

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Veritex Holdings, Inc.		27-0973565	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Susan Caudle	(972) 349-6132	scaudle@veritexbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
8214 Westchester Drive, Suite 800		Dallas, TX 75225	
8 Date of action		9 Classification and description	
1/1/2019		Common stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
		VBTX	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ Effective January 1, 2019, Green Bancorp, Inc. ("Green"), was merged with and into Veritex Holdings, Inc. ("Veritex"), with each Green shareholder receiving 0.79 common shares of Veritex for each common share of Green, with cash paid for any resulting fractional shares of Veritex (the "Transaction"). Additional details of the Transaction can be found in the Agreement and Plan of Reorganization dated July 23, 2018, filed with the Securities and Exchange Commission and available at the following URL:
<https://www.sec.gov/Archives/edgar/data/1501570/000150157018000180/exhibit21agreementandplano.htm>

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ A former Green shareholder should transfer the basis of its Green shares to the Veritex shares received in the Transaction (including any fractional Veritex share). Any cash received in lieu of a fractional share of Veritex should be treated as a sale of that fractional share.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ For example, a holder of 150 shares of Green immediately before the Transaction should be treated as receiving 118.5 shares of Veritex in the Transaction. That holder's aggregate basis in the Veritex shares received in the Transaction would be the same as the holder's aggregate basis in its Green shares immediately prior to the transaction (and the holder's basis in each Veritex share would be the aggregate basis divided by 118.5). The holder would then be treated as selling 0.5 shares of Veritex in exchange for the cash received.

Part II Organizational Action *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC 368 (a)(1)(A), 354, 356, 358 and 1221.

18 Can any resulting loss be recognized? ▶ Green shareholders generally will not recognize gain or loss except to the extent a shareholder receives cash in lieu of fractional shares of Veritex. A former Green shareholder generally will recognize gain or loss equal to the difference between the cash received and the shareholder's basis in the fractional share, as explained on line 16. Special rules may apply to shareholders who received Green shares through the exercise of an employee stock option, through a tax qualified retirement plan or otherwise as compensation. Such shareholders should consult a tax advisor.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The Transaction was effective January 1, 2019.

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ *Sean Reing* Date ▶ 2-14-2019

Print Your name ▶ Sean Reing Title ▶ Chief Accounting Officer

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	<u>Jonathan Jackel</u>	<u><i>Jonathan Jackel</i></u>	<u>2/4/2019</u>		<u>P01883298</u>
	Firm's name ▶ <u>Ernst & Young</u>	Firm's EIN ▶ <u>34-6565596</u>		Phone no. <u>(202) 327-5725</u>	
Firm's address ▶ <u>1101 New York Avenue NW, Washington DC 20005</u>					