



CROSSFIRST

BANKSHARES, INC.

CORPORATE GOVERNANCE GUIDELINES

OF

CROSSFIRST BANKSHARES, INC.

I. Purpose

The Board of Directors (the "Board") of CrossFirst Bankshares, Inc. (the "Company") has adopted the following Corporate Governance Guidelines (the "Guidelines") to assist the Board in the exercise of its duties and responsibilities and to provide an effective corporate governance framework for the Company. The Guidelines should be applied in a manner consistent with all applicable laws and stock exchange rules and the Company's articles of incorporation and bylaws, each as amended and in effect from time to time. The Guidelines are not intended to interpret or modify any applicable law or stock exchange rule or the Company's articles of incorporation and bylaws.

The Guidelines are intended to serve as a flexible framework for the conduct of the Board's business and not as a set of legally binding obligations. The Board may modify or make exceptions to the Guidelines from time to time in its discretion as it deems appropriate.

II. Role of the Board

The Board oversees the Chief Executive Officer (the "CEO") and other senior management in the competent and ethical operation of the Corporation on a day-to-day basis and assures that the long-term interests of the shareholders are being served. To satisfy its duties, directors are expected to take a proactive, focused approach to their position to ensure that the Corporation is committed to business success through the maintenance of high standards of responsibility and ethics.

The Company's senior officers, under the direction of the Chief Executive Officer, are responsible for the operations of the Company and the implementation of the Company's policies, procedures and strategies, subject to the oversight of the Board.

III. Board Membership

- A. Size of the Board. The articles of incorporation of the Company provide that subject to the rights of the holders of one or more series of preferred stock then outstanding, the total number of directors constituting the entire Board shall not be less than ten (10) nor more than twenty (20), with the then-authorized number of directors fixed from time to time by the Board. In accordance with the articles of incorporation, the Board will periodically consider whether the size of the Board is appropriate given the Company's present circumstances and any changes in the Company's business.
- B. Independence. It is the policy of the Board, consistent with the rules of The Nasdaq Stock Market, LLC ("Nasdaq"), that there will be a majority of "independent" directors on the Board, except as may otherwise be permitted by Nasdaq rules. To qualify as "independent", a director must satisfy the Nasdaq rules for listed companies, Securities and Exchange Commission rules and any other requirements imposed by applicable laws, rules and regulations. To assist with independence determinations, directors will be required annually to complete questionnaires.
- C. Tenure. The Board does not believe it should establish term limits. Term limits could result in the loss of directors who have been able to develop, over a period of time, increasing insight into the Company and its operations and an institutional memory that benefit the entire membership of the Board, as well as management. As an alternative to term limits, the Board can assure that its members remain active, effective and independent contributors through ongoing performance evaluations, suitability reviews and continuing education of the Board as contemplated by these Guidelines.
- D. Retirement Policy. In general, any Director who has reached the age of 75 at or before the time for his or her election by the stockholders or designation by the Board (including any reelection or redesignation) to the Board will not be eligible for election or designation to the Board, and the Board will not nominate for election or designate (or reelect or redesignate) any such person as a Director. The Board may determine that the value of a particular Director's contribution makes it advisable that he or she continue to serve as a Director after reaching the age of 75 and waive the application of this policy on an annual basis by majority vote of the other members of the Board.

- E. Standing Committee Member Assignments. The Nominating and Corporate Governance Committee makes recommendations to the Board concerning the structure and composition of the Board committees. The Board will designate the chair, committee members and, where applicable, alternate standing committee members, by the vote of a majority of the directors.
- F. Board Membership Criteria. The Corporate Governance and Nominating Committee works with the Board to determine the appropriate mix of characteristics, skills and experience for the Board as a whole and for individual directors. In evaluating the suitability of individuals for Board membership, the Corporate Governance and Nominating Committee takes into account many factors.

Those include:

- whether the individual meets various independence requirements;
- understanding of banking;
- the individual's general understanding of the varied disciplines relevant to the success of a publicly traded company in the current business environment;
- understanding of the Company's business and markets;
- professional expertise, business and financial experience and educational background;
- understanding of, and commitment to high standards of regulatory compliance;
- personal and professional integrity;
- and other factors that promote diversity of views and experience.

