

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of

the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Veritex Holdings, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
 - (2) Aggregate number of securities to which transaction applies: _____
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
 - (4) Proposed maximum aggregate value of transaction: _____
 - (5) Total fee paid: _____
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid: _____
 - (2) Form, Schedule or Registration Statement No.: _____
 - (3) Filing Party: _____
 - (4) Date Filed: _____



Veritex Holdings, Inc.

**8214 Westchester Drive, Suite 800
Dallas, Texas 75225
(972) 349-6200**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON MAY 19, 2020

NOTICE IS HEREBY GIVEN that the 2020 annual meeting of shareholders (the “Annual Meeting”) of Veritex Holdings, Inc. (the “Company”) will be held as follows:

TIME AND DATE 3:30 p.m., Central Time
Tuesday, May 19, 2020

PLACE 8214 Westchester Drive, Suite 735
Dallas, Texas 75225

This year, a live webcast of the Annual Meeting will be accessible over the internet at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>, where you will be able to listen to the meeting live, submit questions and vote. Registration to the webcast is required to join.

ITEMS OF BUSINESS

1. Election of thirteen (13) directors of the Company;
2. Non-binding advisory vote on the compensation of the Company’s named executive officers;
3. Ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2020; and
4. Transaction of such other business as may properly come before the Annual Meeting or any adjournment or postponement thereof.

RECORD DATE Only shareholders of record of Company common stock at the close of business on March 31, 2020 are entitled to receive notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof.

PROXY VOTING It is important that your shares be represented and voted at the Annual Meeting. For instructions on voting, please refer to the enclosed proxy card or voting information form. A list of shareholders entitled to vote at the Annual Meeting will be available for examination by any shareholder at the principal place of business of the Company during ordinary business hours for a period of 10 days prior to the Annual Meeting. This list also will be available for inspection to shareholders who attend the Annual Meeting.

By Order of the Board of Directors,



C. Malcolm Holland, III
Chairman of the Board, Chief Executive Officer and President

Dallas, Texas

April 17, 2020

Important Notice Regarding the Availability of Proxy Materials for the 2020 Annual Meeting of Shareholders to Be Held on May 19, 2020: The proxy statement, this accompanying notice of the Annual Meeting, a form of proxy card and our 2019 annual report to shareholders are available at <https://ir.veritexbank.com/2020-annual-meeting-shareholders>. To obtain directions to attend the Annual Meeting in person, please contact us at (972) 349-6132.

Your Vote is Important

Whether or not you plan to attend the Annual Meeting, please read the proxy statement in its entirety and then vote by completing, signing and dating the enclosed proxy card and promptly mailing it in the enclosed envelope, or vote over the Internet pursuant to the instructions provided in the enclosed proxy card. You may revoke your proxy in the manner described in the proxy statement at any time before it is exercised. See “About the Annual Meeting—May I change my vote after I have submitted a proxy?” for more information on how to vote your shares or revoke your proxy.

TABLE OF CONTENTS

<u>PROXY STATEMENT</u>	<u>2</u>
<u>ABOUT THE ANNUAL MEETING</u>	<u>3</u>
<u>PROPOSAL 1. ELECTION OF DIRECTORS</u>	<u>8</u>
<u>COMPENSATION OF DIRECTORS</u>	<u>11</u>
<u>BOARD AND COMMITTEE MATTERS</u>	<u>12</u>
<u>PROPOSAL 2. ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS</u>	<u>16</u>
<u>EXECUTIVE OFFICERS</u>	<u>16</u>
<u>EXECUTIVE COMPENSATION</u>	<u>19</u>
<u>Compensation Discussion and Analysis</u>	<u>20</u>
<u>Compensation Committee Report</u>	<u>30</u>
<u>Executive Compensation Tables</u>	<u>31</u>
<u>Summary Compensation Table</u>	<u>31</u>
<u>Grants of Plan-Based Awards</u>	<u>33</u>
<u>Outstanding Equity Awards at Fiscal Year-End</u>	<u>34</u>
<u>Option Exercises and Stock Vested</u>	<u>35</u>
<u>Potential Payments upon Termination or Change-in-Control</u>	<u>36</u>
<u>CHIEF EXECUTIVE OFFICER PAY RATIO</u>	<u>39</u>
<u>PROPOSAL 3. RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	<u>40</u>
<u>Report of the Audit Committee</u>	<u>41</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTIONS</u>	<u>43</u>
<u>STOCK OWNERSHIP OF MANAGEMENT AND PRINCIPAL SHAREHOLDERS</u>	<u>44</u>
<u>DELINQUENT SECTION 16(a) REPORTS</u>	<u>46</u>
<u>HOUSEHOLDING OF PROXY MATERIALS</u>	<u>46</u>
<u>DATE FOR SUBMISSION OF SHAREHOLDER PROPOSALS FOR 2021 ANNUAL MEETING</u>	<u>47</u>
<u>OTHER MATTERS</u>	<u>48</u>

VERITEX HOLDINGS, INC.

**8214 Westchester Drive, Suite 800
Dallas, Texas 75225**

**PROXY STATEMENT FOR
2020 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 19, 2020**

Unless the context otherwise requires, references in this proxy statement to “we,” “us,” “our,” “our company,” the “Company” or “Veritex” refer to Veritex Holdings, Inc., a Texas corporation, and its consolidated subsidiaries as a whole; references to the “Bank” refer to Veritex Community Bank, a wholly owned subsidiary of the Company. In addition, unless the context otherwise requires, references to “shareholders” are to the holders of our common stock, par value \$0.01 per share (the “common stock”).

This proxy statement is being furnished in connection with the solicitation of proxies by the Board of Directors of the Company (the “Board”) for use at the 2020 annual meeting of shareholders of the Company and any adjournment or postponement thereof (the “Annual Meeting”) for the purposes set forth in this proxy statement and the accompanying notice of the Annual Meeting. The Annual Meeting will be held as a “hybrid” meeting on Tuesday, May 19, 2020, at 3:30 p.m., Central Time, with a physical location at 8214 Westchester Drive, Suite 735, Dallas, Texas 75225. Simultaneously, the Annual Meeting will be conducted via live webcast at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>. Shareholders attending the Annual Meeting via live webcast will be able to listen to the meeting live, submit questions and vote. [Please note that shareholders using the dial-in number for the listen-only telephonic conference call will be able to listen to the meeting live but will not be able to vote or submit questions.]

We intend to hold our Annual Meeting in person at, and broadcast the meeting from, 8214 Westchester Drive, Suite 735, Dallas, Texas 75225. However, we are actively monitoring the outbreak of the novel coronavirus (COVID-19) and are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state, and local governments may continue to impose. In the event it is not possible or advisable to hold our Annual Meeting at 8214 Westchester Drive, Suite 735, Dallas, Texas 75225, we will conduct our Annual Meeting solely by means of remote communication via <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>, and make an announcement to that effect as promptly as practicable. Please monitor our website at www.veritexbank.com for updated information. If you are planning to attend our Annual Meeting in person, please check the website 10 days prior to the meeting date. As always, we encourage you to vote your shares prior to our Annual Meeting.

This proxy statement, the notice of the Annual Meeting, the 2019 annual report to shareholders, and the proxy card (collectively, the “proxy materials”) are first being sent on or about April 17, 2020 to shareholders of record entitled to vote at the Annual Meeting at the close of business on March 31, 2020. You should read this entire proxy statement carefully before voting.

Important Notice Regarding the Availability of Proxy Materials for the 2020 Annual Meeting of Shareholders to Be Held on May 19, 2020

This proxy statement and the Company’s 2019 annual report to shareholders are available at <https://ir.veritexbank.com/2020-annual-meeting-shareholders>. We encourage you to access and review all of the information in the proxy materials before voting.

ABOUT THE ANNUAL MEETING

When and where will the Annual Meeting be held?

The Annual Meeting is scheduled to take place at 3:30 p.m., Central Time, on Tuesday, May 19, 2020, at 8214 Westchester Drive, Suite 735, Dallas, Texas 75225. Simultaneously, the Annual Meeting will be conducted via live webcast at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>. Shareholders attending the Annual Meeting via live webcast will be able to listen to the meeting live, submit questions and vote.

What is the purpose of the Annual Meeting?

At the Annual Meeting, shareholders will be asked to vote on the following proposals:

- Proposal 1. Election of thirteen (13) directors of the Company;
- Proposal 2. Non-binding advisory vote on the compensation of the Company's named executive officers; and
- Proposal 3. Ratification of the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2020.

Shareholders also will transact any other business that may properly come before the Annual Meeting or any adjournment or postponement thereof. Members of our management team will be present at the Annual Meeting.

Who are the nominees for directors?

The following thirteen persons have been nominated for election as directors:

C. Malcolm Holland, III
Pat S. Bolin
April Box
Blake Bozman
William D. Ellis
William E. Fallon
Ned N. Fleming, III
Mark C. Griege
Gordon Huddleston
Steven D. Lerner
Manuel J. Mehos
Gregory B. Morrison
John T. Sughrue

Who is entitled to vote at the Annual Meeting?

The holders of record of outstanding common stock at the close of business on March 31, 2020, which is the date that the Board has fixed as the record date for the Annual Meeting (the "record date"), are entitled to vote at the Annual Meeting. Each holder of record of our outstanding common stock on the record date will be entitled to one vote for each share of common stock registered in such holder's name on each matter to be voted upon at the Annual Meeting. On the record date, 49,557,364 shares of common stock were outstanding.

Why will the Annual Meeting be accessible via live webcast [and telephonically]?

We are actively monitoring the outbreak of the novel coronavirus (COVID-19) and are sensitive to the public health and travel concerns our shareholders may have and the protocols that federal, state, and local governments may continue to impose. We are hopeful that making attendance at the Annual Meeting possible via live webcast [and telephonically] will encourage continued shareholder participation and enhance our ability to communicate with shareholders notwithstanding these events.

How can I attend the Annual Meeting via live webcast?

If you plan to attend the Annual Meeting through live webcast at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>, please use your 16-digit control number provided on your proxy card, voting instruction form or notice to enter the live webcast of the Annual Meeting. Instructions on how to attend and participate via the internet webcast, including how to demonstrate proof of common stock ownership, are posted at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>.

How do I vote?

You may vote your shares of common stock either in person at the Annual Meeting or by proxy. The process for voting your shares depends on how your shares are held, as described below.

Shareholders of Record: Shares Registered in Your Name

If you are a shareholder of record on the record date for the Annual Meeting, you may vote by proxy or you may attend the Annual Meeting and vote in person. If you are a shareholder of record and want to vote your shares by proxy, you have two ways to vote:

- *By Mail:* Indicate on the proxy card(s) applicable to your common stock how you want to vote and sign, date and mail your proxy card(s) in the enclosed pre-addressed postage-paid envelope as soon as possible to ensure that it will be received in advance of the Annual Meeting.
- *Over the Internet:* Visit the website **www.cstproxyvote.com**. Have your proxy card in hand when you access the website. Enter your control number from your proxy card and follow the instructions for Internet voting on that website.

Please refer to the specific instructions set forth in your proxy card for additional information on how to vote. Voting your shares by proxy will enable your shares of common stock to be represented and voted at the Annual Meeting if you do not attend the Annual Meeting and vote your shares in person or via live webcast.

We must receive your proxy card by mail by no later than the time the polls close for voting at the Annual Meeting for your vote to be counted at the Annual Meeting. Please note that Internet voting will close at 10:59 p.m., Central Time, on May 18, 2020.

Beneficial Owners: Shares Registered in the Name of a Broker or Bank

If you hold your shares in “street name,” your bank, broker or other nominee should provide you with a voting instruction card and our proxy materials. By completing the voting instruction card, you may direct your nominee how to vote your shares. If you complete the voting instruction card but do not provide voting instructions with respect to one or more proposals, then your broker will be unable to vote your shares with respect to each proposal as to which you provide no voting instructions, except that your broker has the discretionary authority to vote your shares with respect to the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm (Proposal 3). If your shares of common stock are held in “street name,” your ability to vote over the Internet depends on your broker’s voting process. You should follow the instructions on the voting instruction card provided to you by your bank, broker or other nominee.

To vote the shares that you hold in “street name” in person at the Annual Meeting, you must bring a legal proxy from your broker, bank or other nominee (i) confirming that you were the beneficial owner of those shares as of the close of business on the record date, (ii) stating the number of shares of which you were the beneficial owner that were held for your benefit on the record date by that broker, bank or other nominee and (iii) appointing you as the record holder’s proxy to vote the shares covered by that proxy at the Annual Meeting. If you fail to bring a nominee-issued proxy to the Annual Meeting, you will not be able to vote your nominee-held shares in person at the Annual Meeting.

To vote the shares that you hold in “street name” via live webcast at the Annual Meeting, please follow the instructions at <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697>. If you plan to vote via live webcast, you will need the 16-digit control number provided on your proxy card, voting instruction form or notice.

May I vote my shares at the Annual Meeting telephonically?

No. Those using the dial-in number to access the listen-only telephonic conference call will not be able to vote or submit questions. We encourage all shareholders to vote their shares in advance of the Annual Meeting by signing and returning their proxy cards to us indicating how they wish to vote.

What is the difference between a shareholder of record and a “street name” holder?

If your shares are registered directly in your name with Continental Stock Transfer & Trust Company, our stock transfer agent, you are considered the shareholder of record with respect to those shares. Our proxy materials are being sent directly to you by Continental Stock Transfer & Trust Company at our request.

If your shares are held in a brokerage account or by a bank or other nominee, the nominee is considered the record holder of those shares. You are considered the beneficial owner of these shares, and your shares are held in “street name.” Our proxy materials are being forwarded to you by your nominee along with a voting instruction card. As the beneficial owner, you have the right to direct your nominee how to vote your shares by using the voting instructions card.

What constitutes a quorum for the Annual Meeting?

The holders of a majority of the stock issued and outstanding and entitled to vote at the Annual Meeting present in person, by participation through <https://onlinexperiences.com/Launch/QReg/ShowUUID=14364ABD-D97F-4A42-B775-C2C2C13CB697> or represented by proxy, shall constitute a quorum for the transaction of business. On the record date, 49,557,364 shares of common stock were outstanding.

