



VERITEX

Investor Presentation

3rd Quarter 2019



Forward-looking statements

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Non-GAAP Financial Measures

Veritex reports its results in accordance with United States generally accepted accounting principles (“GAAP”). However, management believes that certain supplemental non-GAAP financial measures used in managing its business provide meaningful information to investors about underlying trends in its business. Management uses these non-GAAP measures to assess the Company’s operating performance and believes that these non-GAAP measures provide information that is important to investors and that is useful in understanding Veritex’s results of operations. However, non-GAAP financial measures are supplemental and should be viewed in addition to, and not as an alternative for, Veritex’s reported results prepared in accordance with GAAP. The following are the non-GAAP measures used in this presentation:

- Tangible book value per common share;
- Tangible common equity to tangible assets;
- Returns on average tangible common equity;
- Operating net income;
- Pre-tax, pre-provision operating earnings;
- Diluted operating earnings per share (“EPS”);
- Operating return on average assets;
- Operating return on average tangible common equity;
- Operating efficiency ratio;
- Operating noninterest income; and
- Operating noninterest expense.

Please see “Reconciliation of Non-GAAP Financial Measures” at the end of this presentation for reconciliations of non-GAAP measures to the most directly comparable financial measures calculated in accordance with GAAP.



Third Quarter 2019 Financial Highlights

Quarter Financial Results

GAAP Financial Highlights

	<u>3Q19</u>	<u>2Q19</u>	<u>Change</u>	<u>% Change</u>
Net income	\$ 27,405	\$ 26,876	\$ 529	2.0%
Diluted EPS	0.51	0.49	0.02	4.1
Return on average assets ("ROA")	1.36%	1.36%	-	0.0
Efficiency Ratio	43.67	51.49	782 bp	(15.2)

Non-GAAP Financial Highlights¹

	<u>3Q19</u>	<u>2Q19</u>	<u>Change</u>	<u>% Change</u>
Operating net income	\$ 28,629	\$ 32,234	\$ (3,605)	(11.2%)
Diluted operating EPS	0.53	0.59	(0.06)	(10.2)
Pre-tax, pre-provision operating ROA	2.26%	2.22%	4 bp	1.8
Return on average tangible common equity	15.15	15.26	(11 bp)	(0.7)
Operating return on average tangible common equity	15.78	18.09	(231 bp)	(12.8)
Operating ROA	1.42	1.63	(21 bp)	(12.9)
Operating efficiency Ratio	42.36	43.66	130 bp	(3.0)

¹ Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.



Year to Date 2019 Financial Highlights

Year to Date Financial Results

GAAP Financial Highlights

	3Q19	3Q18	Change	% Change
Net income	\$ 61,688	\$ 29,516	\$ 32,172	109.0%
Diluted EPS	1.13	1.20	(0.07)	(5.8)
Return on average assets ("ROA")	1.04%	1.28%	(24 bp)	(18.7)
Efficiency Ratio	59.42	55.15	(427 bp)	(7.7)

Non-GAAP Financial Highlights¹

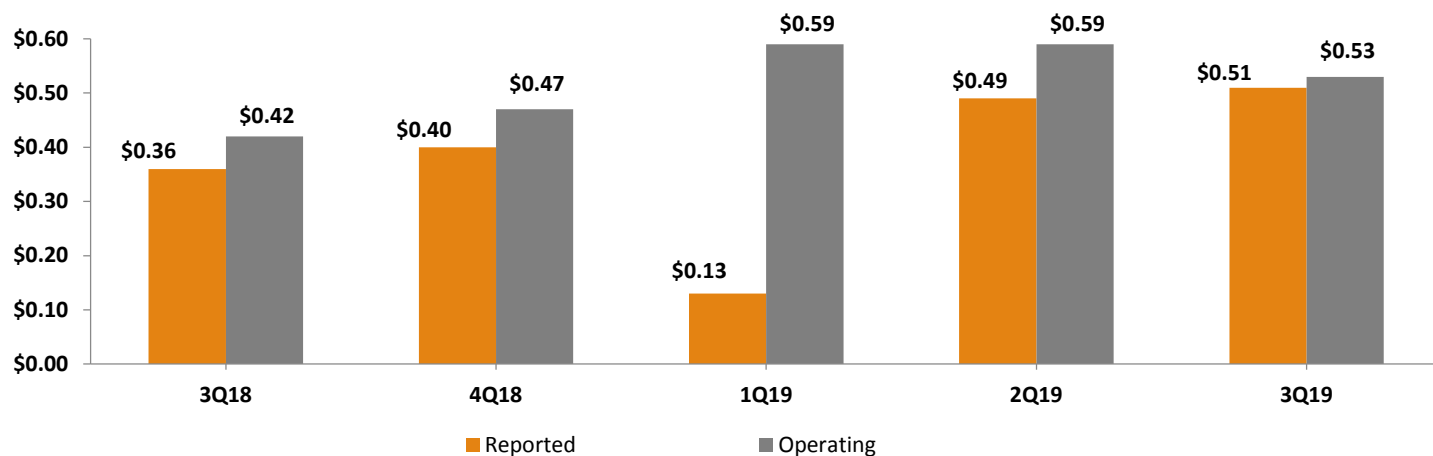
	3Q19	3Q18	Change	% Change
Operating net income	\$ 93,542	\$ 33,794	\$ 59,748	176.8%
Diluted operating EPS	1.71	1.37	0.34	24.8
Pre-tax, pre-provision operating ROA	2.30%	2.05%	25 bp	12.2
Return on average tangible common equity	11.93	12.36	(43 bp)	(3.5)
Operating return on average tangible common equity	17.57	14.09	348 bp	24.7
Operating ROA	1.58	1.46	12 bp	8.2
Operating efficiency Ratio	43.19	49.45	626 bp	12.7

