

## **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 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 its 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 Committee prior to being nominated for reelection. The 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 Principles 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 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 New York Stock Exchange ("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, 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.

### **Election of Directors**

Directors will be elected annually by the shareholders 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.

### **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.

### **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.

### **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 expose them to the 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.

### **Interactions with the Press or Investors**

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 or the press should be referred to the Chairman of the Board or the Chief Executive Officer unless the Board specifically agrees otherwise.

### **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.

### **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 Performance and Succession Planning**

Once a year, in connection with the review and approval of the budget, the Board, with input from the Chairman and the Chief Executive Officer, will establish performance criteria (short- and long-term goals) to be considered in connection with the Chief Executive's annual performance evaluation and that of other officers. Following the end of fiscal year, the Chief Executive 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's and the officers' performance. The results of the review and evaluation shall be communicated to the Chief Executive by the Chair of the Compensation Committee.

The Board is responsible for Chief Executive Officer and other senior management succession planning in the ordinary course and may delegate to 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, 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. In addition, the Company supports and encourages its Board members to attend continuing education events for directors on public companies.

### **Additional Governance Policies**

#### **Code of Business Ethics and Conduct**

The Board expects all Directors and officers to display the highest standards of ethics. The

Company has adopted a Code of Business Ethics and Conduct (the “Code”) which applies to all directors, officers and employees of the Company and its subsidiaries. Violations of the Code 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 CEO is expected to hold common stock with a value equal to three times (3x) the CEO’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 to ensure that it conforms to 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