What is a broker non-vote?

A broker non-vote occurs when a broker holding shares for a beneficial owner does not vote on a particular proposal because the broker does not have discretionary voting power with respect to that proposal and has not received voting instructions from the beneficial owner. Your broker has discretionary authority to vote your shares with respect to the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm (Proposal 3). In the absence of specific instructions from you, your broker does not have discretionary authority to vote your shares with respect to any other proposal.

What should I do if I receive more than one set of voting materials?

You may receive more than one set of voting materials, including multiple copies of this proxy statement and multiple proxy cards or voting instruction cards. For example, if you hold your shares in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares. Similarly, if you are a shareholder of record and hold shares in a brokerage account, you will receive a proxy card for shares held in your name and a voting instruction card for shares held in “street name.” Please complete, sign, date and return each proxy card and voting instruction card that you receive to ensure that all your shares are voted.

What are the Board’s recommendations on how I should vote my shares?

The Board recommends that you vote your shares as follows:

Proposal 1—**FOR** the election of all of the nominees for director;

Proposal 2—**FOR** the approval of, on a non-binding advisory basis, the compensation of our named executive officers, as disclosed in this proxy statement;

Proposal 3—**FOR** the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2020.

How will my shares be voted if I return a signed and dated proxy card, but don’t specify how my shares will be voted?

If you are a record holder who returns a completed proxy card that does not specify how you want to vote your shares on one or more proposals, the proxies will vote your shares in accordance with the Board’s recommendations described above in “—What are the Board’s recommendations on how I should vote my shares?”

If you are a “street name” holder and do not provide voting instructions on one or more proposals, your bank, broker or other nominee will be unable to vote those shares, except that the nominee will have discretion to vote on the ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm (Proposal 3).

What are my choices when voting?

Your choices when voting are as follows:

Proposal 1—Election of directors—You may vote for all director nominees or you may withhold your vote as to one or more director nominees.

Proposal 2—Approval of, on a non-binding advisory basis, the compensation of our named executive officers—You may vote for the proposal, vote against the proposal or abstain from voting on the proposal.

Proposal 3—Ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm—You may vote for the proposal, vote against the proposal or abstain from voting on the proposal.

What percentage of the vote is required to approve each proposal?

The following votes are required to approve each proposal:

Proposal 1—Election of directors—The affirmative vote of a plurality of the votes cast at the Annual Meeting.

Proposal 2—Approval of, on a non-binding advisory basis, the compensation of our named executive officers—The affirmative vote of a majority of the votes cast at the Annual Meeting.

Proposal 3—Ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm—The affirmative vote of a majority of the votes cast at the Annual Meeting.

How are broker non-votes and abstentions treated?

Broker non-votes are counted for purposes of determining the presence or absence of a quorum. Your broker will have discretionary authority to vote your shares with respect to the ratification of Grant Thornton LLP as our independent registered public accounting firm (Proposal 3) so we do not expect any broker non-votes in connection with that proposal. Broker non-votes are not considered votes cast and will have no effect on the outcome of the votes on Proposals 1 or 2.

Votes withheld (for Proposal 1) and abstentions (for Proposals 2 and 3) are counted for purposes of determining the presence or absence of a quorum. Votes withheld and abstentions are not considered votes cast. Therefore, votes withheld will have no effect on the outcome of the votes on Proposal 1, and abstentions will have no effect on the outcome of the votes on Proposals 2 or 3.

May I change my vote after I have submitted a proxy?

Yes. Regardless of the method used to cast a vote, if you are a shareholder of record, you may change your vote by:

- delivering to us a written notice of revocation addressed to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, Attn: Corporate Secretary, no later than the time the polls close for voting at the Annual Meeting;
- completing, signing and returning a new proxy card with a later date than your original proxy card, no later than the time the polls close for voting at the Annual Meeting, and any earlier proxy will be revoked automatically;
- casting a new vote over the Internet by visiting the website specified in your proxy card and following the instructions indicated on the proxy card before the Internet voting deadline of 10:59 p.m., Central time, on May 18, 2020; or

- attending the Annual Meeting and voting in person or via live webcast, and any earlier proxy will be revoked. However, attending the Annual Meeting in person or via live webcast will not automatically revoke your proxy unless you vote again in person at the Annual Meeting in person or via live webcast.

If your shares are held in “street name” and you desire to change any voting instructions you have previously given to the record holder of the shares of which you are the beneficial owner, you should contact the broker, bank or other nominee holding your shares in “street name” in order to direct a change in the manner your shares will be voted.

What are the solicitation expenses and who pays the cost of this proxy solicitation?

Our Board is asking for your proxy, and we will pay all of the costs of soliciting shareholder proxies. In addition to the solicitation of proxies via mail, our officers, directors and employees may solicit proxies personally or through other means of communication, such as e-mail, without being paid additional compensation for such services. We will reimburse banks, brokerage houses and other custodians, nominees and fiduciaries for their reasonable expenses in forwarding the proxy materials to beneficial owners of our common stock.

Are there any other matters to be acted upon at the Annual Meeting?

Management does not intend to present any business at the Annual Meeting for a vote other than the matters set forth in the notice of the Annual Meeting, and management has no information that others will do so. The proxy also confers on the proxies the discretionary authority to vote with respect to any matter properly presented at the Annual Meeting. If other matters requiring a vote of the shareholders properly come before the Annual Meeting, it is the intention of the persons named in the accompanying form of proxy to vote the shares represented by the proxies held by them in accordance with applicable law and their judgment on such matters.

Where can I find voting results?

We will publish the voting results in a Current Report on Form 8-K, which we will file with the Securities and Exchange Commission (the “SEC”) within four business days following the Annual Meeting. If final voting results are not available to us in time to file a Form 8-K within four business days after the Annual Meeting, we intend to file a Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Form 8-K to publish the final results.

How can I communicate with the Board?

To communicate with the Board, shareholders should submit their comments by sending written correspondence via mail or courier to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, Attn: Corporate Secretary; or via e-mail to scaudle@veritexbank.com. Shareholder communications will be sent directly to the specific director or directors indicated in the communication or to all members of the Board if not specified.

PROPOSAL 1. ELECTION OF DIRECTORS

Number of Directors; Term of Office

Our bylaws currently provide that the number of directors which shall constitute the entire Board, shall not be less than three. Each director shall hold office until the next succeeding annual meeting of shareholders and until such director's successor shall have been elected and qualified or until such director's earlier death, resignation or removal.

Our Board presently has nine members and our Board has nominated thirteen nominees to be elected at the Annual Meeting. If elected, all nominees will serve for a term commencing on the date of the Annual Meeting and continuing until the 2021 annual meeting of shareholders or until each person's successor is duly elected and qualified. Each nominee has agreed to serve if elected. If any named nominee is unable to serve, proxies will be voted for the remaining named nominees. Each of the nominees listed below is currently serving as a director on the Board and each nominee was previously elected by our shareholders.

Nominees for Election

The following table sets forth the name, age and positions with us for each nominee for election as a director:

Name of Nominee	Age	Position(s) Held in the Company	Director Since
C. Malcolm Holland, III	60	Chairman of the Board, Chief Executive Officer and President	2009
Pat S. Bolin ¹	69	Director	2011
April Box	56	Director	n/a ⁴
Blake Bozman	49	Director	n/a ⁴
William D. Ellis ²	57	Director	2019
William E. Fallon	66	Director	n/a
Ned N. Fleming, III ^{1, 2}	59	Director	2017
Mark C. Grieger ^{1, 3, 5}	61	Director	2009
Gordon Huddleston	37	Director	n/a ⁴
Steven D. Lerner ²	66	Director	2019
Manuel J. Mehos ^{1, 3}	65	Director	2019
Gregory B. Morrison ²	60	Director	2017
John T. Sughrue ³	59	Director	2009

¹ Member, Compensation Committee

² Member, Audit Committee

³ Member, Corporate Governance and Nominating Committee

⁴ Ms. Box and Messrs. Bozman and Huddleston previously served on our Board. Each resigned effective as of January 1, 2019 and has since served as an advisor to the Board.

⁵ Mr. Grieger serves as Lead Independent Director

C. Malcolm Holland, III. C. Malcolm Holland, III founded Veritex and has been Chairman of the Board, Chief Executive Officer and President of Veritex since 2009, and Chairman of the Board of Directors, Chief Executive Officer and President of the Bank since its inception in 2010. Prior to Veritex, Mr. Holland served in various analyst, lending and executive management positions at various banking institutions located in the Dallas banking market from 1982 to 2009. Mr. Holland is a past president of the Texas Golf Association and served on the Executive Committee of the United States Golf Association from 2013 through 2018. Mr. Holland is an active member and chairman of the business advisory committee of Watermark Community Church and currently serves as a board member for Cannae Holdings, Inc. He served as chairman of the College Golf Fellowship from 2002 to 2013. Mr. Holland received his Bachelor of Business Administration from Southern Methodist University in 1982. With over 35 years of banking experience in the Dallas metropolitan area, Mr. Holland's extensive business and banking experience and his community involvement and leadership skills qualify him to serve on our Board and as its Chairman.

Pat S. Bolin. Pat S. Bolin joined our Board in March 2011 upon our acquisition of Fidelity Bank of Dallas. Mr. Bolin is the Executive Chairman of the board directors of Eagle Oil & Gas Co., a private independent oil and gas company based in Dallas founded by Mr. Bolin in 1976. Mr. Bolin began his professional career as a landman for Mitchell Energy Corp. in 1973. Mr. Bolin currently serves on the board of directors of Fidelity Bank in Wichita Falls, Texas and its holding company, FB Bancshares, Inc. Mr. Bolin received a Bachelor of Arts in Psychology from Southern Methodist University in 1973. Mr. Bolin's diverse business and community banking experience, along with his extensive community involvement, qualify him to serve on our Board.

April Box. April Box served on our Board from 2017 to 2018 and as a Board advisor during 2019. Mrs. Box is the former President and Chief Executive Officer of Methodist Health System Foundation and Senior Vice president of external affairs for Methodist Health System. Mrs. Box holds a Bachelor of Arts degree from Rhodes College, Memphis, Tennessee, and a Master of Liberal Arts degree from Southern Methodist University in Dallas, Texas. Active in community and philanthropic service, she is a member of the World Presidents Organization, the International Women's Forum, and currently serves as a board member for the State Fair of Texas. In 2013, Mrs. Box was recognized as the Outstanding Fundraising Executive at the National Philanthropy Day Awards Luncheon, presented by the Association of Fundraising Professionals Greater Dallas Chapter. Ms. Box's significant experience and executive positions at Methodist Health System Foundation and her perspective and knowledge of the Dallas market qualify her to serve on our board.

Blake Bozman Blake Bozman served on our board from 2009 to 2018 and as a Board advisor during 2019. Mr. Bozman is a Managing Director of Freedom Truck Finance, a secondary truck finance company based in Dallas. Mr. Bozman oversees the operations of Prattco International, Inc., a family-owned business specializing in real estate investments and purchasing oil and gas properties. From 1995 to 2006, Mr. Bozman was with Drive Financial Services, a consumer finance company focused on sub-prime auto finance, which he co-founded in 1995 and served as Executive Vice President of Sales and Originations. Mr. Bozman received a Bachelor of Arts in Marketing from Southern Methodist University in 1993. Mr. Bozman's business experience, particularly in the consumer financial services industry, qualifies him to serve on our Board.

William D. Ellis. William D. Ellis joined our Board in 2019, having served as Vice Chairman at Green Bancorp, Inc. ("Green") since October 1, 2015 and as Vice Chairman at Green Bank N.A. ("Green Bank") since October 1, 2015. Previously, he was the Founder and Chairman of Patriot Bancshares, Inc., headquartered in Houston, and served as its Chief Executive Officer and a director from its inception in 2005. Prior to his tenure with Patriot Bancshares, Inc., Mr. Ellis held senior executive positions with several other financial institutions, including Texas Regional President for Union Planters Bank in Houston and Senior Vice President Regional Retail Banking Manager for BB&T in Washington, D.C. He currently serves on The Board of Advocates of The Truett Seminary at Baylor University and is a former director of Theater Under the Stars and Mission Centers of Houston. Mr. Ellis received his Bachelor of Science from Mississippi College and his Master of Business Administration from the University of North Alabama. Mr. Ellis's qualifications to serve on our Board include his leadership of Patriot Bancshares, Inc. since its inception, his extensive experience in the banking industry and his longstanding relationships within the business, political and charitable communities.

William E. Fallon. If elected at the Annual Meeting, this will be William E. Fallon's first year serving on our Board. Mr. Fallon previously served as an Executive Vice President at PNC Bank, N.A., holding various roles, including Chief Commercial Credit Office from 1996 to 2018 and Merger and Acquisition Leader from 2003 to 2018 and oversaw Wholesale Lending Originations from 1978 to 1996. In addition, Mr. Fallon served on the Executive Committee of The United States Golf Association from 2012 to 2017 and currently serves on the Executive Committee of West Penn Golf Association and the Pittsburgh Zoo & PPG Aquarium. Mr. Fallon received his Bachelor of Business Administration from the University of Notre Dame and his Master of Business Administration from The Ohio State University. Mr. Fallon's qualifications to serve on our Board include his extensive experience in the banking industry and his longstanding relationships with individuals and institutions in the industry.

Ned N. Fleming, III. Ned N. Fleming served on our Board from 2009 to 2013 and as a Board observer from 2013 to 2016 and rejoined the Board as a director in 2017. Mr. Fleming rejoined our Board and has served as a director since 2017. Mr. Fleming is a founder and Managing Partner of SunTx Capital Partners. He serves as Chairman of Construction Partners which is publicly traded on NASDAQ under ROAD, NationsBuilders Insurance Services and Big Outdoor, LLC. Mr. Fleming also serves as Vice-Chairman of Interface Security Systems. Prior to his time at SunTx Capital Partners, Mr. Fleming served as President and Chief Operating Officer of Spinnaker Industries, a publicly traded materials manufacturing company, until its sale in 1999. During his tenure, the company transformed from a small regional manufacturing business into a publicly traded acquisition platform with a national footprint. Previously, Mr. Fleming worked at a Dallas-based private investment firm where he led acquisitions in the

food and beverage and defense industries. Prior to that, Mr. Fleming was a consultant for The Boston Consulting Group, and worked for Fleming Companies. Mr. Fleming holds a Master of Business Administration with distinction from Harvard Business School and a Bachelor of Arts in Political Science from Stanford University. His significant financial expertise and leadership of SunTx Capital Partners and business experience with publicly traded companies qualify him to serve on our Board.