¹ Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

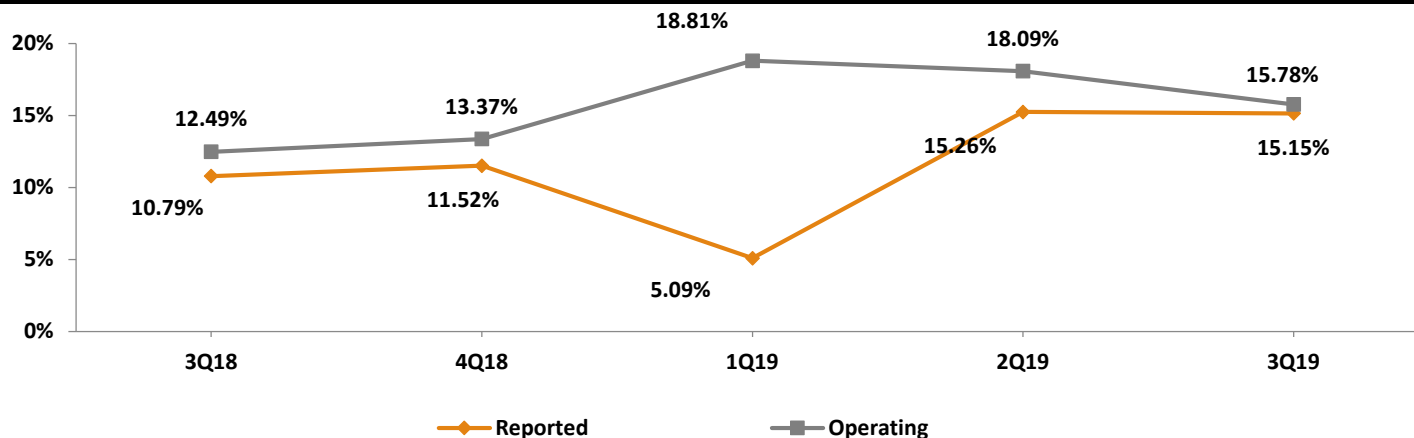


Fully Diluted EPS and ROATCE¹

Diluted Earnings Per Share¹



ROATCE¹

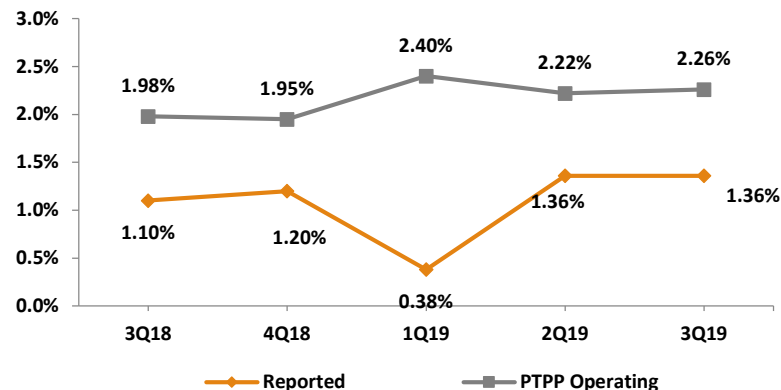
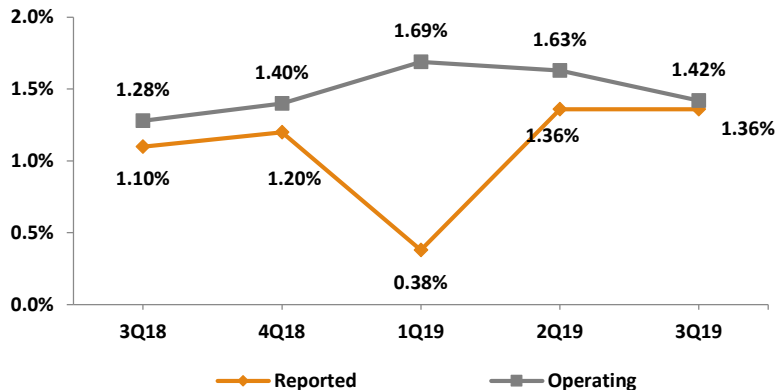


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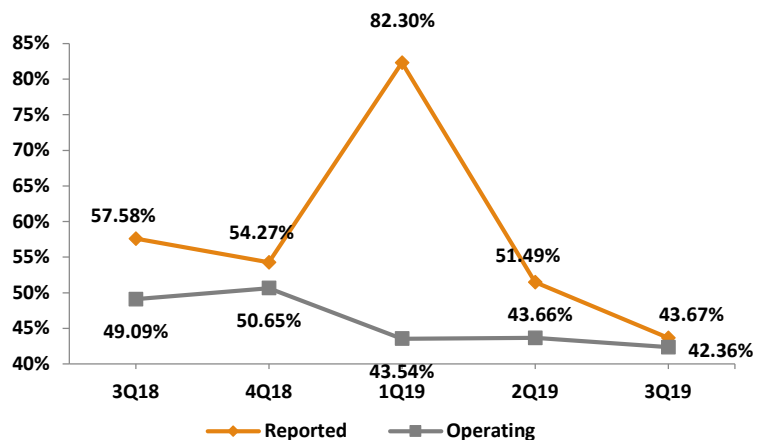


