership Calculation

The determination of whether an individual meets the applicable guideline will be made as of the last day of the fiscal year by using the average closing price of the Common Stock on the NASDAQ Global Select Market for the prior 60-day period.



## **VI. Time Period for Compliance**

The Chief Executive Officer, Other Section 16 Officers and Non-Employee Directors are expected to meet the applicable target multiple no more than five years after the effective date of this policy or the date the applicable individual first becomes subject to it, and they are expected to continuously own sufficient shares to meet the guideline once attained.

If an individual falls below the applicable guideline due solely to a decline in the value of the Common Stock, the individual will not be required to acquire additional shares to meet the guideline, but he or she will be required to retain all shares then held (except for shares withheld to pay withholding taxes or the exercise price of options) until such time as the executive again attains the target multiple.

## **VII. Amendment**

These Stock Ownership Guidelines may be waived or amended by the Board of Directors (or appropriate committee thereof) from time to time.



# Revision and Approval History

Revision Date	Revision Version	Board Approval Date	Board	Revision Summary
October 01, 2024	Annual	October 22, 2024	Triumph Financial, Inc.	No Recommended Changes by Management