Mark C. Griega. Mark C. Griega has served on our Board since 2009. Mr. Griega is the Chief Executive Officer of RGT Wealth Advisors, a large independent wealth management firm based in Dallas, which he co-founded in 1985. Mr. Griega received a Bachelor of Business Administration from Southern Methodist University in 1981 and a Juris Doctor from the University of Texas School of Law in 1985. His significant experience and leadership at RGT Wealth Advisors brings a variety of investment and business perspectives and insights to our Board and qualifies him to serve on our Board.

Gordon Huddleston Gordon Huddleston served on our board from 2017 to 2018 and as a Board advisor during 2019. Mr. Huddleston served on the Bank's board of directors from 2012 to 2018. Mr. Huddleston is a Partner of Aethon Energy and has served as Co-President since 2013. From 2010 to September 2013, Mr. Huddleston served as Aethon's Chief Investment Officer. Mr. Huddleston graduated from Vanderbilt University with a Bachelor of Science in Engineering Science. His business experience and leadership at Aethon Energy qualifies him to serve on our Board.

Steven D. Lerner. Steven D. Lerner joined our Board in 2019. He was an independent director, Chairman of the Audit Committee and Chairman of the Nominating and Corporate Governance Committee at Green and served as a director of Green Bank from 2006 to 2019. Mr. Lerner is the Chief Executive Officer of TRC Ventures, L.P. (formerly The Redstone Companies, LP). Previously, he held the position of President of Redstone Companies Real Estate, LLC and was Executive Vice President and General Counsel of The Redstone Companies and numerous Redstone-related entities since 1998. Before that, Mr. Lerner was a partner of the Houston law firm now known as Schlanger, Silver, Barg & Paine, LLP. He is a member of the State Bar of Texas. Mr. Lerner received a Juris Doctor with honors from the University of Texas School of Law, where he was a member of the Texas Law Review. Mr. Lerner is also the Vice-Chairman of Harris County Improvement District #1 (the Uptown District in Houston). Mr. Lerner's extensive financial and investment experience, including his significant financial and accounting expertise, his experience in the development of and investment in real estate, his longstanding relationships within the business, political and charitable communities, as well as his previous service with Green and Green Bank, qualifies him to serve on our Board.

Manuel J. Mehos. Manuel J. Mehos joined our Board in 2019. Mr. Mehos served as chairman of the board of directors of Green Bank and served as Chairman and Chief Executive Officer of Green since its inception in 2004. Prior to founding Green Bancorp in 2004, Mr. Mehos was the founder, Chairman of the board of directors and Chief Executive Officer of Coastal Bancorp, Inc. and its banking subsidiary, Coastal Banc, a publicly-traded company that was later acquired by Hibernia Corporation. Mr. Mehos is a Certified Public Accountant. He currently serves as a director on the board for Sentinel Trust Company. He has served as a director on the board for Federal Home Loan Bank of Dallas, one year as Chairman of the board. He has also served as a director on the boards of Texas Finance Commission, Texas Savings & Community Bankers Association and America's Community Bankers. Mr. Mehos received his Bachelor of Business Administration and Master of Business Administration from the University of Texas. Mr. Mehos' qualifications to serve on our Board include his extensive experience in the banking industry and his previous experience serving as chairman of the board of directors of publicly-traded companies.

Gregory B. Morrison. Gregory B. Morrison has served on our Board since 2017 and on the Bank's board of directors since December 2016. Mr. Morrison is the Chief Information Officer of Cox Enterprises, Inc. and is responsible for all facets of the corporation's information systems and transaction processing requirements. From 1989 to 2002, Mr. Morrison served as Vice President of Information at Prudential Financial, Inc. From January to November 2000, Mr. Morrison served as Chief Operating Officer for RealEstate.com. Mr. Morrison earned his Bachelor of Science from South Carolina State University in math and physics, and a Master of Science in industrial engineering from Northwestern University. Mr. Morrison's significant leadership and technical experience as Chief Information Officer of Cox Enterprises, Inc. qualifies him to serve on our Board.

John T. Sughrue. John T. Sughrue has served on our Board since 2009. Mr. Sughrue currently serves as the Chairman of FIG Enterprises, Inc., the parent company of the Fashion Industry Gallery, a boutique wholesale venue for the fashion retail trade. Mr. Sughrue also serves as a director and the Chief Executive Officer of Brook Partners, Inc., a diversified real estate company based in Dallas, which he founded in 1994. Mr. Sughrue received a Bachelor of Arts in Economics from Harvard College in 1982 and a Master of Business Administration from the

Amos Tuck School of Business at Dartmouth College in 1988. Mr. Sughrue’s significant business experience and community involvement qualifies him to serve on our Board.

Shareholder Approval

The affirmative vote of a plurality of the votes cast at the Annual Meeting is required for the election of each of the nominees for director.

THE BOARD RECOMMENDS A VOTE “FOR” THE ELECTION OF ALL OF THE NOMINEES LISTED ABOVE TO THE BOARD.

COMPENSATION OF DIRECTORS

During 2019, each of our non-employee directors received a cash retainer of \$25,000 for his or her service as a director of the Company. In addition, the chair of the Audit Committee, the chair of the Compensation Committee and the chair of the Corporate Governance and Nominating Committee each received an additional cash retainer of \$12,500, \$10,000 and \$10,000, respectively, for their service in those roles. Each director serving on any committee of the Board received an additional cash retainer of \$2,500 for his or her service on a committee. Any director who was also an employee did not receive any fees or other compensation for their service as a director of the Company.

The following table sets forth compensation paid, earned or awarded during 2019 to each of our non-employee directors. Each of our current non-employee directors is also a director serving on the board of directors of the Bank. In accordance with our director compensation policy, the aggregate amounts reflected below were paid to directors for their service on the Board and the board of directors of the Bank. All of the cash amounts shown in the table below were paid by the Bank.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$) ¹	Total (\$)
C. Malcolm Holland, III	\$ —	\$ —	\$ —
Pat S. Bolin	—	122,890	122,890
William D. Ellis	56,250	64,140	120,390
Ned N. Fleming, III	—	127,890	127,890
Mark C. Griege	—	146,640	146,640
Steven D. Lerner	—	129,140	129,140
Manuel J. Mehos	—	126,640	126,640
Gregory B. Morrison	—	120,390	120,390
John T. Sughrue	—	129,140	129,140

¹ The amounts shown in this column include 3,000 restricted stock units (“RSUs”) awarded to directors on March 31, 2019. The RSUs are disclosed as the aggregate grant date fair value of the awards, determined in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of these awards are included in note 22 of the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2019.

All non-employee directors have been and will continue to be reimbursed for their reasonable out-of-pocket travel, food, lodging and other expenses incurred in attending meetings of our Board or any committees thereof. Directors are also entitled to the protection provided by the indemnification provisions in our certificate of formation and bylaws, as well as the articles of association and bylaws of the Bank.

BOARD AND COMMITTEE MATTERS

Board Meetings

Our Board met 12 times during the 2019 fiscal year (including regularly scheduled and special meetings). During the 2019 fiscal year, each director participated in 75% or more of the total number of meetings of the Board (held during the period for which he or she was a director) and each director participated in 75% or more of the total number of meetings of all committees of the Board on which he or she served (held during the period that he or she served). Our 2019 annual meeting of shareholders, held on May 21, 2019, included the attendance of three directors. It is our recommendation that each director standing for election at the Annual Meeting attend the Annual Meeting in person or via live webcast. We anticipate all of our nominees for election will attend the Annual Meeting in person or via live webcast.

Director Independence

Under the applicable rules of the Nasdaq Stock Market, LLC (“Nasdaq”), a majority of the members of our Board are required to be independent. The rules of Nasdaq, as well as those of the SEC, also impose several other requirements with respect to the independence of our directors.

Our Board has evaluated the independence of each director and nominee based on these rules. Applying these standards, our Board has determined that, with the exception of Mr. Holland, each of our current directors and nominees qualifies as an independent director under applicable rules. In making these determinations, our Board considered the current and prior relationships that each director and nominee has with us and all other facts and circumstances our Board deemed relevant in determining their independence, including the beneficial ownership of our common stock by each director and nominee, and the transactions described under the heading “Certain Relationships and Related Person Transactions” in this proxy statement.

Board Leadership Structure

C. Malcolm Holland, III currently serves as Chairman of the Board and our Chief Executive Officer and President. Mr. Holland’s primary duties are to lead our Board in establishing our overall vision and strategic plan and to lead our management in carrying out that plan.

Our Board does not have a policy regarding the separation of the roles of Chief Executive Officer and Chairman of the Board, as our Board believes that it is in the best interests of our company to make that determination from time to time based on the position and direction of our company and the membership of our Board. Our Board has determined that having our Chief Executive Officer serve as Chairman of the Board is in the best interests of our shareholders at this time. This structure makes the best use of the Chief Executive Officer’s extensive knowledge of our company and the banking industry. Our Board views this arrangement as also providing an efficient nexus between our company as a whole and our Board, enabling our Board to obtain information pertaining to operational matters expeditiously and enabling our Chairman to bring areas of concern before our Board in a timely manner. Our Board does not have a lead independent director.

Risk Management and Oversight

Our Board is responsible for oversight of management and the business and affairs of our company, including those relating to management of risk. Our Board determines the appropriate risks for us generally, assesses the specific risks faced by us, and reviews the steps taken by management to manage those risks. While our full Board maintains the ultimate oversight responsibility for the risk management process, its committees oversee risk in certain specified areas. In particular, the Audit Committee assists our Board in assessing and managing our exposure to risk, including major financial risk exposures. The Compensation Committee is responsible for reviewing the relationship between our risk management policies and practices, corporate strategy and compensation arrangements, and evaluating whether incentive and other forms of pay encourage unnecessary or excessive risk-taking. Our Corporate Governance and Nominating Committee monitors the risks associated with the independence of our Board. Management regularly reports on applicable risks to the relevant committee or the full Board, as appropriate, with additional review or reporting on risks conducted as needed or as requested by our Board and its committees.

In addition, each standing committee of our Board has oversight responsibility for risks inherent within its area of oversight. For example, the Board IT Steering Committee oversees the information technology security, including

cybersecurity issues, considerations and developments. Among other responsibilities, the Board IT Steering Committee reviews and discusses with management, as and when appropriate, risk management and risk assessment guidelines and policies regarding information technology security, including the quality and effectiveness of information technology security and disaster recovery capabilities.

Compensation Policies and Practices and Risk Management

We do not believe any risks arise from our compensation policies and practices for our executive officers and other employees that are reasonably likely to have a material adverse effect on our business, results of operations or financial condition.

Board Committees

Our Board has established standing committees in connection with the discharge of its responsibilities. These committees include an Audit Committee, a Compensation Committee and a Corporate Governance and Nominating Committee.

In the future, our Board may establish such additional committees as it deems appropriate, in accordance with applicable law and regulations and our certificate of formation and bylaws.

Audit Committee

The current members of our Audit Committee are Gregory B. Morrison, Ned. N. Fleming, III, Steven D. Lerner and William D. Ellis, with Mr. Lerner serving as chair. Our Board has evaluated the independence of the members of the Audit Committee and has determined that (i) each of the members is independent under the applicable rules of Nasdaq, (ii) each of the members satisfies the additional independence standards under applicable SEC rules for Audit Committee service and (iii) each of the members has the ability to read and understand fundamental financial statements. In addition, our Board has determined that Mr. Lerner has the requisite financial sophistication to qualify an “audit committee financial expert” as defined under applicable SEC rules. The Audit Committee met seven times in 2019.

The Audit Committee has responsibility for, among other things:

- appointing our independent auditors and pre-approving and overseeing the services to be performed by our independent auditors;
- reviewing the performance and independence of our independent auditors and approving, in advance, all engagements and fee arrangements;
- overseeing the annual audit and quarterly reviews of our financial statements;
- meeting with management, our internal auditors and our independent auditors to review the adequacy and effectiveness of our accounting policies and our system of internal control over financial reporting, including our internal audit procedures;
- preparing the annual Audit Committee report and reviewing our earnings press releases;
- reviewing our policies relating to the ethical handling of conflicts of interest and reviewing past and proposed transactions between us and members of management; and
- performing such additional activities, and considering such other matters, within the scope the Audit Committee’s responsibilities as the committee or the Board deems necessary or appropriate.

Our Audit Committee has adopted a written charter that sets forth the committee’s duties and responsibilities. The Audit Committee charter is available on our website at www.veritexbank.com under “About Us—Investor Relations—Corporate Governance.”

Compensation Committee

The current members of our Compensation Committee are Pat S. Bolin, Ned N. Fleming, III, Manuel J. Mehos and Mark C. Griege, with Mr. Fleming serving as chair. Our Board has evaluated the independence of the members of the Compensation Committee and has determined that each of the members is independent under the applicable rules of Nasdaq. The Compensation Committee consists exclusively of directors who are “non-employee directors” for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Compensation Committee met five times in 2019.

The Compensation Committee has responsibility for, among other things:

- reviewing the goals and objectives of our executive compensation plans and evaluating whether incentive and other forms of pay encourage unnecessary or excessive risk;
- evaluating annually the performance of the Chief Executive Officer and our other executive officers in light of the goals and objectives of our executive compensation plans;
- either as a committee or together with the other independent directors, as directed by the Board, determining and approving the annual compensation of the Chief Executive Officer and our other executive officers;
- evaluating annually the appropriate level of compensation for Board and Board committee service by non-employee directors;
- reviewing perquisites or other personal benefits to our executive officers and directors;
- preparing the Compensation Committee report required by SEC rules to be included in our annual proxy statement or Annual Report on Form 10-K; and
- performing such other functions as are assigned by law, our organizational documents or the Board.