ROAA and Efficiency Ratio¹

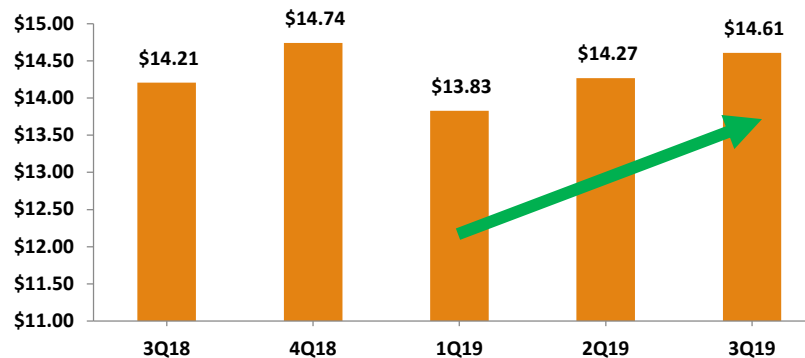
ROAA¹



Efficiency Ratio¹



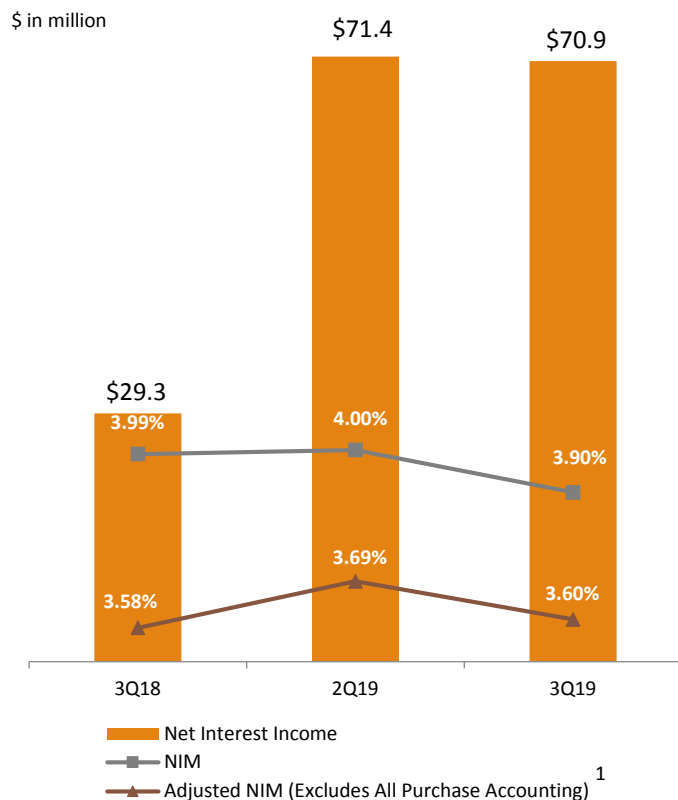
Tangible Book Value per Common Share¹



¹ Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.



Net Interest Income



- Net interest income of \$70.9 million slightly decreased from 2Q19 and increased \$41.6 million, or 142%, compared to 3Q18, largely due to the Green merger
- Net interest margin of 3.90% down 10 bps compared to 2Q19; includes \$5.4 million of purchase accounting adjustments in 3Q19 compared to \$5.5 million in 2Q19
- 3Q19 loan commitments totaled \$440.7 million at a weighted average rate of 5.07%

Drivers of NIM decrease		
	NIM	Adj. NIM
2Q19 Net Interest Margin	4.00%	3.69%
Impact of rates on earnings assets	(0.08%)	(0.12%)
Impact of rates on interest-bearing liabilities	0.02%	0.06%
Change in volume and mix	(0.04%)	(0.03%)
3Q19 Net Interest Margin	3.90%	3.60%

¹ Purchase accounting adjustments are primarily comprised of loan accretion and deposit premium amortization of \$4.2 million and \$1.2 million in 3Q19, \$3.6 and \$1.9 million in 2Q19 and \$2.8 million and \$158 thousand in 3Q18.

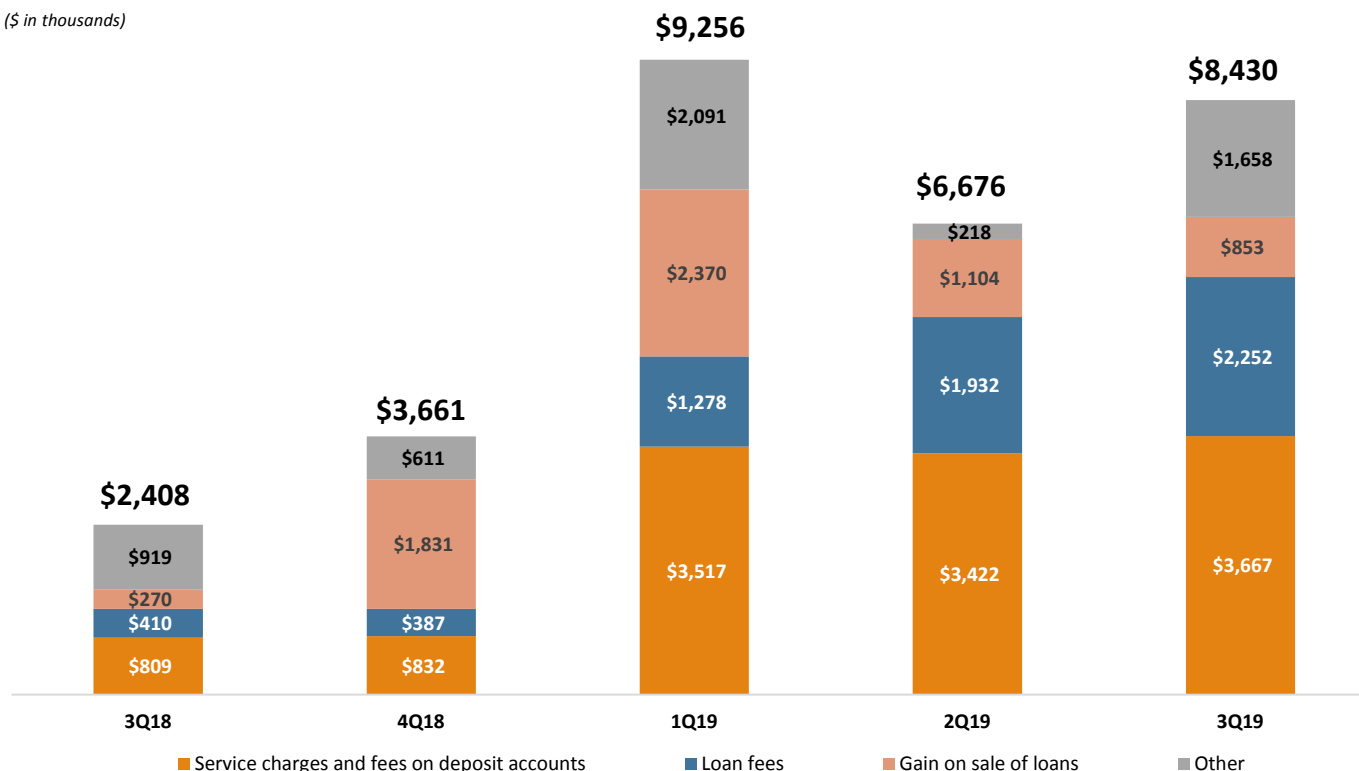


Noninterest Income (Operating)

- Operating noninterest income¹ totaled \$8.4 million for the quarter ended September 30, 2019, a 26.3% increase over the prior quarter.
- SBA revenue consistent with the 2Q19 but remains on track with year to date expectations.
- Customer swap income totaled \$671 thousand on 10 transactions during 3Q19 compared to \$12 thousand during 2Q19.

