

**GUARANTY BANCSHARES, INC.  
POLICY AND PROCEDURES WITH RESPECT TO  
RELATED PERSON TRANSACTIONS**

**As adopted by the Board of Directors**

**Introduction**

The Board of Directors (the “Board”) of Guaranty Bancshares, Inc. (“Guaranty”) has adopted this Policy and the related procedures for the evaluation and approval, disapproval or ratification of Related Person Transactions (as defined below). This Policy is intended to establish a framework whereby such Related Person Transactions will be reviewed and approved or ratified by the Corporate Governance and Nominating Committee of Guaranty (the “Committee”)

Under this Policy, a Related Person Transaction (as defined below) may be consummated or continued only if the Committee approves or ratifies such transaction as in, or not inconsistent with, the best interests of Guaranty and its shareholders. This Policy is intended to augment and work in conjunction with other policies of Guaranty having code of conduct and/or conflict of interest provisions.

The Committee periodically shall review this Policy and may recommend to the Board amendments to this Policy from time to time as it deems appropriate.

**Definitions**

For purposes of this Policy, a “Related Person” is:

1. Any Director or Executive Officer (as such terms are defined below) of Guaranty, and any individual who was a Director or Executive Officer of Guaranty at any time since the beginning of the last fiscal year.
2. Any nominee for election as a Director of Guaranty.
3. Any individual or entity known to Guaranty to be the beneficial owner of five percent (5%) or more of any class of Guaranty’s voting securities.
4. Any immediate family member of an individual identified in Items 1 through 3 above. An immediate family member would be any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of such individual, and any individual (other than a tenant or employee) sharing the household of such individual.

For purposes of this Policy, a “Director” is a member of the Board, and an “Executive Officer” means an employee of Guaranty that is covered by Section 16a-l(f) of the Securities Exchange Act of 1934, as amended and in effect from time to time.

For purposes of this Policy, a “Related Person Transaction” is any transaction, arrangement or relationship (or series of similar transactions, arrangements or relationships) in which Guaranty (or any of its subsidiaries) is, was or will be a participant and the amount involved exceeds \$120,000, and in which the Related Person had, has or will have a direct or indirect material interest, other than:

- A. Employment relationships or transactions involving an Executive Officer and any related compensation solely resulting from such employment if (i) the compensation is required to be reported in the company’s annual proxy or (ii) the executive officer is not an immediate family member specified in subparagraph 4 in the definitions above and such compensation was approved, or recommended to the Board for approval, by the Compensation Committee.
- B. Compensation for serving as a Director of Guaranty.
- C. Payments arising solely from the ownership of Guaranty’s equity securities in which all holders of that class of equity securities received the same benefit on a *pro rata* basis.
- D. Transactions where the rates or charges are fixed in conformity with law or governmental authority in connection with the provision of services as a common or contract carrier or public utility.
- E. Ordinary course transactions involving the provision of certain financial services, including loan and deposit relationships with Guaranty Bank & Trust, N.A. and transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
- F. Any transaction with another company at which a Related Person’s only relationship is as an employee (other than an executive officer), director or beneficial owner of less than 10% of that company’s shares, if the aggregate amount involved does not exceed the greater of \$1,000,000, or 2 percent of that company’s total annual revenues.
- G. Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person’s only relationship is as an employee (other than an executive officer) or a director, if the aggregate amount involved does not exceed the lesser of \$1,000,000, or 2 percent of the charitable organization’s total annual receipts.

### **Review and Approval of Related Person Transactions**

Management shall present to the Committee the following information, to the extent relevant, with respect to actual or potential Related Person Transactions:

1. A general description of the transaction(s), including the material terms and conditions.

2. The name of the Related Person and the basis on which such individual or entity is a Related Person.
3. The Related Person's interest in the transaction(s), including the Related Person's position or relationship with, or ownership of, any entity that is a party to or has an interest in the transaction(s).
4. The approximate dollar value of the transaction(s), and the approximate dollar value of the Related Person's interest in the transaction(s) without regard to amount of profit or loss.
5. In the case of a lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments expected to be made.
6. In the case of indebtedness, the aggregate amount of principal to be outstanding and the rate or amount of interest to be payable on such indebtedness.
7. Any other material information regarding the transaction(s) or the Related Person's interest in the transaction(s).

After reviewing such information, the disinterested members of the Committee shall approve or disapprove such transaction. No member of the Committee shall participate in the review, consideration or approval of any Related Person Transaction with respect to which such member or any member of his or her immediate family is a Related Person. Approval of such transaction shall be given only if it is determined by the Committee that such transaction is in, or not inconsistent with, the best interests of Guaranty and its shareholders.

If any material information with respect to such transactions shall change subsequent to the Committee's review of such transactions, management shall provide the Committee with updated information at its next scheduled meeting.

In the event management becomes aware of a Related Person Transaction that has not been previously approved or ratified under this Policy, it shall be submitted to the Committee promptly, and the Committee shall review the Related Person Transaction in accordance with the criteria set forth in this Policy, taking into account all of the relevant facts and circumstances available to the Committee. Based on the conclusions reached, the Committee shall evaluate all options, including, without limitation, approval, ratification, amendment or termination of the Related Person Transaction or, with respect to any Related Person Transaction that is no longer pending or ongoing, rescission and/or disciplinary action. Any such determination by the Committee shall be reported to the full Board.

In the event management determines it is impractical or undesirable to wait until the next meeting of the Committee to approve a Related Person Transaction, the Chair of the Committee may review and approve the Related Person Transaction in accordance with the criteria set forth herein. The Chair of the Committee will report any such approval to the Committee at its next regularly scheduled meeting.

The Committee shall report all material Related Person Transactions it has reviewed to the full Board.

*[End of Policy and Procedures]*