Our Compensation Committee has adopted a written charter that sets forth the committee’s duties and responsibilities. The Compensation Committee charter is available on our website at www.veritexbank.com under “About Us—Investor Relations—Corporate Governance.”

Compensation Committee Interlocks and Insider Participation

During 2019, Messrs. Mark C. Griege, Pat S. Bolin, Ned N. Fleming, III, and Manuel J. Mehos served as members of the Compensation Committee. See “Board and Committee Matters—Director Independence.” No such individual is, or was during 2019, an officer or employee of our company or any of our subsidiaries, or had any relationship requiring disclosure in this proxy statement. None of our executive officers serve as a member of the board of directors or compensation committee of any entity that has one or more of its executive officers serving as a member of our Board or Compensation Committee.

Corporate Governance and Nominating Committee

The current members of our Corporate Governance and Nominating Committee are Mark C. Griege, Manuel J. Mehos and John T. Sughrue, with Mr. Sughrue serving as chair. Our Board has evaluated the independence of the members of the Corporate Governance and Nominating Committee and has determined that each of the members is independent under the applicable rules of Nasdaq. The Corporate Governance and Nominating Committee met four times in 2019.

The Corporate Governance and Nominating Committee has responsibility for, among other things:

- recommending persons to be selected by our Board as nominees to stand for election as directors and to fill any vacancies on our Board;
- recommending Board members for committee membership;
- developing and reviewing our Corporate Governance Guidelines;

- establishing procedures for and exercising oversight of the evaluation of the Board and management; and
- performing any other duties or responsibilities expressly delegated to the committee by the Board from time to time relating to the nomination of Board and committee members.

Our Corporate Governance and Nominating Committee has adopted a written charter that sets forth the committee's duties and responsibilities. The Corporate Governance and Nominating Committee charter is available on our website at www.veritexbank.com under "About Us—Investor Relations—Corporate Governance."

Nomination of Directors

Our Corporate Governance and Nominating Committee is responsible for reviewing the skills and characteristics of potential Board nominees, as well as the composition and size of the Board as a whole. In selecting or recommending candidates believed to be qualified to become members of our Board, the Corporate Governance and Nominating Committee takes into consideration the criteria approved by the Board and such other factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations of comparable size and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.

The Corporate Governance and Nominating Committee recommends to the Board the standards to be applied in making determinations as to the absence of material relationships between us and our directors. Although we do not have a separate diversity policy, the Corporate Governance and Nominating Committee considers the diversity of the directors and nominees in terms of knowledge, experience, skills, expertise and other characteristics that may contribute to the overall diversity of our Board. Other than as described above, there are no stated minimum criteria for director nominees.

For purposes of identifying nominees for the Board, the Corporate Governance and Nominating Committee relies on personal contacts of the members of the Board as well as their knowledge of members of the communities the Bank serves. Our Corporate Governance and Nominating Committee also considers shareholder recommendations for nominees, provided that the nomination includes a complete description of the nominee's qualifications, experience and background, together with a statement signed by each nominee in which he or she consents to act as a Board member if elected. Such nominations should be addressed to the chair of the Corporate Governance and Nominating Committee, c/o the Chief Executive Officer of Veritex Holdings, Inc. at 8214 Westchester Drive, Suite 800, Dallas, Texas 75225. The Corporate Governance and Nominating Committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a shareholder.

At present, the Board does not engage any third parties to identify and evaluate potential director candidates.

Code of Business Conduct and Ethics

We have a Code of Business Conduct and Ethics in place that applies to all of our directors, officers and employees. The Code of Business Conduct and Ethics sets forth specific standards of conduct and ethics that we expect all of our directors, officers and employees to follow, including our principal executive officer, principal financial officer, principal accounting officer or controller. The Code of Business Conduct and Ethics is available on our website at www.veritexbank.com under "About Us—Investor Relations—Corporate Governance." Any amendments to the Code of Business Conduct and Ethics, or any waivers of requirements thereof, will be disclosed on our website within four days of such amendment or waiver.

Corporate Governance Guidelines

We have adopted Corporate Governance Guidelines to assist the Board in the exercise of its duties and responsibilities and to serve the best interests of the Company and our shareholders. The Corporate Governance Guidelines are available on our website at www.veritexbank.com under "About Us—Investor Relations—Corporate Governance."

PROPOSAL 2. ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

As of the date of this proxy statement, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) and Section 14A of the Exchange Act enable our shareholders to vote to approve, on a non-binding advisory basis, the compensation of our named executive officers, as described in this proxy statement. This proposal, commonly known as a “say-on-pay” proposal, gives our shareholders the opportunity to endorse or not endorse our executive compensation program through the following resolution:

“RESOLVED, that the compensation of the named executive officers, as disclosed in this proxy statement under “Executive Compensation,” including the related compensation discussion and analysis, executive compensation tables and any related disclosures, is hereby approved.”

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the compensation philosophy, policies and practices described in this proxy statement. As discussed in this proxy statement, the objective of our executive compensation program is to attract and retain a talented management team and provide them with the right incentives to execute our strategic objectives while maximizing our shareholders’ investment in our company. We seek to accomplish this goal in a way that rewards performance and is aligned with our shareholders’ long-term interests. We believe that our executive compensation program satisfies our compensation objectives. Please refer to “Executive Compensation” below for a discussion of our executive compensation program.

As an advisory vote, this proposal is not binding on us and should not be construed as overruling any decision of the Board or Compensation Committee. However, our Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by shareholders in their vote on this proposal. If there are a significant number of negative votes, we will seek to understand the concerns that influenced the vote and intend to address them in making future compensation decisions.

Shareholder Approval

The affirmative vote of a majority of the votes cast at the Annual Meeting is required for the non-binding advisory vote on the compensation of our named executive officers.

THE BOARD RECOMMENDS A VOTE “FOR” THE APPROVAL OF THIS NON-BINDING, ADVISORY PROPOSAL REGARDING THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS.

EXECUTIVE OFFICERS

The following table sets forth the name, age and position with Veritex or the Bank, as indicated, of each of our executive officers. The business address for all of these individuals is 8214 Westchester Drive, Suite 800, Dallas, Texas 75225.

Name	Age	Position
C. Malcom Holland, III	60	Chairman of the Board, Chief Executive Officer and President, Veritex and the Bank
Terry S. Earley	61	Senior Executive Vice President and Chief Financial Officer, Veritex and the Bank
Clay Riebe	59	Senior Executive Vice President, Veritex; Chief Credit Officer, Bank
Jeff Kesler	42	Senior Executive Vice President, Veritex; Dallas Market President, Bank
Jon Heine	41	Senior Executive Vice President, Veritex; Houston Market President, Bank
LaVonda Renfro	59	Senior Executive Vice President, Veritex; Chief Administrative Officer, Bank
Angela Harper	51	Senior Executive Vice President, Veritex; Chief Risk Officer, Bank
Michael Bryan	63	Senior Executive Vice President, Veritex; Chief Information Officer, Bank

The following is a brief discussion of the business and banking background and experience of our executive officers. All of our executive officers are appointed by the Board and serve at the discretion of the Board.

C. Malcolm Holland, III. Refer to “Proposal 1. Election of Directors—Nominees for Election” above for a description of Mr. Holland's experience.

Terry S. Earley. Terry Earley has served as the Senior Executive Vice President and Chief Financial Officer of Veritex and the Bank since January 2019, when he joined us in connection with our acquisition of Green. Mr. Earley is responsible for the Finance, Accounting and Treasury functions of the Bank. From March 2017 through January 2019, Mr. Earley was Executive Vice President and Chief Financial Officer of Green, and from July 2017 through January 2019, he was Chief Financial Officer of Green Bank. From December 2011 to March 2017, Mr. Earley served as Executive Vice President and Chief Financial Officer of Yadkin Financial Corporation and its predecessors. Prior to that, Mr. Earley served as President and Chief Executive Officer of Rocky Mountain Bank and Rocky Mountain Capital, located in Jackson, Wyoming, in 2010, and as Chief Financial Officer of Bancorp of the Southeast, LLC, located in Ponte Vedra, Florida, in 2009. Before that, Mr. Earley served as Chief Financial Officer and Chief Operating Officer of RBC Bank (USA), which he joined in 1992. Mr. Earley is a Certified Public Accountant and received his Bachelor of Business Administration with a concentration in Accounting from the University of North Carolina at Chapel Hill.

Clay Riebe. Clay Riebe has served as our Senior Executive Vice President and Chief Credit Officer of the Bank since 2016. Mr. Riebe is responsible for the Bank's credit quality, credit underwriting and administration functions. From 2009 to 2015 he served in various capacities for American Momentum Bank, including Chief Lending Officer and member of the board of the directors. From 2005 to 2009, Mr. Riebe served in various lending functions at Citibank. He began his career at community banks in Texas, including First American Bank Texas, where he served in various lending functions. Mr. Riebe received a Bachelor of Business Management from Texas Tech University in 1983.

Jeff Kesler. Jeff Kesler has served as our Senior Executive Vice President and Dallas Market President of the Bank since 2014. Mr. Kesler is responsible for the Bank's lending functions, including providing leadership to market managers and lending lines of business. From 2013 to 2014, Mr. Kesler served as the Director of Loan Originations for United Development, a real estate investment trust. From 2009 to 2013, Mr. Kesler served as a Market President of the Bank's North Dallas region. Mr. Kesler began his career in 2000 at Colonial Bank where he served in various capacities, eventually becoming an area president for the Dallas and Austin markets. Mr. Kesler received a Bachelor of Business Administration from Fort Hays State University in 2000.

Jon Heine. Jon Heine has served as our Senior Executive Vice President and Houston Market President since May 2019. He is responsible for growth and profitability of the banking activities in that market. Mr. Heine joined Veritex Bank after nearly 19 years at Comerica Bank, where he served as the Regional Manager of Comerica's Wealth Management team in Houston since 2016. Mr. Heine brings broad lending experience, having also held various roles in Private Banking, National Dealer Finance, Middle Market and Entertainment Finance in the markets of Texas and California. Mr. Heine received a Bachelor of Business Administration from Texas Tech University.

LaVonda Renfro. LaVonda Renfro has served as our Senior Executive Vice President and Chief Administrative Officer of the Bank since 2010. Ms. Renfro is responsible for the overall administration and coordination of the activities of the Bank's branches, including operations, sales and marketing, deposit operations, merchant services, private banking, business banking and treasury management. From 2005 to 2010, Ms. Renfro served as the Retail Executive of Colonial Bank/BB&T. From 1994 to 2005, Ms. Renfro was Senior Vice President, District Manager for Bank of America's Austin and San Antonio Markets.

Angela Harper. Angela Harper has served as our Senior Executive Vice President and Chief Risk Officer of the Bank since 2009. Ms. Harper oversees the loan operations, compliance and Bank Secrecy Act departments of Veritex and the Bank. From 2002 to 2009, Ms. Harper served in various capacities at Colonial Bank, including Senior Vice President, Credit Administration Officer and Risk Management Officer for the Texas region. Ms. Harper began her career in banking as a Bank Examiner at the Office of the Comptroller of the Currency from 1991 to 1995 working in the Dallas Duty Station. Ms. Harper received a Bachelor of Business Administration in Finance in 1989 and a Master of Business Administration from Texas Tech University in 1990 and is a Certified Regulatory Compliance Manager.

Michael Bryan. Michael Bryan has served as our Senior Executive Vice President and Chief Information Officer of the Bank since 2017. Mr. Bryan oversees the information technology department of the Bank. From 2010 to 2017, Mr. Bryan served as Executive Vice President and Chief Information Officer at BNC Bank. From 2007 to 2010, Mr. Bryan served as Bank Technology/Operations Practice Principal at DD&F Consulting Group. From 2004 to 2006, Mr. Bryan served as Global Account Manager at Fujitsu. From 2001 to 2004, Mr. Bryan served as Principal

Consultant at Hewlett Packard Enterprise. From 1980 to 2003, Mr. Bryan served as Chief Executive Officer/Owner of BancPro Systems, Inc.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The compensation discussion and analysis describes and analyzes our executive officer compensation program with an emphasis on compensation actions taken during fiscal year 2019. For 2019, our named executive officers were:

- C. Malcolm Holland, III, Chairman of the Board, Chief Executive Officer and President;
- Terry S. Earley, Senior Executive Vice President and Chief Financial Officer;
- Jeff Kesler, Senior Executive Vice President and Dallas Market President;
- Jon Heine, Senior Executive Vice President and Houston Market President; and
- Clay Riebe, Senior Executive Vice President and Chief Credit Officer.

Our Compensation Philosophy

The overall objective of our executive compensation program is to attract and retain a talented management team and provide them with the right incentives to execute our strategic objectives while maximizing our shareholders' investment in our company. The same principles that govern the compensation of all of our salaried employees apply to the compensation of our executive officers:

- **Align executive compensation with strategy, performance and the interests of our shareholders.** Our executive compensation programs provide incentive compensation opportunities that promote the achievement of a balanced mix of short- and long-term strategic and financial objectives. In developing our compensation programs and related performance goals, we generally consider our business objectives, market practices, external competitiveness, shareholder interests and advice from our independent compensation consultant. Generally, our executive compensation program is designed to deliver compensation that approximates the median for a carefully selected peer group but exceeds the median when performance exceeds expectations. Our executive incentive compensation performance metrics support our priorities for creating shareholder value.
- **Enhance our ability to attract and retain a talented executive management team.** We seek to offer competitive compensation opportunities and packages that enable us to attract and retain highly talented and experienced executives with the critical knowledge and skills necessary for the execution of our strategy.
- **Foster non-financial and strategic goals.** While financial results are the primary commitment we make to our shareholders, our executive compensation program balances financial results with other key values such as leadership, teamwork and community service. Certain components of our executive compensation program provide flexibility to adjust compensation for non-financial and strategic goals.
- **Support actions needed to respond to changing business environments.** We have sought to provide some elements of compensation, such as change in control and severance benefits, that give our management team or the Board tools to facilitate decisions about succession planning, acquisitions and other significant corporate events that may impact the position or employment status of executive officers.
- **Manage risk.** Our executive compensation program is designed to minimize risk. In particular, we believe our incentive compensation program is structured to avoid encouraging excessive risk-taking by executive officers.