Operating Noninterest Income¹ Composition

(\$ in thousands)

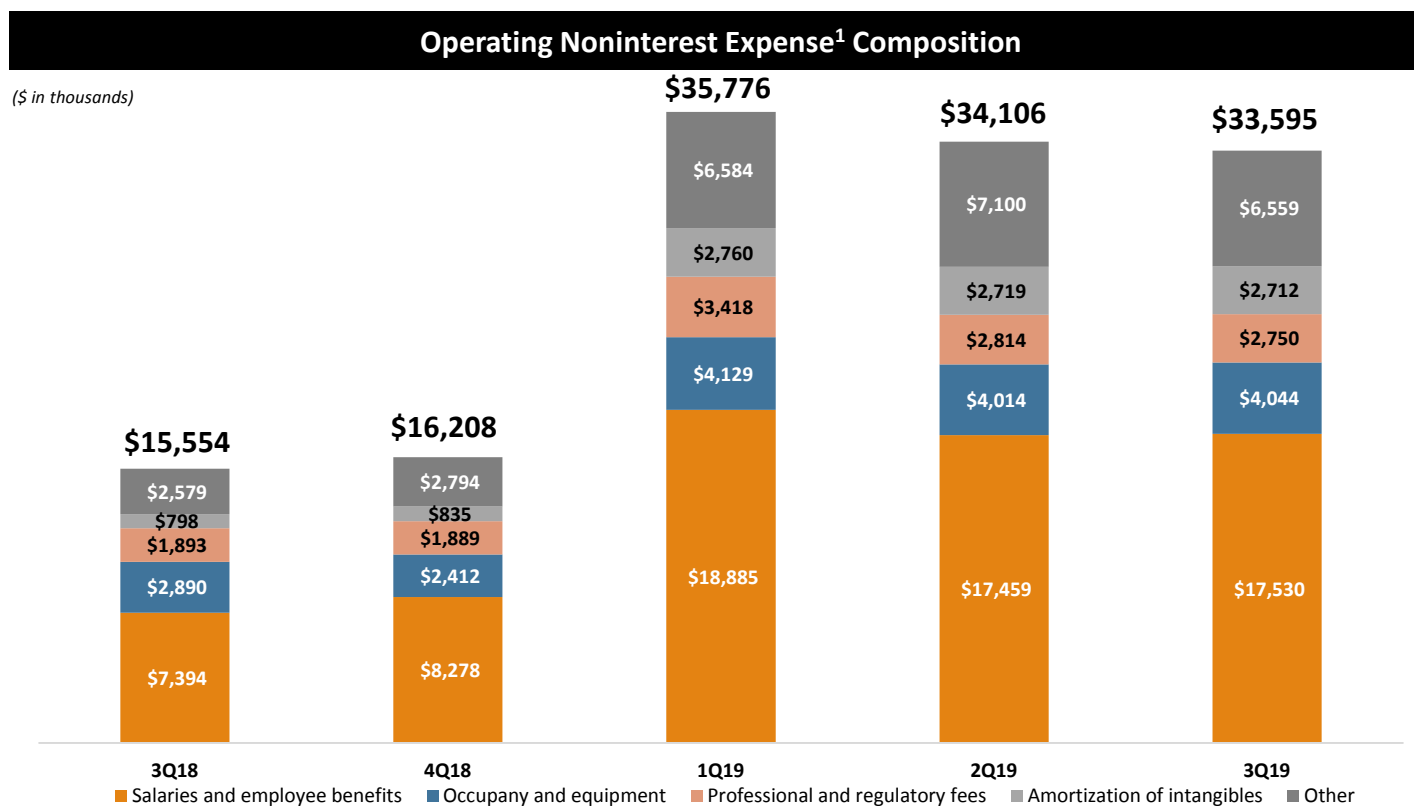


¹ Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of this non-GAAP financial measures.



Noninterest Expense (Operating)

- Operating noninterest expense¹ totaled \$33.6 million for the quarter ended September 30, 2019, a 1.5% decrease over the prior quarter.
- Operating noninterest expense excludes core conversion and planned employee departures.
- Added new talent, including 4 loan producers, during the third quarter. Additional salary and benefit cost was offset by lower variable compensation expense.



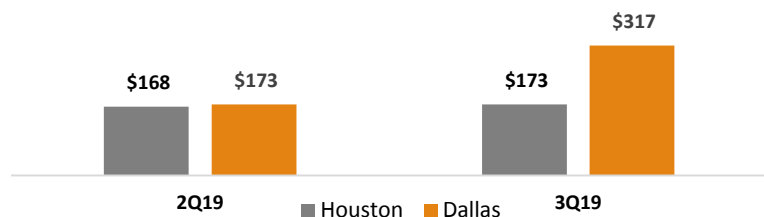
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Loans Held For Investment

- Loans held for investment decreased \$44.7 million, or 3.0% on a linked quarter annualized basis.
- 43.8% of loan portfolio was credit marked in the last 2 years.