The Corporate Governance and Nominating Committee evaluates each potential or continuing director in the context of the Board as a whole, with the objective of recruiting and recommending a slate of directors that can best perpetuate the Company's success and represent stockholder interests through the exercise of sound judgment, using its diversity of experience. In determining whether to recommend a director for re-nomination, the Corporate Governance and Nominating Committee also considers the director's attendance

at, participation in, and contributions to Board and committee activities. Nominees shall not be discriminated against on the basis of race, religion, national origin, sex, sexual orientation, disability or any other basis proscribed by law.

- G.** Change of Director's Circumstances. Any director who retires, or makes a significant change to his or her principal employment or experiences a significant change in his or her personal circumstances that may reasonably have an adverse effect on the director's service on the Board, including his or her independence or the Company's business or reputation, must offer his or her resignation to the Board. The Corporate Governance and Nominating Committee then will review the appropriateness of that director's continued service on the Board in light of the new circumstances and will make a recommendation to the Board as to whether the resignation should be accepted.
- H.** Service on Other Boards. Without specific approval from the Board, no Director may serve on more than four public company boards (including the Board), the CEO and any other member of management also serving as a Director may serve on no more than one other public company board and the Chairman of the Board may serve on no more than two other public company boards (one other board if the Chairman of the Board is serving such other board as Chairman of the Board or Lead Director). Service on the board of a parent and its substantially owned subsidiary counts as service on a single board. The Corporate Governance and Nominating Committee and the Board will take into account the nature of, and time involved in, a Director's service on other boards in evaluating the suitability of individual Directors. A Director's service on boards and/or committees of other organizations should be consistent with the Company's conflict of interest policies. Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee upon accepting an invitation to serve on another public company board. The CEO and any other member of management serving as a Director of CrossFirst should obtain prior approval of the Corporate Governance and Nominating Committee in advance of seeking or accepting an invitation to serve on another public company board.

IV. Board Leadership

The Corporate Governance and Nominating Committee and the Board shall periodically assess the Board's leadership structure, including whether the offices of Chairman of the Board and Chief Executive Officer should be separate, whether the Company should have an independent "Lead Independent Director",

and why the Board's leadership structure is appropriate given the specific characteristics or circumstances of the Company. In the event that the Chairman of the Board is not an independent director, or if a majority of the independent members of the Board of Directors otherwise determine, a majority of the independent members may elect an independent director as Lead Independent Director. The Lead Independent Director may be removed by vote of a majority of the independent directors. Unless otherwise determined by a majority of the independent directors, the director elected to serve as Lead Independent Director shall have served as a director for at least one year prior to his or her election as Lead Independent Director.

The Lead Independent Director, if one is appointed, shall:

- preside over Board meetings when the Chairman of the Board is not present;
- chair any meeting of the non-management or independent directors in executive session;
- have the authority to call meetings of the independent directors;
- serve as liaison between the Chairman of the Board and the independent directors; however, each director is free to communicate directly with the Chairman of the Board;
- review and approve meeting agendas for the Board, information sent to the Board, and meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- consult with the Chairman of the Board on such other matters as may be pertinent to the Company and the Board; and
- perform such other duties as the Board may prescribe from time to time.

If a Lead Independent Director is not appointed, the independent Chairman of the Board shall, in addition to exercising the powers and performing the duties specified in the bylaws and in these Guidelines, (a) chair any meeting of the non-management or independent directors in executive session; (b) have the authority to call meetings of the independent directors; and (c) ensure that he or she is available for consultation and direct communication if requested by major stockholders.