Our Compensation Committee annually reviews the goals and objectives of our executive compensation program and either amends the program or recommends amendments to the Board as appropriate.

Elements of Compensation

We compensate our named executive officers through a mix of base salary, cash incentive bonuses, long-term incentive compensation and other benefits, which include, to a certain extent and for certain of our named executive officers, perquisites. We intend the executive compensation program to provide our executives with target compensation that, on average, approximates the median for our peer group. Individual components of compensation may be greater or lesser than the median, and actual compensation delivered may vary significantly from the target opportunity and the median based on our performance, individual performance, changes in our stock price and shareholder return, among other factors taken into consideration by the Compensation Committee. We intend to deliver the majority of compensation to our executives through our incentive programs, resulting in a significant portion of total compensation delivered through variable pay so that factors that impact the value of our shareholders' investment in our company significantly impact our named executive officers' compensation. We believe the current mix and value of these compensation elements provide our named executive officers with total annual compensation that is both reasonable and competitive within our markets, appropriately reflects our performance and each executive's particular contributions to that performance, and takes into account applicable regulatory guidelines and requirements.

Compensation for fiscal year 2019 was delivered to our named executive officers through the components listed in the table below, which provides a brief description of the principal types of compensation, how performance factors into each type of compensation and the compensation program objectives served by each type. Detailed descriptions of the components of compensation are discussed below in "—Fiscal Year 2019 Compensation Components."

Component	Description	How Amount was Determined/ Performance Considerations	Objectives
Base Salary	Fixed cash payment.	Targeted at market median with adjustments based on level of responsibility, experience and individual performance.	Provide competitive annual pay to attract and retain our executives.
Cash Bonus	Short-term incentive cash payment based on our company's performance in a one-year period.	Target payouts reference market median and actual payouts are driven by earnings per share, efficiency ratio, earning asset growth and composition (loans and securities), deposit growth and composition, net charge-offs and nonperforming assets to risk-weighted capital, with adjustments based on individual performance.	Reward executive performance in achieving annual financial, strategic and operational objectives.
Restricted share units ("RSUs")	Long-term incentive opportunity based on performance over multiple years.	Target award values are based on market median and are driven by our total shareholder return ("TSR") and other performance measures.	Reward executive performance in achieving long-term financial and strategic objectives and align executive officers' interests with shareholder returns.
Option Awards	Long-term incentive opportunity based on performance over multiple years.	Target award values are based on market median.	Reward executive performance in achieving long-term financial and strategic objectives and align executive officers' interests with shareholder returns.
Other Compensation	Employee benefits and other compensation.	Benefits available to our employees, as well as other benefits that are individually negotiated by certain of our executives.	Provide competitive benefit packages to promote the well-being, safety and productivity of our executives.

Our Compensation Committee annually reviews and establishes the performance measures, targets and payout schedules used for our executive compensation program and the long-term incentive component of awards granted under our 2019 Amended and Restated Omnibus Incentive Plan, which amended and restated our 2014 Omnibus Incentive Plan (the "Equity Plan"), or the Veritex (Green) 2014 Omnibus Equity Incentive Plan (the "Veritex (Green) 2014 Plan"), as discussed in the table above and in "—Fiscal Year 2019 Compensation Components" below. In determining actual performance against these metrics, the Compensation Committee decides whether to include or exclude the impact of items reported in our financial statements that may not reflect underlying operating results for the current or a prior fiscal year. Adjustments from reported earnings are intended to avoid artificial inflation or deflation of awards due to unusual or non-operational items in the applicable period and align pay outcomes with how the Compensation Committee and management view the performance of our business. The Compensation Committee also considers various other factors in determining executive compensation packages, including individual performance and changes in our stock price. In addition, the Board of Directors and the Compensation Committee are actively monitoring the effects of the COVID-19 pandemic on the economy and our operations and future results. In light of these developments, it is anticipated that the Compensation Committee will re-evaluate the performance goals and incentives associated with our executive compensation program at some point during 2020, and will communicate material changes in accordance with applicable disclosure obligations.

Benchmarking

Our Compensation Committee believes that a threshold characteristic of reasonable compensation is that it aligns with compensation provided by our peers, against whom we compete for talent. In preparation for determining executive compensation for fiscal year 2019, the committee benchmarked our executive compensation levels to evaluate the competitiveness of our executive compensation program. As a reference for establishing compensation levels for fiscal year 2019, the Compensation Committee engaged Ernst & Young ("EY") as its independent external compensation consultant to provide independent advice, information and analyses of our executive compensation program, including providing a review of competitive compensation levels.

EY presented, and the Compensation Committee approved, a peer group of 15 publicly traded banking organizations similar in size, scope and geography to Veritex for benchmarking pay for purposes of setting executive compensation levels for fiscal year 2019. EY collected and analyzed historical compensation data reported by each company in our peer group. The following are the criteria that EY considered in compiling our peer group:

- publicly traded parent holding companies for community banks; and
- reported assets between \$5.0 billion and \$21.0 billion.

The following is the list of peer companies listed in our 2019 Peer Group and Survivorship Policy were used for executive compensation benchmarking purposes for 2019:

	Institution Name	Ticker
1.	Allegiance Bancshares, Inc.	ABTX
2.	BancFirst Corporation	BANF
3.	Cadence Bancorporation	CADE
4.	Chemical Financial Corporation ¹	CHFC
5.	CVB Financial Corporation	CVBF
6.	Eagle Bancorp, Inc.	EGBN
7.	First Financial Bankshares, Inc.	FFIN
8.	Hilltop Holdings, Inc.	HTH
9.	Independent Bank Group, Inc. ²	IBTX
10.	LegacyTexas Financial Group, Inc. ³	LTXB
11.	Origin Bancorp, Inc.	OBNK
12.	Pacific Premier Bancorp, Inc.	PPBI
13.	ServisFirst Bancshares, Inc.	SFBS
14.	Simmons First National Corporation	SFNC
15.	Southside Bancshares, Inc.	SBSI

¹ Cadence Bancorporation was acquired during 2019 by State Bank Financial Corporation, and as such, will no longer remain in the list of peer companies used for executive compensation benchmarking purposes on a go-forward basis.

² Independent Bank Group, Inc. announced a planned merger with Texas Capital Bancshares in the middle of 2020 and, as such, will no longer remain in the list of peer companies used for executive compensation benchmarking purposes on a go-forward basis.

³ LegacyTexas Financial Group, Inc. was acquired during 2019 by Prosperity Bancshares, Inc.®, and as such, will no longer remain in the list of peer companies used for executive compensation benchmarking purposes on a go-forward basis.

The following is the list of substitute peer companies listed in our 2019 Peer Group and Survivorship Policy:

	Institution Name	Ticker
1.	CBTBX, Inc.	CBTX
2.	Independent Bank Corporation	INDC
3.	1st Source Corporation	SRCE
4.	First Commonwealth Financial Corporation	FCF

The Compensation Committee expects to update our peer group from time to time to ensure that the peer group continues to be appropriate for purposes of benchmarking executive compensation.

Overall, the Compensation Committee sought to provide total compensation target opportunity (base salary, cash bonus, RSUs and option awards) for our named executive officers that approximates the median level for comparable positions in our peer group with the opportunity to earn above median compensation based on exceeding performance objectives. Consistent with industry practice, we consider compensation within 15% of the median to be competitive with the median. This margin allows for year-to-year swings in data than can occur based on a number of factors unrelated to underlying compensation strategies. For fiscal year 2019, our target total cash and direct compensation opportunities (which are further discussed below in “—Fiscal Year 2019 Compensation Components”) established by the Compensation Committee for all named executive officers were, on average, below market median. Within the target total compensation opportunity for each named executive officer, individual components of compensation may be greater or lesser than median because the committee is primarily concerned with the competitiveness of the entire program, rather than any one element of compensation. Compensation realized by each named executive officer may also vary significantly from target opportunity based on our performance, individual performance and changes in our stock price, among other factors.

Fiscal Year 2019 Compensation Components

The Compensation Committee, either as a committee or together with our other independent directors, determines the individual components of the compensation program within the overall framework of target values communicated to our executive officers.

Base Salary

Base salary is generally targeted at the market median, with adjustments where the Compensation Committee believes appropriate based on the factors enumerated below, among other factors. The base salaries of our named executive officers have historically been reviewed and set annually by the Board or the Compensation Committee as part of our company's performance review process as well as in connection with the promotion of an executive officer to a new position or other change in job responsibility. In establishing base salaries for our named executive officers for fiscal year 2019, the Compensation Committee relied on external market data obtained from outside sources, including a review of competitive compensation levels for our peer group prepared by EY, as described above. In addition to considering the information obtained from such sources, the Compensation Committee considers, among other factors:

- each named executive officer's scope and uniqueness of responsibility;
- each named executive officer's years and quality of experience;
- our overall financial performance and performance with respect to other aspects of our operations, such as our growth, including the status of our relationship with banking regulatory agencies; and
- each named executive officer's individual performance and contributions to our company-wide performance, including leadership, teamwork and community service.

Base salaries approved for the named executive officers for fiscal years 2018 and 2019 were as follows:

Executive Officer	2018 Base Salary (\$)	2019 Base Salary (\$)	% Increase (Decrease)
C. Malcom Holland, III, Chairman of the Board, Chief Executive Officer and President	460,000	600,000	30%
Terry S. Earley, Senior Executive Vice President and Chief Financial Officer	—	400,000	—%
Jeff Kesler, Senior Executive Vice President and Dallas Market President	310,000	400,000	29%
Jon Heine, Senior Executive Vice President and Houston Market President	—	268,205	—%
Clay Riebe, Senior Executive Vice President and Chief Credit Officer	285,000	375,000	32%

For fiscal year 2019, base salaries for our named executive officers were, on average, below market median.

Cash Bonus

We typically pay an annual cash bonus to our named executive officers to recognize and reward meaningful contributions to our performance for the year. Cash bonuses are intended to approximate the market median and are based on target opportunities established by the Compensation Committee at the beginning of each fiscal year. When determining compensation for fiscal year 2019, the Compensation Committee based its determinations in part on a formulaic approach to incentivize achievement of specific performance measures, including efficiency ratio, earning asset growth and composition (loans and securities), deposit growth and composition, net charge-offs and nonperforming assets to risk-weighted capital, among other financial and operational metrics, in determining the amount of bonuses paid. Bonuses are determined based on the achievement of these performance measures relative to minimum and maximum target performance. The Compensation Committee used competitive market data from the peer group prepared by EY, as described above, to establish the minimum, target and maximum bonus amounts. Targets may be established at greater or lesser levels for individual executive officers and actual annual incentive awards may be above or below target depending on our performance for the fiscal year as measured by the performance measures and goals established by the Compensation Committee at the beginning of the fiscal year. When performance exceeds the target goals for the performance measures, annual incentive awards may exceed target as well, and may exceed market median payouts. In addition, in determining whether to pay cash bonuses to a named executive officer for a given year and the amount of any cash bonus to be paid, the Compensation Committee also considers the personal performance of the executive officer and contributions to our company's performance for the year, including with respect to leadership, teamwork and community

service. The Compensation Committee, in its sole discretion, determines whether such bonuses will be paid for any year and the amount of any bonus paid.

For benchmarking purposes, we consider cash bonuses as a component of total cash compensation, which also includes base salary. For fiscal year 2019, total cash compensation for our named executive officers was, on average, below market median.

RSUs and Option Awards

We believe that long-term incentive compensation is a critical part of our executive compensation program because it promotes achievement of our long-term financial and strategic objective and aligns the financial interests of our executive officers with those of our shareholders. We generally grant equity awards, including performance-based RSUs and stock options, to each of our named executive officers in order to attract and retain a talented management team and provide them with the right incentives to execute our strategic objectives while maximizing our shareholders' investment in our company. The Compensation Committee considers market practices, external competitiveness, shareholder interests and advice from our independent compensation consultant in establishing the amount and characteristics of equity award grants. The Compensation Committee determined the level of long-term incentive grants for fiscal year 2019 at the beginning of the fiscal year. Prior to making the grants, the committee established an intended long-term incentive value for each named executive officer. When setting these intended values, the committee considered competitive market data from the peer group prepared by EY, as described above, and target total compensation opportunities. We intend that the value of long-term incentive awards for our executives approximate the market median and the total compensation opportunity for such executive officers approximate the market median level when combined with base salary and target annual bonuses. Fiscal year 2019 long-term incentive awards were driven by a comparison of our TSR against the composite return of the Peer Group TSR on the last day of 2019 (calculated as described below), and individual performance or other factors may result in awards which are above or below the market median. These factors include tenure and experience, succession planning and retention, subjective evaluations of performance, historical grant levels and other recent compensation actions with respect to the individual. The actual value of equity awards realized by any individual may differ significantly (up or down) from the intended value due to changes in our stock price over the life of the awards and the extent to which performance goals are met in the case of performance-based RSUs. During fiscal year 2019, we awarded performance-based RSUs and stock options to our named executive officers. See “—Executive Compensation Tables—Grants of Plan-Based Awards” below for information regarding awards for fiscal year 2019.

RSUs

RSU awards entitle the recipient to receive one share of our stock for each RSU at the end of a specified vesting period. Non-performance based RSUs generally vest equally over a service period generally ranging from one to five years from the date of grant. Performance-based RSUs eligible for vesting will be determined by the Compensation Committee or its delegee by comparing the Company's TSR, defined as the percentage change in share value plus dividends paid on a share of common stock including any gain/(loss) from reinvestment, during the period from December 31, 2018 through December 31, 2021 (the “Performance Period”), to the TSR of our peer group as discussed above in “—Benchmarking” (the “Peer Group TSR”). The performance-based RSUs granted in 2019 will cliff vest on January 1, 2022, three years from the grant date. The market condition is determined at the end of the calendar year in which the performance-based RSUs are granted.