Quarter-end New Commitments by Market



Variable Rate Loan Floors

Grouping	Total Balance	% of Total Balance	Cumulative % of Total Balance
No Floor	\$ 2,921	70%	70%
Floor Reached	218	5%	75%
0-25 bps to Reach Floor	57	1%	76%
26-50 bps to Reach Floor	145	4%	80%
51-75 bps to Reach Floor	73	2%	82%
76-100 bps to Reach Floor	295	7%	89%
101-125 bps to Reach Floor	165	4%	93%
126-150 bps to Reach Floor	108	3%	96%
151+ bps to Reach Floor	174	4%	100%
	\$ 4,156	100%	

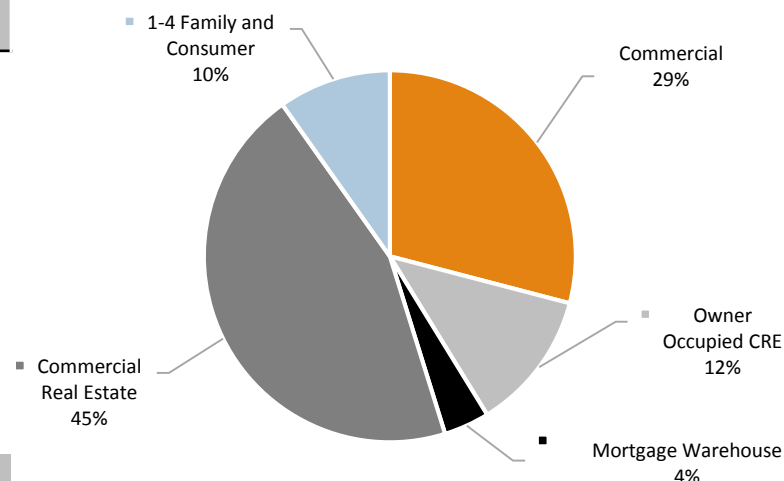
(\$ in millions)	For the Quarter Ended	
	2Q19	3Q19
Originated Loans ¹	2,730	3,076
Acquired non-PCI Loans	2,829	2,430
Acquired PCI loans	173	148
Mortgage warehouse	200	234
Total Loans	5,932	5,888

Qtr / Qtr Change in Balance

Originated Loans ¹	28.7%	12.7%
Acquired non-PCI Loans	-5.4%	-14.1%
Acquired PCI loans ²	4.8%	-14.5%
Mortgage warehouse	75.4%	17.0%
Total Loans	2.7%	-0.7%

Loan Composition

As of September 30, 2019



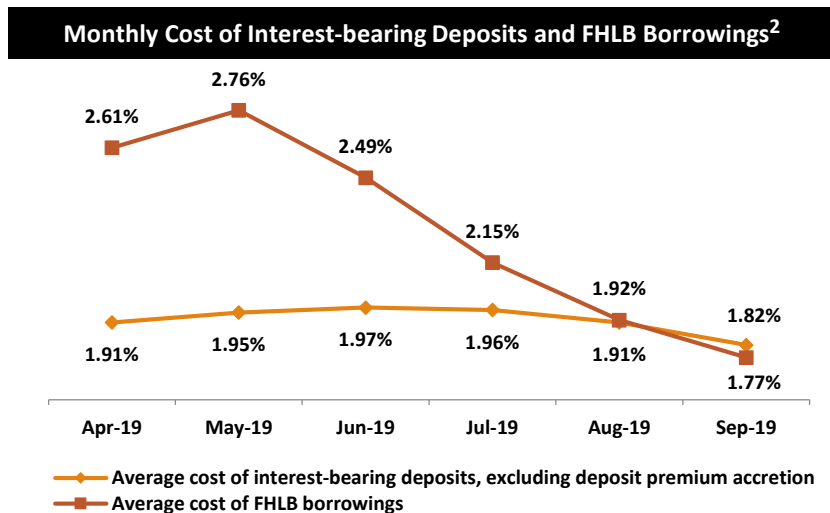
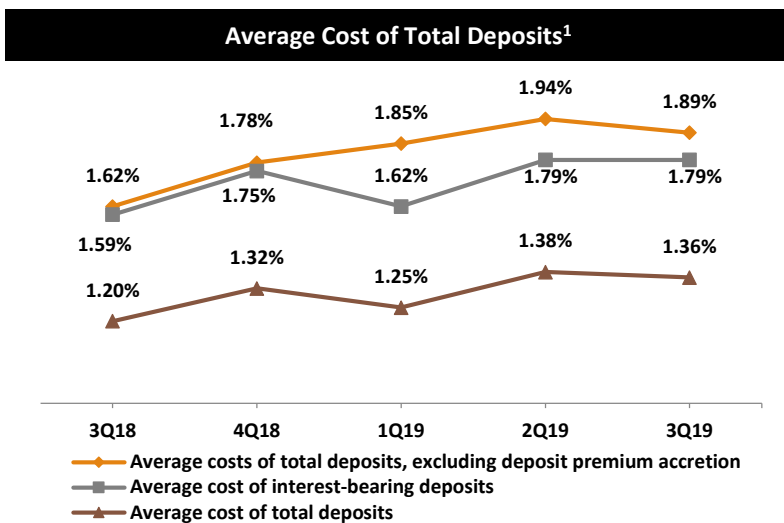
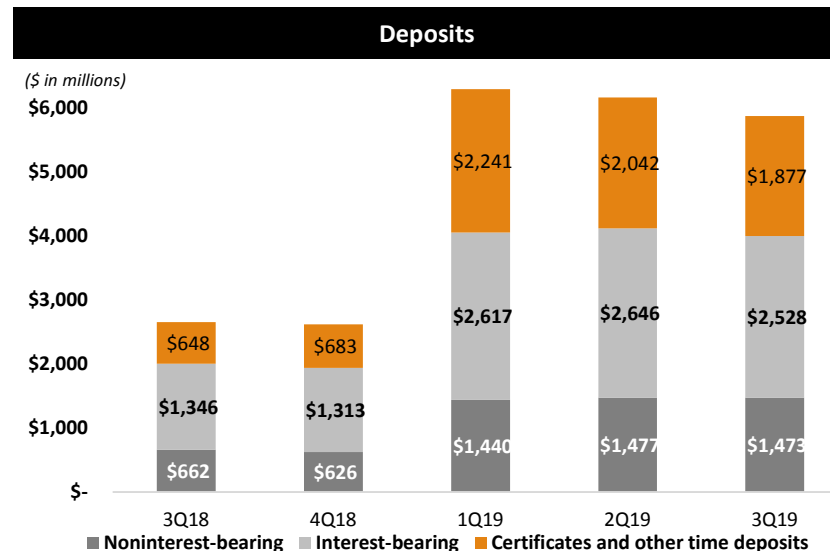
¹ Originated loans includes newly originated loans and purchased loans that have matured and renewed during the quarter.