V. Selection of New Director Candidates

- A. Selection of New Director Candidates. Except where the Company is legally required by contract, bylaw, or otherwise to provide third parties with the right to nominate directors, the Corporate Governance and Nominating Committee shall be responsible for: (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board; and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies or newly created directorships on the Board. In making such recommendations, the Corporate Governance and Nominating Committee shall consider candidates proposed by stockholders. The Corporate Governance and Nominating Committee shall review and evaluate information available to it regarding candidates proposed by stockholders and shall apply the same criteria, and shall follow substantially the same process in considering them, as it does in considering other candidates. The Corporate Governance and Nominating Committee shall be responsible for recommending to the Board individuals to be appointed to the board of directors (or similar governing body) of each of the Company's subsidiaries and any committees thereof.
- B. Extending the Invitation to a New Director Candidate to Join the Board. The invitation to join the Board should be extended either by the Chairman of the Board, on behalf of the Board, or the Chairman of the Corporate Governance and Nominating Committee, on behalf of such Committee, or as otherwise determined by the Board.

VI. Board Meetings

- A. Number. The Board currently plans at least four meetings each year, with further meetings to occur (or action to be taken by unanimous consent) at the discretion of the Board. The regular meetings will usually consist of committee meetings and the Board meeting.
- B. Agenda. The Chairman of the Board and the Lead Independent Director, if any, shall approve the agenda for each Board meeting. Each Board member is free to suggest the inclusion of agenda items and is free to raise at any Board meeting subjects that are not on the agenda for that meeting.
- C. Distribution of Materials. All information relevant to the Board's understanding of matters to be discussed at an upcoming Board meeting should be distributed in writing or electronically to all members in advance, whenever feasible and appropriate. Each director

is expected to review this information in advance of the meeting to facilitate the efficient use of meeting time. In preparing this information, management should ensure that the materials distributed are as concise as possible, yet give directors sufficient information to make informed decisions, and distributed in a timely manner to allow for meaningful review. Particularly sensitive matters may be discussed at the meeting without advance distribution of written materials.

- D. Executive Sessions. To ensure free and open discussion and communication among independent directors of the Board, the independent directors of the Board will meet in executive sessions at every scheduled Board meeting, outside the presence of management. Executive sessions may be scheduled more frequently as necessary or desirable. If a Lead Independent Director has been appointed, the Lead Independent Director will preside at executive sessions. If no Lead Independent Director has been appointed or the Lead Independent Director or independent Chairman of the Board is absent, the independent directors shall designate the director who will preside at the executive sessions.
- E. Attendance of Non-Directors at Board Meetings. The Chairman may, from time to time, invite to Board meetings senior executives of the Company who: (i) can provide additional insight into the items being discussed because of personal involvement in these areas; or (ii) should be given exposure to the Board.

VII. Board Committees

- A. Standing Committees. The Board shall have at all times an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee. To the extent applicable, the standing committees must conform to Nasdaq rules, and the Audit Committee must conform to Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Compensation Committee must conform to Rule 10C-1 of the Exchange Act. A director may serve on more than one committee for which he or she qualifies.
- B. Additional Committees. The bylaws of the Company provide for the establishment of a Risk Committee and an Executive Committee of the Board. In addition, the Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

- C. Committee Charters. Each of the Audit Committee, Compensation Committee and Corporate Governance and Nominating Committee will have a written charter approved by the Board in compliance with applicable Nasdaq rules and applicable laws and regulations.

VIII. Director Access to Management and Advisors

- A. Access to Officers and Employees. Directors have full and free access to officers and employees of the Company. Any meetings or contacts that a director wishes to initiate may be arranged through the Chief Executive Officer or the Secretary or directly by the director. The directors shall use their judgment to ensure that any such contact is not disruptive to the business operations of the Company and shall, to the extent appropriate, copy the Chief Executive Officer on any written communications between a director and an officer or employee of the Company.
- B. Access to Advisors. The Board and each committee have the power to hire and consult with legal, financial or other advisors for the benefit of the Board or such committee, as they may deem necessary, without consulting or obtaining the approval of any officer of the Company in advance. In the discretion of the Board or applicable committee, such advisors may (but need not) be the regular advisors to the Company. The Board or any such committee is empowered, without further action by the Company, to cause the Company to pay the compensation of such advisors as established by the Board or any such committee.

IX. Director Compensation

Executive officers of the Company who serve on the Board shall not receive any additional compensation from the Company for such service, unless otherwise determined by the Board or the Compensation Committee. The Compensation Committee periodically reviews and makes recommendations to the Board with respect to compensation, incentive compensation plans, and equity-based plans for directors of the Company.