We use a Monte Carlo simulation to estimate the fair value of performance-based RSUs based on our TSR relative to the Index on the last day of 2019 (calculated as described below), which fair value then determines the number of shares of our common stock subject to the RSUs. The payout for 2019 awards was calculated as a function of the target equity incentive percentage (calculated as percentage of salary) multiplied by the linear interpolation of values between 50% to 150% funding levels divided by the fair value of the performance-based RSUs (calculated as described above). The number of performance-based RSUs granted in 2019 eligible for vesting was determined as detailed below:

- If TSR is less than 24.9% of the Peer Group TSR: 0% of RSUs are eligible for vesting.
- If TSR is within 25% to 49.9% of the Peer Group TSR: 50% of RSUs are eligible for vesting.
- If TSR is within 50% to 74.9% of the Peer Group TSR: 100% of RSUs are eligible for vesting.
- If TSR is at or above 75% of the Peer Group TSR: 150% of RSUs are eligible for vesting.

We calculate TSR as follows, with the beginning stock price equaling the closing stock price on the first day of the Performance Period, and the ending stock price equaling the closing stock price on the last day of the Performance Period:

$$\frac{(\text{ending stock price} + \text{dividends paid} + \text{dividend reinvestment gain/loss})}{\text{beginning stock price}} - 1$$

The Company's TSR percentile rank is calculated as follows, with n equaling the number of companies in the peer group plus the Company and "r" equaling the rank of the Company within the peer group (with 1 being the highest rank):

$$\frac{(n - r)}{(n - 1)}$$

Certain RSUs granted during the year were subject to shareholder approval which was obtained at our 2019 annual meeting. Further, certain RSUs granted during the year immediately vested and were discussed in our 2019 proxy statement. All calculations are done by the Compensation Committee and are binding for all purposes under the recipient's award agreement.

Stock Options

Option awards granted in 2019 were calculated using a target equity incentive percentage based on factors which include tenure and experience, succession planning and retention, subjective evaluations of performance, historical grant levels and other recent compensation actions with respect to the individual. Option awards are time-based and vest in three equal annual installments on each of the first three anniversaries of the grant date. We use a Black-Scholes model to estimate the fair value of stock options.

In determining certain equity awards made in 2019 in connection with our merger with Green as well as our 2019 compensation plan, the Compensation Committee consulted with EY, which prepared a peer bank equity awards study.

For benchmarking purposes, we consider RSUs and option awards as components of total direct compensation, which also includes base salary and cash bonuses (or total cash compensation). For fiscal year 2019, total direct compensation for our named executive officers was, on average, below market median.

Employee Benefits and Other Compensation

Our employee benefit programs are offered and designed to be competitive and to provide reasonable security for employees. Our named executive officers are eligible to participate in the same benefit plans designed for all of our full-time employees, including health, dental, vision, disability and basic group life insurance coverage. We also provide our employees, including our named executive officers, with a 401(k) plan to assist participants in planning for retirement and securing appropriate levels of income during retirement.

401(k) Plan and Employee Stock Ownership Plan

We provide a 401(k) program that allows employees to contribute a portion of their pre-tax earnings towards retirement savings. We offer a Company match to all employees enrolled in our 401(k) plan as a component of total compensation and to encourage them to participate in the 401(k) plan. We match the first 6% of an employee's contribution dollar for dollar up to limitations imposed by the Internal Revenue Service.

Effective January 1, 2012, we adopted the Veritex Community Bank Employee Stock Ownership Plan ("ESOP"), which covers substantially all employees (subject to certain exclusions) that meet certain age and service requirements. All ESOP assets are held in trust and managed by C. Malcolm Holland, III, in his capacity as the trustee of the ESOP. Shares of our common stock purchased by the ESOP were initially held in a suspense account until released for allocation to participants. Prior to January 1, 2019, we made contributions to each eligible participant's account each year, generally based on the participant's 401(k) contribution made during that year. Shares were then released from the suspense account and allocated to each participant's account based on the amount of the contribution and the fair value of the shares. The ESOP was amended effective December 31, 2018 to cease new contributions or allocations of the ESOP effective January 1, 2019. For additional information regarding the ESOP, please refer to the notes to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2019.

Our named executive officers did not participate in, or otherwise receive any benefits under, any pension or retirement plan sponsored by us during 2019 other than benefits received under the 401(k) and ESOP.

Nonqualified Deferred Compensation

Our named executive officers did not participate in, or earn any benefits under, a nonqualified deferred compensation plan sponsored by us during 2019.

Welfare Benefits

We provide medical and dental coverage, life insurance and disability insurance to executive officers under the same programs offered to all salaried employees. All participating employees pay a portion of the cost of these programs.

Perquisites

In addition to the benefit plans discussed above in "—Employee Benefit Plans and Other Compensation," we provide our named executive officers with certain perquisites. In 2019, we reimbursed Messrs. Holland, Kesler and Heine for certain country club membership dues in the amounts of \$45,442, \$28,729 and \$7,028, respectively, which is used for business purposes.

In addition, we invest in Bank-owned life insurance due to its attractive nontaxable return and protection against the loss of our key employees. During 2019, we paid premiums on Bank-owned life insurance issued in respect of our named executive officers in the amounts described in "—Executive Compensation Tables—Summary Compensation Table" below.

VB Sub 5, LLC, a subsidiary of Veritex Bank, owns an airplane that was purchase during 2019. We may allow our executive officers and directors to utilize the corporate airplane for personal use in limited circumstances, We require the executive officers and directors to reimburse the company for such personal use on an operating cost per flight hour. The hourly reimbursement rate represents the aggregate incremental cost for such personal use and takes into account items such as maintenance and repair, operating expenses, the pilot's salary, landing and ramp fees, fuel costs, taxes and travel expenses.

Roles of the Compensation Committee, Compensation Consultant and Management in the Compensation Process

Compensation Committee Responsibilities

The Compensation Committee is responsible to the Board and to our shareholders for the oversight and governance of our compensation program for executive officers, and for approving the compensation of our executive officers. The Compensation Committee, either as a committee or together with our other independent directors, makes all decisions with respect to the compensation of our named executive officers. The Compensation Committee evaluates our executive officers' performance in light of the goals and objectives of our executive compensation plans; determines and approves the overall compensation strategies and policies for our executive officers; reviews all equity compensation plans and awards; evaluates whether incentive and other forms of pay encourage excessive risk-taking by executive officers; and reviews perquisites and other personal benefits to our executive officers. The Compensation Committee also specifically evaluates our Chairman and Chief Executive Officer's performance in light of our goals and objectives relevant to his compensation and, either as a committee or together with our other independent directors, recommends the compensation of our Chairman and Chief Executive Officer for approval by the Board. Periodically, the Compensation

Committee also undertakes an extensive review of the competitiveness and appropriateness of certain pay practices, such as severance and change in control arrangements.

The Compensation Committee may form subcommittees for any purpose that the committee deems appropriate and may delegate to subcommittees such power and authority as the committee deems appropriate. However, no subcommittee may consist of fewer than two members and the Compensation Committee may not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the committee as a whole.

Engagement of Compensation Consultant

In 2019, the Compensation Committee retained EY as an independent external compensation consultant to provide independent advice, information and analysis on executive compensation. The Compensation Committee established several practices to ensure the external consultant's independence, candor and objectivity. EY was engaged by and reported directly to the Compensation Committee. In addition, EY frequently met separately with the Compensation Committee with no members of management present, and consulted with the Compensation Committee chair between meetings. Our management reported fees paid for executive compensation consulting services performed by EY to the Compensation Committee at each meeting and the committee approved in advance the executive compensation consulting services to be performed.

Pursuant to its engagement, EY provided the Compensation Committee with information regarding marketplace compensation trends and assisted the Compensation Committee with the identification and approval of certain elements of our overall executive compensation program. Aggregate fees for EY's executive compensation consulting services provided to the committee in 2019 were approximately \$65,000. In addition to these compensation services, in 2019, EY provided quarterly tax advisory services. Aggregate fees for these due diligence and tax advisory services were approximately \$176,751. Together with the fees for executive compensation consulting services, aggregate fees paid to EY for 2019 were approximately \$241,751. The decision to engage EY for additional other services was made by management and the Compensation Committee approved the additional services. The Compensation Committee believes that, given the nature and scope of the additional services, the additional services did not raise a conflict of interest and did not impair EY's ability to provide independent advice to the Compensation Committee concerning executive compensation matters.

The Compensation Committee has assessed the independence of EY pursuant to the rules of the SEC and concluded that EY's work for the Compensation Committee did not raise any conflicts of interest that would prevent EY from independently advising the committee. In making this determination, the committee considered, among other things, the fees paid for services provided to management as a percentage of the consultant's consolidated revenues, policies and procedures established by the consultant to mitigate conflicts of interest, and the lack of business and personal relationships between the consultant's team members and our executive officers and Compensation Committee members.

Management Input

While the Compensation Committee determines the overall compensation strategy and policies for our executive officers and approves their compensation, it seeks input from the Chief Executive Officer with respect to both overall guidelines and discrete compensation decisions. Specifically, the Chief Executive Officer attends certain meetings of the Compensation Committee to provide input and recommendations with respect to the compensation of officers and other executives, as well as compensation programs and policies for all employees. In addition, our Chief Executive Officer provided advice to the committee in identifying the key contributors and determining the appropriate award levels for each individual. However, the Chief Executive Officer is not present during any discussion relating to his own compensation and is not involved in determining his own compensation. Final decisions regarding executive compensation and the Company's compensation programs and policies are made by the Compensation Committee.

Executive Officer Stock Ownership

In 2019, the Compensation Committee did not implement ownership guidelines that require executive officers to maintain a specific ownership stake in the Company. However, our executives are encouraged to maintain an investment in our common stock equal to three to five times their base salary to further align our executives' interests with those of our shareholders.

Hedging and Pledging Policy

We have adopted a policy on insider trading that our employees may not purchase or sell options on Company stock; engage in short sales with respect to Company stock; or trade in puts, calls, straddles, equity swaps or other derivative securities that are directly linked to our stock. It is also our policy that shares of our stock owned by executive officers or directors may not be held in a margin account or pledged as collateral on a loan. Our insider trading policy allows executive officers, directors and certain employees to enter into pre-established trading plans complying with Rule 10b5-1 under the Exchange Act and our internal policies and procedures in connection with sales of our securities.

Clawback Policy

Our Equity Plan and provides that, in addition to any forfeiture provisions otherwise applicable to an award under the Equity Plan, a grantee's right to payment or benefits with respect to an award is subject to reduction, cancellation, forfeiture, clawback or recoupment under clawback policies that may be adopted by us or as required by applicable law.

Our Veritex (Green) 2014 Plan provides that any award which is subject to recovery under any law, government regulation or stock exchange listing requirement, will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement or any policy adopted by the Company.

Compensation Committee Report

The Compensation Committee has reviewed and discussed the compensation discussion and analysis included in this proxy statement with management and, based on that review and discussion, the Compensation Committee recommended to the Board that the compensation discussion and analysis be included in this proxy statement. The Board approved the Compensation Committee's recommendation.

COMPENSATION COMMITTEE

Ned N. Fleming, III, Compensation Committee Chair
Pat S. Bolin, Compensation Committee Member
Manuel J. Mehos, Compensation Committee Member
Mark C. Griege, Compensation Committee Member

Executive Compensation Tables

Summary Compensation Table

The following table sets forth information regarding the compensation paid to our named executive officers for the fiscal years ended December 31, 2019, 2018 and 2017.

Name and Position	Year	Salary (\$) ¹	Bonus (\$) ²	Stock Awards (\$) ³	Option Awards (\$) ⁴	All Other Compensation (\$)	Total (\$)
C. Malcolm Holland, III, Chairman of the Board, Chief Executive Officer and President	2019	\$ 600,000	\$ 360,000	\$ 1,790,722	\$ 1,021,713	\$ 136,676 ⁵	\$ 3,909,111
	2018	460,000	230,000	138,000	138,000	57,102 ⁵	1,023,102
	2017	375,000	275,000	82,549	93,750	64,499 ⁵	890,798
Terry S. Earley, Senior Executive Vice President and Chief Financial Officer	2019	400,000	192,000	1,042,100	80,000	752,521 ⁶	2,466,621
	2018	—	—	—	—	—	—
	2017	—	—	—	—	—	—
Jeff Kesler, Senior Executive Vice President and Dallas Market President	2019	400,000	192,000	641,799	447,528	58,036 ⁷	1,739,363
	2018	310,000	108,500	62,000	37,500	32,238 ⁷	550,238
	2017	280,000	150,000	43,164	49,000	109,393 ⁷	631,557
Jon Heine, Senior Executive Vice President and Houston Market President	2019	268,205	240,000	499,069	282,284	7,028	1,296,586
	2018	—	—	—	—	—	—
	2017	—	—	—	—	—	—
Clay Riebe, Senior Executive Vice President and Chief Credit Officer	2019	375,000	120,000	632,470	440,253	—	1,567,723
	2018	285,000	115,000	57,000	36,000	4,125	497,125
	2017	260,000	85,500	40,059	45,500	2,130	433,189

¹ The amounts shown in this column represent salaries earned and paid during the fiscal year shown.

² The amounts of bonuses for each year shown were cash bonuses earned for that year, but that were paid in the following fiscal year.

³ The amounts shown in this column represent RSUs, which were valued in accordance with ASC 718. The following provides a breakdown of certain awards, approved by the Compensation Committee, granted to our named executive officers during the year discussed in our 2019 proxy statement which include One-Time Reload Awards, Executive Equity Awards and Merger Appreciation Awards. The Executive Equity Awards and Merger Appreciation Awards immediately vested in 2019.

	One-Time Reload Awards ^A	Executive Equity Awards ^B	Merger Appreciation Awards ^C
C. Malcolm Holland	\$ 1,319,500	\$ 73,258	\$ —
Terry S. Earley	962,100	—	—
Jeff Kesler	395,850	32,923	106,900
Jon Heine	—	—	—
Clay Riebe	395,850	30,229	106,900

^A The One-Time Reload Awards consist of non-performance RSUs, all subject to continued employment, with installment vesting over three years for all executives except C. Malcolm Holland, III, our Chief Executive Officer and President, whose One-Time Reload Awards are subject to a five-year vesting schedule.