² Increase in acquired PCI loans during the second quarter 2019 was a result of updates to the provision estimate of the fair value of PCI loans during the measurement period.



Deposits and Borrowings

- Noninterest-bearing deposits totaled \$1.5 billion, which comprised 25.0% of total deposits as of September 30, 2019.
- Loan to deposit ratio increased to 100.2% at September 30, 2019 from 96.2% at June 30, 2019.
- Excluding mortgage warehouse, the loan to deposit ratio was 96.2% at September 30, 2019.
- Entered into \$600 million of floating rate and structured borrowings to replace high cost funding resulting in a 5 basis point decrease in average costs of total deposits, which excludes deposit premium accretion quarter over quarter.
- Average cost of interest-bearing deposits, excluding deposit premium accretion, at a blended rate has decreased 15 basis point from June 2019 primarily as a result of cuts in money market rates and our strategy to replace high cost funding.



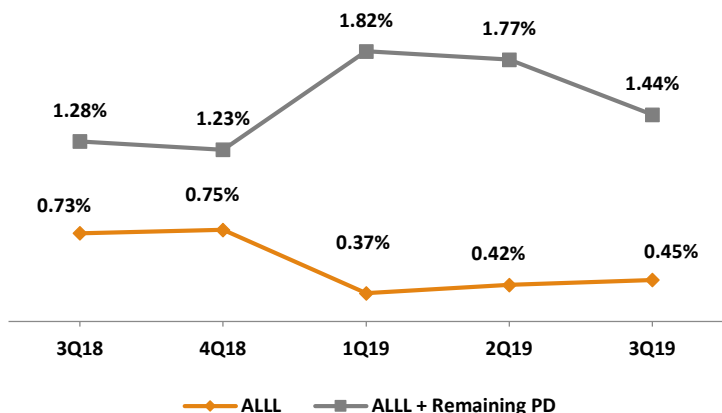
¹ Average costs of total deposits excludes \$158, \$132, \$2,731, \$1,355 and \$1,210 of deposit premium accretion as of 3Q18, 4Q18, 1Q19, 2Q19, and 3Q19, respectively.

² Average costs of interest-bearing deposits excludes \$711, \$644, \$559, \$484, \$391, \$335 of deposit premium accretion as of April 2019, May 2019, June 2019, July 2019, August 2019 and September 2019, respectively.

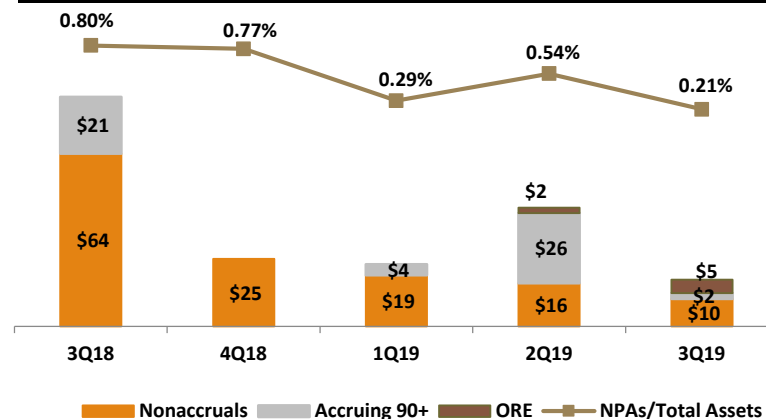


Strong Asset Quality

Allowance for Loan Losses Ratio



NPAs / Total Assets



Q3 Provision Breakdown

Specific Reserves	1,180
General Reserves (including renewed loans)	2,933
Acquired energy loan ¹	5,561
Provision	9,674

Q3 ALLL Rollforward

June 30, 2019 Balance	24,712
Charge-offs ²	(8,214)
Recoveries	71
Provision	9,674
September 30, 2019 Balance	26,243

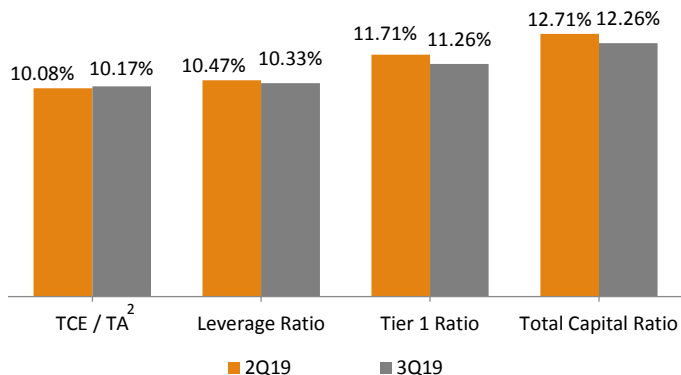
¹ Charge-off related to a commercial energy loan relationship acquired from Sovereign Bancshares, Inc. in 2017. The relationship consists of a \$7.8 million loan to an independent oil and gas exploration company that filed for bankruptcy protection in 2018 and recently entered into a sales process pursuant to Section 363 of the Bankruptcy Code. The \$5.6 charge-off of this commercial loan relationship (calculated as full charge-off of \$6.1 less a specific reserve of \$253 thousand less a purchase discount of \$161 thousand) results in the Company exiting the relationship in full.

² Excluding the \$5.6 energy loan provision, the remaining charge-offs recorded during the third quarter of 2019 were fully reserved against in the second quarter of 2019.