X. Director Orientation and Continuing Education

- A. Director Orientation. The Board and the Company's management shall conduct an orientation program for new directors. The orientation program shall include presentations by management to familiarize new directors with the Company's strategic plans, its significant financial, accounting and risk management issues, its compliance programs, its

code of business conduct and ethics, its principal officers, its internal and independent auditors and its General Counsel and outside legal advisors.

- B. Continuing Education. Each director is expected to be involved in continuing director education on an ongoing basis to enable him or her to better perform his or her duties and to recognize and deal appropriately with issues that arise. The Company shall pay all reasonable expenses related to continuing director education, if the director has received prior approval for the expense from the Chairman.

XI. Director Responsibilities

- A. Director Responsibilities: The fundamental role of the directors is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Corporation and its shareholders. In fulfilling that responsibility, directors reasonably may rely on the honesty and integrity of the Corporation's senior management and expert legal, accounting, financial and other advisors.
- B. Annual Meeting Attendance: All directors are encouraged to attend the Corporation's annual meeting of shareholders.
- C. Scheduling of Board Meetings and Attendance: The Board will meet at least four times per year. Directors are expected to prepare for, attend and participate in all Board and applicable committee meetings, and to spend the time needed to meet as often as necessary to discharge their obligations properly.

XII. Management Succession

The Corporate Governance and Nominating Committee shall oversee an annual review by the Board on succession planning for senior executives, which shall include transitional leadership in the event of an unplanned vacancy. The succession plan should include an assessment of the experience, performance, skills and planned career paths for possible successors to the Chief Executive Officer. As appropriate, the entire Board will work with the Corporate Governance and Nominating Committee to evaluate potential successors to the Chief Executive Officer. The Chief Executive Officer should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals. The Board will also consider and review succession plans for other senior leaders and will consult with the Chief Executive Officer in fulfilling this role.

XIII. Management Responsibility

- A. Financial Reporting and Legal Compliance. The Board's governance and oversight functions do not relieve the primary responsibilities of the Company's management to: (i) make and keep books, records and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) devise and maintain an effective system of internal accounting controls; (iii) devise and maintain internal control over financial reporting; (iv) prepare financial statements that fairly present the financial condition, results of operation and cash flows of the Company; and (v) devise and maintain systems, procedures and corporate culture which promote compliance with legal and regulatory requirements and the ethical conduct of the Company's business.
- B. Interaction with Institutional Investors, Analysts and Press. The Board believes that management generally should speak on behalf of the Company. Accordingly, each Director is asked to refer all inquiries from institutional investors, analysts, the press or other constituencies (such as customers or employees) to the CEO or head of Investor Relations. Individual Directors may, from time to time at the request of management or the Board, communicate or meet with various of the Company's stakeholders. If communications from the Board to Company stakeholders are deemed appropriate, they should, in most circumstances, come from the Chairman of the Board.

XIV. Communications with Stockholders

Stockholders may contact an individual Director, the Board as a group or a specified Board committee or group, including the independent Directors as a group, by the following means:

CrossFirst Bankshares, Inc.
11440 Tomahawk Creek Pkwy
Leawood, KS 66211
Attn: Corporate Secretary

Each communication should specify the applicable addressee or addressees to be contacted as well as the general topic of the communication. The Company will initially receive and process communications before forwarding them to the addressee. The Company generally will not forward to the Directors a stockholder communication that it determines to be primarily commercial in nature, that relates to an improper or irrelevant topic or that requests general information about the Company.

XV. Indemnification, Insurance and Exculpation

The directors will also be entitled: (i) to be covered by reasonable directors' and officers' liability insurance purchased by the Company or any of its subsidiaries on their behalf; (ii) to the benefits of indemnification to the fullest extent permitted by law and by the Company's articles of incorporation, bylaws, and any indemnification agreements; and (iii) to exculpation as provided by applicable law and the Company's articles of incorporation.

XVI. Amendment, Modification and Waiver

These Guidelines may be amended, modified or waived by the Board.

XVII. Periodic Review of the Corporate Governance Guidelines

The Corporate Governance and Nominating Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of these Guidelines and recommend any proposed changes to the Board for approval.