^B On November 6, 2018 and January 10, 2019, the Compensation Committee, unanimously approved the grant of certain equity awards to certain leaders within Veritex (collectively, the "Key Contributors"). The awards approved with respect to certain senior executives were granted subject to shareholder approval in 2019 due to the fact that there were not enough shares reserved under the Equity Plan to be issued upon satisfaction of the conditions to vesting of these equity awards. The Executive Equity Awards assume all vesting and other conditions of the awards are satisfied and performance conditions are achieved at maximum levels.

^C During the third and fourth quarters of 2018, the Compensation Committee discussed the need to identify Key Contributors whose knowledge, skills and past performance makes them uniquely positioned to make critical contributions to ensure a successful transition following the Green merger and promote the continued and future success of Veritex. The Compensation Committee consulted with an external compensation consultant, EY, to determine the most effective way to motivate, retain and reward the future performance of the Key Contributors and the appropriate award level for each individual. In doing so, the Compensation Committee also obtained advice from our Chief Executive Officer to identify Key Contributors and determine the appropriate award level for each individual. These awards are referred within as "Merger Appreciation Awards".

⁴ The option awards were valued on the grant date using the Black-Scholes option-pricing model.

⁵ The amounts shown in these rows for the fiscal years ended December 31, 2019, 2018 and 2017 include (i) reimbursement for country club membership dues for Mr. Holland of \$45,442, \$45,077 and \$54,469, respectively; (ii) \$29,307, \$4,125 and \$2,130 in premiums for Bank-owned life insurance policies with a death benefit of \$100,000 payable to the designated beneficiary for Mr. Holland, respectively; (iii) \$5,400 in Company contributions to the ESOP for Mr. Holland for 2018 and 2017; for each year, (iv) \$2,500 in premiums for a life insurance policy we maintain that provides a death benefit payable to Mr. Holland's spouse and (v) 59,428 in aggregate incremental costs from the personal use of the Company's airplane.

⁶ The amounts shown in this row for the fiscal year ended December 31, 2019 include (i) a cash payment of \$512,550 resulting from the change in the Company's stock price from the date of the Green Bancorp, Inc. merger announcement to the merger consummation date and its associated impact on 45,000 restricted stock units granted to Mr. Earley pursuant to his employment agreement, (ii) \$168,902 resulting from accelerated vesting of RSUs as

a result of the change in control in connection with our acquisition of Green, (iii) \$29,307 in premiums for Bank-owned life insurance policies with a death benefit of \$75,000 payable to the designated beneficiary for Mr. Earley for the year ended December 31, 2019, (iv) \$24,000 in rent expenses in accordance with Mr. Earley's employment agreement, and (v) \$17,762 in out of pocket airfare costs in accordance with Mr. Earley's employment agreement. On occasion, a family member accompanied Mr. Earley, at no incremental cost to the Company, when traveling on the Company's aircraft on business. Mr. Earley paid the taxes on the imputed income as calculated using the Standard Industry Fare Level (SIFL) rate. We did not reimburse Mr. Earley for taxes he paid.

⁷ The amounts shown in these rows for the fiscal years ended December 31, 2019, 2018 and 2017 include (i) reimbursement for country club membership dues for Mr. Kesler of \$28,729, \$22,713 and \$101,863, respectively; (ii) \$29,307, \$4,125 and \$2,130 in premiums for Bank-owned life insurance policies with a death benefit of \$100,000 payable to the designated beneficiary for Mr. Kesler, respectively; (iii) \$5,400 in Company contributions to the ESOP for Mr. Kesler for 2018 and 2017, respectively.

Grants of Plan-Based Awards

The following table provides information concerning plan-based awards made to named executive officers in fiscal year 2019.

Name	Award Type	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards ¹			All Other Stock Awards: Number of Shares of Stock or Units	All Other Option Awards: Number of Securities Underlying Options ²	Exercise or Base Price of Option Awards	Grant Date Fair Value of Stock and Option Awards ³
			Threshold (#)	Target (#)	Maximum (#)				
C. Malcolm Holland, III	Performance-based RSUs ⁴	1/1/2019	—	15,236	22,854			\$ 397,964	
	Non-performance based RSUs ⁴	1/1/2019				50,000		1,319,500	
	Non-performance based RSUs ⁴	1/9/2019				3,291		73,258	
	Stock options ⁴	1/1/2019					39,512	\$ 21.38 436,213	
	Stock options ⁴	1/1/2019					50,000	\$ 21.38 585,500	
Terry S. Earley	Performance-based RSUs ⁵	1/1/2019	—	4,063	6,095			80,000	
	Non-performance based RSUs ⁵	1/1/2019				45,000		962,100	
	Stock options ⁵	1/1/2019					10,537	21.38 80,000	
Jeff Kesler	Performance-based RSUs ⁴	1/1/2019	—	4,063	6,095			106,126	
	Non-performance based RSUs ⁴	1/1/2019				15,000		395,850	
	Non-performance based RSUs ⁴	1/1/2019				5,000		106,900	
	Non-performance based RSUs ⁴	1/9/2019				1,479		32,923	
	Stock options ⁴	1/1/2019					10,537	21.38 116,328	
	Stock options ⁴	1/1/2019					30,000	21.38 331,200	
Jon Heine	Performance-based RSUs ⁴	5/1/2019	—	4,063	6,095			106,369	
	Non-performance based RSUs ⁴	5/1/2019				15,000		392,700	
	Stock options ⁴	5/1/2019					10,537	26.18 72,284	
	Stock options ⁴	5/1/2019					30,000	26.18 210,000	
Clay Riebe	Performance-based RSUs ⁴	1/1/2019	0	3809	5714			99,491	
	Non-performance based RSUs ⁴	1/1/2019				15,000		395,850	
	Non-performance based RSUs ⁴	1/1/2019				5,000		106,900	
	Non-performance based RSUs ⁴	1/9/2019				1,358		30,229	
	Stock options ⁴	1/1/2019					9,878	21.38 109,053	
	Stock options ⁴	1/1/2019					30,000	21.38 331,200	

¹ Represents the threshold, target and maximum value of shares of performance-based RSUs that may be earned based on our performance for the performance period beginning on January 1, 2019 and ending on December 31, 2021 under our long-term incentive plans. If the performance criteria meet or exceed the threshold levels, a prorated portion of the incentive award could still be earned by the named executive officer. For more information regarding our performance-based RSUs, see “—Elements of Compensation” and the Outstanding Equity Awards at Fiscal Year-End table below.

² Represents non-qualified stock option awards which vest in three equal installments beginning on the first anniversary of the grant date. For more information regarding the terms of these awards, see “—Elements of Compensation” and the Outstanding Equity Awards at Fiscal Year-End table below.

³ Represents the grant date fair value of the awards determined in accordance with ASC Topic 718. The assumptions used in calculating the grant date fair value of these awards are included in Note 22 of the Notes to our Consolidated Financial Statements contained in our Annual Report on Form 10-K for the year ended December 31, 2019. For performance-based RSUs, the grant date fair value is calculated using the target share amount potentially payable.

⁴ These awards were granted from the Equity Plan.

⁵ These awards were granted from the Veritex (Green) 2014 Plan

Outstanding Equity Awards at Fiscal Year-End

The following table provides information regarding outstanding unvested stock awards held by our named executive officers as of December 31, 2019.

Name	Grant Date	Option Awards				Stock Awards		
		Number of Securities Underlying Unexercised Options		Option Exercise Price	Option Expiration Date	Number of Shares of Stock that Have Not Vested	Market Value of Shares of Stock that Have Not Vested	
		Exercisable (#)	Unexercisable (#) ¹					
C. Malcolm Holland, III.	1/1/2011	125,000	—	\$ 10.00	1/1/2021	—	\$ —	
	1/1/2015	12,777	—	14.17	1/1/2025	—	—	
	1/1/2016	12,379	—	16.21	1/1/2026	—	—	
	1/1/2017	9,375	—	26.71	1/1/2027	—	—	
	1/1/2018	14,496	—	27.59	1/1/2028	—	—	
	1/1/2019	1	50,000	21.38	1/1/2029	50,000	4	1,456,500
	1/1/2019	2	—	39,512	21.38	1/1/2029	22,854	6
Terry S. Earley	4/4/2017	55,300	—	21.90	4/4/2027	—	—	
	1/1/2019	2	10,537	21.38	1/1/2029	45,000	5	1,310,850
	1/1/2019	—	—	—	—	6,095	6	177,547
Jeff Kesler	6/1/2014	10,000	—	12.90	6/1/2024	—	—	
	1/1/2015	5,381	—	14.17	1/1/2025	—	—	
	1/1/2016	5,713	—	16.21	1/1/2026	—	—	
	1/1/2017	4,900	—	26.71	1/1/2027	—	—	
	1/1/2018	6,513	—	27.59	1/1/2028	—	—	
	1/1/2019	2	30,000	21.38	1/1/2029	15,000	5	436,950
	1/1/2019	2	—	10,537	21.38	1/1/2029	6,095	6
Jon Heine	5/1/2019	3	30,000	26.18	5/1/2029	15,000	7	436,950
	5/1/2019	2	—	10,537	26.18	5/1/2029	6,095	6
Clay Riebe	3/30/2016	10,000	—	14.82	3/30/2026	—	—	
	1/1/2017	4,550	—	26.71	1/1/2027	—	—	
	1/1/2018	5,987	—	27.59	1/1/2028	—	—	
	1/1/2019	2	30,000	21.38	1/1/2029	15,000	5	436,950
	1/1/2019	2	—	9,878	21.38	1/1/2029	5,714	6

¹ Time-based options vest in five equal annual installments beginning January 1, 2020.

² Time-based options vest in three equal annual installments beginning January 1, 2020.

³ Time-based options vest in three equal annual installments beginning May 1, 2020.

⁴ Non-performance RSUs vest in five equal installments beginning January 1, 2020.

⁵ Non-performance RSUs vest in three equal installments beginning January 1, 2020.

⁶ Performance RSUs granted on January 1, 2019. The number of shares eligible for vesting is based on a comparison of our TSR against the Peer Group TSR calculated at December 31, 2021, and the shares will cliff vest on January 1, 2022.

⁷ Non-performance RSUs vest in three equal installments beginning May 1, 2020.

Option Exercises and Stock Vested

The following table provides information concerning the stock options exercised and RSUs that vested during the fiscal year ended December 31, 2019 for each named executive officer. The RSUs that vested during the fiscal year ended December 31, 2019 were a result of change in control accelerated vesting in connection with acquisition of Green.

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting(\$) ¹
C. Malcolm Holland,III	—	\$ —	19,534	\$ 420,533
Terry S. Earley	—	—	7,900	168,902
Jeff Kesler	—	—	11,625	249,844
Jon Heine	—	—	—	—
Clay Riebe	—	—	12,804	274,945

¹ Represents the value realized upon vesting of RSUs based on the market value of shares on the vesting date.

Potential Payments upon Termination or Change in Control

The occurrence or potential occurrence of a change in control could create uncertainty regarding the continued employment of our executive officers. Providing change in control benefits offers executive officers a level of security that we believe allows them to continue normal business operations, remain dedicated to our strategic goals, maintain a balanced perspective during potentially uncertain periods and serve in the best interest of us and our shareholders. Accordingly, executive officer severance and change in control arrangements are provided to support major corporate and management transitions. The Compensation Committee believes these arrangements benefit our company and our shareholders. The Compensation Committee periodically reviews these arrangements in depth for market competitiveness and to ensure they remain appropriate for our company.

As part of our acquisition with Green, we entered into a change in control agreement with Mr. Earley, our Senior Executive Vice President and Chief Financial Officer. Pursuant to this agreement, in the case of an involuntary termination with no change in control, Mr. Earley will continue to (i) receive payments of his base salary for a period of 12 months following termination, (ii) receive the target annual bonus for the year in which termination occurs, multiplied by a fraction, the numerator of which is the number of calendar days in such year that he was employed by the Bank and the denominator of which is three hundred sixty-five and (iii) receive the annual cash bonus and annual long-term incentive equity grant earned for the year preceding the year of termination. In case of involuntary termination with with change in control, Mr. Earley will receive (i) 2.5 times his base salary, (ii) 2.5 times the target bonus in the year of termination, (iii) an amount equal to (A) the sum of the target annual bonus plus the target annual long term incentive equity grant for the year in which termination occurs multiplied by (B) a fraction, the numerator of which is the number of calendar days in such year that he was employed by the Bank and denominator of which is three hundred and sixty-five, to be paid in cash in a lump sum, (iv) an amount equal to 2.5 times the annual Bank contribution to the costs associated with Mr. Earley and his spouse to participate in the Bank's medical, dental and vision coverage, calculated based on the Bank's contribution cost for such coverage for the month immediately preceding the termination of employment to be paid in a lump sum and (v) be provided with outplacement services not to exceed \$25,000.

We have established a severance and change in control policy to provide protection to full-time employees, including our named executive officers, who are terminated from employment for certain reasons, including involuntary termination without cause. Under the policy, our named executive officers are entitled to the following severance amounts, which vary according to several factors, including whether the qualifying termination occurs within 24 months following a change in control:

Position	Involuntary termination (no change in control)		Termination within 24 months following a change in control		
	Base Salary	Annual Incentive	Base Salary	Annual Incentive	Health & Welfare Benefits
Chief Executive Officer	4 weeks per year of service (maximum of 52 weeks)	Prorated at target	3 times	3 times most recently paid	Consolidated Omnibus Budget Reconciliation Act of 1985, as amended ("COBRA") benefits paid for 18 months
Executives that Directly Report to the Chief Executive Officer	4 weeks per year of service (maximum of 52 weeks)	Prorated at target	2 times	2 times most recently paid	COBRA benefits paid for 18 months
Executive Vice Presidents	4 weeks per year of service (maximum of 52 weeks)	None	5 weeks per year of service*	Prorated at target	None

* For an Executive Vice President with five or more years of service, severance will be equal to 52 weeks. Maximum salary severance is 52 weeks and minimum salary severance is 13 weeks for all Executive Vice Presidents.