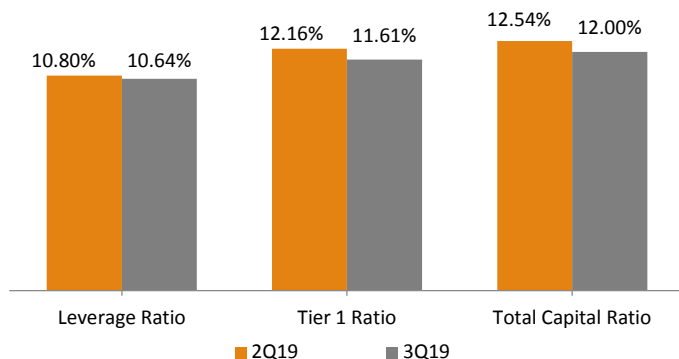


VHI Capital Ratios and Actions

Company Level as of September 30, 2019¹



Bank Level as of September 30, 2019¹



- Dividends

- › On October 21, 2019, declared quarterly cash dividend of \$0.125 per common share payable in November 2019

- Stock Buyback Program

- › Increased to \$100 million from \$50 million and extended previously announced stock buyback program
- › QTD repurchased \$29.0 million in common stock (1,177,241 shares)
- › YTD repurchased \$58.8 million in common stock (2,349,103 shares)
- › Reduction in share count of **4.29%**

- 2019 Return to Shareholders

- › **QTD return of \$35.7 million** (\$29.0 million in stock buyback and \$6.7 million in common dividends)
- › **YTD return of \$79.1 million** (\$58.8 million in stock buyback and \$20.3 million in common dividends)

¹ Preliminary

² Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.



Outlook and Focus Through 2020

1

Strong operating earnings profile, highlighted by year to date 2019 PTPP return on average assets of 2.30%¹, operating return on average tangible common equity of 17.57%¹ and an operating efficiency ratio of 43.19%¹.

2

Fortress balance sheet with significant liquidity, capital and limited credit downside given less than \$25 million in net energy exposure and \$58.5 million in remaining purchase discount on acquired loans.

3

Operating in two of the best markets in the country, Dallas-Fort Worth and Houston, with favorable market position and scarcity value.

4

Focused on:

- Rebuilding growth momentum
- Maintaining asset quality
- Returning excess capital to shareholders through share repurchases and common stock dividends

5

Not focused on:

- M&A because we have achieved the necessary scale to deliver top quality financial results

6

Attractive valuation at 10.0² times 2020 consensus earnings.

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² As of October 16, 2019 and 2020 consensus earnings estimate of \$2.43 from individual analyst reports.



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Reconciliation of Non-GAAP Financial Measures



Reconciliation of Non-GAAP Financial Measures

	As of				
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18
	(Dollars in thousands, except per share data)				
Tangible Common Equity					
Total stockholders' equity	\$ 1,205,530	\$ 1,205,293	\$ 1,193,705	\$ 530,638	\$ 517,212
Adjustments:					
Goodw ill	(370,463)	(370,221)	(368,268)	(161,447)	(161,447)
Core deposit intangibles	(70,014)	(72,465)	(74,916)	(11,675)	(12,107)
Tangible common equity	<u>\$ 765,053</u>	<u>\$ 762,607</u>	<u>\$ 750,521</u>	<u>\$ 357,516</u>	<u>\$ 343,658</u>
Common shares outstanding	52,373	53,457	54,236	24,254	24,192
Book value per common share	\$23.02	\$22.55	\$21.88	\$21.88	\$21.38
Tangible book value per common share	\$14.61	\$14.27	\$13.76	\$14.74	\$14.21
Tangible Common Equity					
Total stockholders' equity	\$ 1,205,530	\$ 1,205,293	\$ 1,193,705	\$ 530,638	\$ 517,212
Adjustments:					
Goodw ill	(370,463)	(370,221)	(368,268)	(161,447)	(161,447)
Core deposit intangibles	(70,014)	(72,465)	(74,916)	(11,675)	(12,107)
Tangible common equity	<u>\$ 765,053</u>	<u>\$ 762,607</u>	<u>\$ 750,521</u>	<u>\$ 357,516</u>	<u>\$ 343,658</u>
Tangible Assets					
Total assets	\$ 7,962,883	\$ 8,010,106	\$ 7,931,747	\$ 3,208,550	\$ 3,275,846
Adjustments:					
Goodw ill	(370,463)	(370,221)	(368,268)	(161,447)	(161,447)
Core deposit intangibles	(70,014)	(72,465)	(74,916)	(11,675)	(12,107)
Tangible Assets	<u>\$ 7,522,406</u>	<u>\$ 7,567,420</u>	<u>\$ 7,488,563</u>	<u>\$ 3,035,428</u>	<u>\$ 3,102,292</u>
Tangible Common Equity to Tangible Assets	10.17%	10.08%	10.02%	11.78%	11.08%



Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				For the Nine Months Ended	
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Sep-19
	(Dollars in thousands)					
Net income available for common stockholders adjusted for amortization of core deposit intangibles						
Net income	\$ 27,405	\$ 26,876	\$ 7,407	\$ 9,825	\$ 8,935	\$ 61,688
Adjustments:						
Plus: Amortization of core deposit intangibles	2,451	2,451	2,477	432	431	7,379
Less: Tax benefit at the statutory rate	515	515	520	91	91	1,550
Net income available for common stockholders adjusted for amortization of intangibles	<u>\$ 29,341</u>	<u>\$ 28,812</u>	<u>\$ 9,364</u>	<u>\$ 10,166</u>	<u>\$ 9,275</u>	<u>\$ 67,517</u>
Average Tangible Common Equity						
Total average stockholders' equity	\$ 1,210,147	\$ 1,200,632	\$ 1,190,266	\$ 523,590	\$ 514,876	\$ 1,199,440
Adjustments:						
Average goodwill	(370,224)	(369,255)	(366,795)	(161,447)	(161,447)	(369,097)
Average core deposit intangibles	(71,355)	(73,875)	(76,727)	(11,932)	(12,354)	(73,965)
Average tangible common equity	<u>\$ 768,568</u>	<u>\$ 757,502</u>	<u>\$ 746,744</u>	<u>\$ 350,211</u>	<u>\$ 341,075</u>	<u>\$ 756,378</u>
Return on Average Tangible Common Equity (Annualized)	15.15%	15.26%	5.09%	11.52%	10.79%	11.93%



Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				For the Nine Months Ended	
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Sep-19
	(Dollars in thousands, except per share data)					
Operating Earnings						
Net income	\$ 27,405	\$ 26,876	\$ 7,407	\$ 9,825	\$ 8,935	\$ 61,688
Plus: Loss on sale of securities available for sale, net	—	642	772	42	—	1,414
Plus: Loss (gain) on sale of disposed branch assets ¹	—	359	—	—	—	359
Plus: Merger and acquisition expenses	1,035	5,431	31,217	1,150	2,692	37,683
Operating pre-tax income	28,440	33,308	39,396	11,017	11,627	101,144
Less: Tax impact of adjustments ²	217	1,351	6,717	(440)	538	8,285
Plus: Tax Act re-measurement	—	—	—	—	(688)	—
Plus: Other M&A tax items	406	277	—	—	—	683
Net operating earnings	\$ 28,629	\$ 32,234	\$ 32,679	\$ 11,457	\$ 10,401	\$ 93,542
Weighted average diluted shares outstanding	53,873	54,929	55,439	24,532	24,613	54,633
Diluted EPS	\$0.51	\$0.49	\$0.13	\$0.40	\$0.36	\$1.13
Diluted operating EPS	\$ 0.53	\$ 0.59	\$ 0.59	\$ 0.47	\$ 0.42	\$ 1.71

¹ Loss on sale of disposed branch assets for the nine months ended September 30, 2019 and three months ended June 30, 2019 is included in merger and acquisition expense within the condensed consolidated statements of income.

² During the fourth quarter of 2018, the Company initiated a transaction cost study, which through December 31, 2018 resulted in \$727 thousand of expenses paid that are non-deductible merger and acquisition expenses. As such, the \$727 thousand of non-deductible expenses are reflected in the six months ended June 30, 2018 tax impact of adjustments amounts reported. All other non-merger related adjustments to operating earnings are taxed at the statutory rate.



Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				For the Nine Months Ended	
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Sep-19
	(Dollars in thousands, except per share data)					
Pre-Tax, Pre-Provision Operating Earnings						
Net income	\$ 27,405	\$ 26,876	\$ 7,407	\$ 9,825	\$ 8,935	\$ 61,688
Plus: Provision for income taxes	7,595	7,369	1,989	3,587	1,448	16,953
Plus: Provision for loan losses	9,674	3,335	5,012	1,364	3,057	18,021
Plus: Loss on sale of securities available for sale, net	—	642	772	42	—	1,414
Plus: Loss (gain) on sale of disposed branch assets	—	359	—	—	—	359
Plus: Merger and acquisition expenses	1,035	5,431	31,217	1,150	2,692	37,683
Net pre-tax, pre-provision operating earnings	\$ 45,709	\$ 44,012	\$ 46,397	\$ 15,968	\$ 16,132	\$ 136,118
Average total assets	\$ 8,009,377	\$ 7,937,319	\$ 7,841,267	\$ 3,243,168	\$ 3,225,797	\$ 7,929,028
Pre-tax, pre-provision operating return on average assets¹	2.26%	2.22%	2.40%	1.95%	1.98%	2.30%
Average total assets	\$ 8,009,377	\$ 7,937,319	\$ 7,841,267	\$ 3,243,168	\$ 3,225,797	\$ 7,929,028
Return on average assets ¹	1.36%	1.36%	0.38%	1.20%	1.10%	1.04%
Operating return on average assets ¹	1.42%	1.63%	1.69%	1.40%	1.28%	1.58%

¹ Annualized ratio.



Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				For the Nine Months Ended	
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18	30-Sep-19
	(Dollars in thousands, except per share data)					
Operating earnings adjusted for amortization of intangibles						
Net operating earnings	\$ 28,629	\$ 32,234	\$ 32,679	\$ 11,457	\$ 10,401	\$ 93,542
Adjustments:						
Plus: Amortization of core deposit intangibles	2,451	2,451	2,477	432	431	7,379
Less: Tax benefit at the statutory rate	515	515	520	91	91	1,550
Operating earnings adjusted for amortization of intangibles	\$30,565	\$34,170	\$34,636	\$11,798	\$10,741	\$99,371
Average Tangible Common Equity						
Total average stockholders' equity	\$ 1,210,147	\$ 1,200,632	\$ 1,190,266	\$ 523,590	\$ 514,876	\$ 1,199,440
Adjustments:						
Average goodwill	(370,224)	(369,255)	(366,795)	(161,447)	(161,447)	(369,097)
Average core deposit intangibles	(71,355)	(73,875)	(76,727)	(11,932)	(12,354)	(73,965)
Average tangible common equity	\$ 768,568	\$ 757,502	\$ 746,744	\$ 350,211	\$ 341,075	\$ 756,378
Operating Return on average tangible common equity¹	15.78%	18.09%	18.81%	13.37%	12.49%	17.57%
Efficiency ratio	43.67%	51.49%	82.30%	54.27%	57.58%	59.42%
Operating efficiency ratio	42.36%	43.66%	43.54%	50.65%	49.09%	43.19%

¹ Annualized ratio.



Reconciliation of Non-GAAP Financial Measures

	As of				
	30-Sep-19	30-Jun-19	31-Mar-19	31-Dec-18	30-Sep-18
	(Dollars in thousands, except per share data)				
Operating Noninterest Income					
Noninterest income	\$ 8,430	\$ 6,034	\$ 8,484	\$ 3,619	\$ 2,408
Plus: Loss on sale of securities available for sale, net	-	642	772	42	-
Operating noninterest income	<u>\$ 8,430</u>	<u>\$ 6,676</u>	<u>\$ 9,256</u>	<u>\$ 3,661</u>	<u>\$ 2,408</u>
Operating Noninterest Expense					
Noninterest expense	\$ 34,630	\$ 39,896	\$ 66,993	\$ 17,358	\$ 18,246
Plus: Loss (gain) on sale of disposed branch assets ¹	-	359	-	-	-
Plus: Merger and acquisition expenses	1,035	5,431	31,217	1,150	2,692
Operating noninterest expense	<u>\$ 33,595</u>	<u>\$ 34,106</u>	<u>\$ 35,776</u>	<u>\$ 16,208</u>	<u>\$ 15,554</u>

¹ Annualized ratio. Loss on sale of disposed branch assets for the three months ended June 30, 2019 is included in merger and acquisition expense within the condensed consolidated statements of income.



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