Severance payments are calculated based on position and years of service with our company, including any tenure at companies we have acquired. Severance payments are generally paid in a lump sum no later than 60 days following termination and are based on the employee's base salary at the time of termination. The Compensation Committee believes our policy, which includes a "double-trigger" change in control benefit, will provide necessary security to help attract and retain a talented management team while protecting our shareholders' interests.

Payments of any long-term incentive awards are governed by individual award agreements and our policy requires one or more years of service with our company in order to receive payments attributable to any annual incentive awards. The consummation of our acquisition of Green on January 1, 2019 constituted a change in control of the Company under certain of our compensation and incentive plans. Certain of our named executive officers has been granted equity awards under two equity incentive plans, our First Amended 2010 Stock Option Plan and Equity Incentive Plan (the "2010 Plan") and the Equity Plan. The terms of the 2010 Plan required that all unvested stock options and RSUs issued under the 2010 Plan fully vest as of the consummation of the Green acquisition. Under the terms of the Equity Plan, accelerated vesting upon a change in control is permissible, and our Board determined that all unvested stock options, RSUs and other equity awards issued under the Equity Plan would fully vest as of the consummation of the acquisition on January 1, 2019. As a result, unvested stock options, RSUs and other equity awards under the 2010 Plan and the Equity Plan fully vested on January 1, 2019, and each participant under the ESOP became fully vested in his or her account.

In connection with the acquisition of Green and pursuant to the terms of the related definitive agreement, all of Green's outstanding and unvested equity awards prior to the close date, including stock options and restricted stock units, became fully vested as of the close date. The acceleration of vesting of Green's restricted stock units according to the terms of the acquisition consisted of a modification of the original awards, with exception of certain awards that had original accelerated vesting terms.

The following table summarizes the amounts each of our named executive officers would be entitled to receive as of December 31, 2019 following certain types of terminations of employment or in connection with a change in control. The amounts shown in the following table are approximate and reflect certain assumptions that we have made in accordance with SEC rules. These assumptions are that the termination of employment or change in control occurred on December 31, 2019 (the last day of our 2019 fiscal year), and that the value of a share of our common stock on that day was \$29.13, the closing price on December 31, 2019, the last trading day of the calendar year. In addition, in keeping with SEC rules, the table does not include payments and benefits that are not enhanced by the termination of employment or change in control.

Benefit	Retirement	Death (\$)	Disability (\$)	Involuntary or Good Reason Termination (Not In Connection with Change in Control) (\$)	Involuntary or Good Reason Termination (In Connection with Change in Control) (\$)
C. Malcolm Holland, III					
Severance ¹	—	—	—	960,000	2,880,000
RSUs ²	—	1,900,325	1,900,325	—	1,900,325
Stock options ²	—	693,718	693,718	—	693,718
Bank-owned life insurance ("BOLI") ³	—	100,000	—	—	—
Outplacement and healthcare ⁴	—	—	—	—	17,990
Terry S. Earley					
Severance ³	—	—	—	560,000	1,400,000
RSUs ²	—	1,429,205	1,429,205	—	1,429,205
Stock options ²	—	81,662	81,662	—	81,662
BOLI ³	—	75,000	—	—	—
Outplacement and healthcare ⁴	—	—	—	—	25,767
Jeff Kesler					
Severance ⁵	—	—	—	592,000	1,184,000
RSUs ²	—	555,305	555,305	—	555,305
Stock options ²	—	314,162	314,162	—	314,162
BOLI ³	—	100,000	—	—	—
Outplacement and healthcare ⁴	—	—	—	—	37,740
Jon Heine					
Severance ⁵	—	—	—	212,631	1,184,000
RSUs ²	—	555,305	555,305	—	555,305
Stock options ²	—	119,584	119,584	—	119,584
Outplacement and healthcare ⁴	—	—	—	—	26,395
Clay Riebe					
Severance ⁵	—	—	—	495,000	990,000
RSUs ²	—	547,906	547,906	—	547,906
Stock options ²	—	309,055	309,055	—	309,055
Outplacement and healthcare ⁴	—	—	—	—	18,194

¹The amount reflected in the “Involuntary or Good Reason Termination (Not In Connection with Change in Control)” column includes the payment to Mr. Holland of (i) his annual base salary for 12 months following termination and (ii) the prorated portion of any earned but unpaid target cash incentive for the year. The amount reflected in the “Involuntary or Good Reason Termination (In Connection with Change in Control)” column includes a lump sum payment to Mr. Holland equal to (a) 36 months of his annual base salary and (b) three times the most recent annual cash incentive paid to him immediately preceding the date of termination.

²Reflects the value of unvested RSUs, both time- and performance-based, and stock options which vest in full in the circumstances indicated. The value of RSUs is based on the December 31, 2019 closing price of our common stock of \$29.13. The value of the stock options is based on the excess, if any, of the \$29.13 closing price and the option exercise price. Performance-based RSUs are assumed to pay out at the “target” level (100%) under the “Death”, “Disability” and “Involuntary or Good Reason Termination (In Connection with Change in Control)” columns.

³Amounts represent the death benefit portion of bank-owned life insurance paid to a designated beneficiary if the insured dies while employed at our company.

⁴Amounts represent the estimated cost of outplacement services and the hospitalization, medical, dental, prescription drug and other health benefits required to be provided under COBRA that will be provided to the named executive officer in the event of involuntary or good reason terminations in connection with a change in control for 18 months, as well as certain outplacement services.

⁵The amounts reflected for termination of each of the executives in the “Involuntary or Good Reason Termination (Not In Connection with Change in Control)” are (i) their respective annual base salaries for 12 months and (ii) the prorated portion of any earned but unpaid target cash incentive for the year. The amounts reflected in the “Involuntary or Good Reason Termination (In Connection with Change in Control)” column include a lump sum payment equal to (a) 24 months of the executive’s annual base salary and (b) two times the average of the cash bonus for the three years preceding the date of termination.

Equity Compensation Plan Information

The following table summarizes our equity compensation plan information as of December 31, 2019. As described further below, we do not have any equity plans that have not been approved by our shareholders.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ¹ (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding column (a)) ² (c)
Equity compensation plans approved by shareholders	2,094,655	\$ 17.44	1,581,481
Equity compensation plans not approved by shareholders	—	—	—
Total	2,094,655	\$ 17.44	1,581,481

¹ The weighted average exercise price is calculated based on 2,094,655 stock options outstanding at December 31, 2019.

² The remaining number of securities available for future issuance under equity compensation plans includes the Equity Plan and the Veritex (Green) 2014 Plan. Our 2010 Plan will not be used to grant future equity awards of any type.

CHIEF EXECUTIVE OFFICER PAY RATIO

Item 402(u) of Regulation S-K, implementing a requirement of the Dodd-Frank Act, requires that we disclose a ratio that compares the annual total compensation of our median employee to that of our Chief Executive Officer.

In order to determine our median employee, we prepared a list of all employees (excluding our Chief Executive Officer) as of December 31, 2019, along with their gross income as reported on IRS form W-2 for the year ended December 31, 2019. Gross income as reported on IRS form W-2 for the year ended December 31, 2019 was annualized for those employees that were not employed for the full year.

After identifying the median employee, we calculated that employee's annual total compensation using the same methodology we use for our named executive officers as set forth in the Summary Compensation Table above.

The annual compensation for 2019 for our Chief Executive Officer was \$3,909,111 and for our median employee was \$70,000. The resulting ratio of our Chief Executive Officer's pay to that of our median employee for the year ended December 31, 2019 was 56 to 1.

PROPOSAL 3. RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Pursuant to the recommendation of the Audit Committee, the Board has appointed Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2020. Grant Thornton LLP has served as our independent auditors since 2014. We have been advised by Grant Thornton LLP that neither Grant Thornton LLP nor any of its members had any financial interest, direct or indirect, in us nor has Grant Thornton LLP had any connection with us or any of our subsidiaries in any capacity other than independent auditors. The Board is seeking ratification of the appointment of Grant Thornton LLP for the 2020 fiscal year. Shareholder ratification of the selection of Grant Thornton LLP as our independent registered public accounting firm for the 2020 fiscal year is not required by our bylaws, state law or otherwise. However, the Board is submitting the selection of Grant Thornton LLP to our shareholders for ratification as a matter of good corporate governance. If our shareholders fail to ratify the selection, the Audit Committee will consider this information when determining whether to retain Grant Thornton LLP for future services.

Representatives of Grant Thornton LLP are expected to be in attendance at the Annual Meeting either in person or via live webcast and will be afforded the opportunity to make a statement. The representatives will also be available to respond to questions submitted in person or via live webcast.

The ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2020 will require the affirmative vote of a majority of the votes cast at the Annual Meeting.

THE BOARD RECOMMENDS A VOTE “FOR” THE PROPOSAL TO RATIFY THE APPOINTMENT OF GRANT THORNTON LLP AS THE COMPANY’S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2020.

Report of the Audit Committee

The Audit Committee oversees Veritex's financial reporting process on behalf of the Board. Management has primary responsibility for preparing Veritex's financial statements and the reporting process, including developing, maintaining and evaluating Veritex's internal control over financial reporting in accordance with generally accepted accounting principles. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management Veritex's audited financial statements for the fiscal year ended December 31, 2019, including a discussion of the quality, and not just the acceptability, of the accounting principles, the reasonableness of significant judgments and accounting estimates, and the clarity of disclosures in the financial statements.

The Audit Committee discussed with Grant Thornton LLP their audit of Veritex's 2019 financial statements, including Veritex's internal control over financial reporting. During 2019, the Audit Committee met with Grant Thornton LLP, with and without management present, to discuss the results of their examinations, their evaluations of Veritex's internal control over financial reporting, and the overall quality of Veritex's financial reporting. In addition, the Audit Committee discussed with Grant Thornton LLP the matters required to be discussed pursuant to Auditing Standard No. 1301, *Communications with Audit Committees*, adopted by the Public Company Accounting Oversight Board ("PCAOB") and such other matters as are required by the PCAOB to be discussed with the Audit Committee. The Audit Committee has received the written disclosures and the letter from Grant Thornton LLP required by applicable requirements of the PCAOB regarding Grant Thornton LLP's communications with the Audit Committee concerning independence, and has discussed with Grant Thornton LLP the auditors' independence from management and Veritex, considered the compatibility of non-audit services with the auditors' independence and concluded that the auditors' independence had been maintained.

Based on its review and discussions noted above, the Audit Committee recommended to the Board that the audited financial statements be included in Veritex's Annual Report on Form 10-K for the fiscal year ended December 31, 2019.

AUDIT COMMITTEE

Steven D. Lerner, Audit Committee Chair
Gregory B. Morrison, Audit Committee Member
Ned N. Fleming, III, Audit Committee Member
William D. Ellis, Audit Committee Member

Audit Committee Pre-Approval Policy

The Audit Committee has adopted a policy and related procedures regarding the pre-approval of all audit, audit-related and non-audit services to be performed by our independent auditors. The Audit Committee will approve the engagement of auditors for a term of 12 months, unless the Audit Committee considers a different period and specifically states otherwise. The Audit Committee annually reviews and pre-approves the services, and the associated cost levels or budgeted amounts that may be provided by our independent auditors without obtaining specific pre-approval from the Audit Committee.

The Audit Committee may delegate pre-approval authority to one or more of its members. All requests or applications for services to be provided by the independent auditors that do not require specific approval by the Audit Committee will be submitted to the chair of the committee in order to determine whether such services are included within the list of services that have been pre-approved by the committee.

Fees Paid to Independent Registered Public Accounting Firm

The Audit Committee has reviewed the following audit and non-audit fees that we have paid to Grant Thornton LLP for 2019 and 2018 for purposes of considering whether such fees are compatible with maintaining the independence of Grant Thornton LLP, and concluded that such fees did not impair Grant Thornton LLP's independence. The policy of the Audit Committee is to pre-approve all audit and non-audit services performed by our independent auditors before the services are performed, including all of the services, if any, described under "Audit Fees," "Audit-Related Fees," "Tax Fees" and "All Other Fees" in the footnotes to the table below. The Audit Committee pre-approved all of the services provided by Grant Thornton LLP and all of the fees described below in accordance with the policies and procedures described below.

	2019	2018
Audit Fees ¹	\$ 1,066,704	\$ 677,313
Audit-Related fees	—	—
Tax Fees	—	—
All Other Fees	—	—
Total fees	\$ 1,066,704	\$ 677,313

¹ Audit Fees reflect the aggregate fees billed for services related to the reviews of our quarterly reports filed on Form 10-Q, the audit of our consolidated financial statements and the preparation of financial statements in accordance with PCAOB standards, audit of internal controls to meet the reporting requirements of Section 112 of the Federal Deposit Insurance Corporation Act, registration statements and other SEC filings.

CERTAIN RELATIONSHIPS AND RELATED PERSON TRANSACTION

General

In addition to the relationships, transactions and the director and executive officer compensation arrangements discussed above under “Executive Compensation,” the following is a description of transactions since January 1, 2019, including currently proposed transactions, to which we have been or will be a party, in which the amount involved exceeded or will exceed \$120,000, and in which any of our directors (including nominees), executive officers or beneficial holders of more than 5% of our capital stock, or their immediate family members or entities affiliated with them, had or will have a direct or indirect material interest. We believe the terms and conditions set forth in such agreements are reasonable and customary for transactions of this type.

Ordinary Banking Relationships

Some of our officers, directors and principal shareholders, as well as their immediate family members and affiliates, are customers of, or have had transactions with, the Bank in the ordinary course of business. These transactions including deposits, loans, mortgages and other financial services transactions, all of which were effected on substantially the same terms and conditions, including interest rate and collateral (where applicable), as those prevailing from time to time for comparable transactions with unaffiliated persons and did not involve more than the normal risk of collectability or other unfavorable features.

As of December 31, 2019, we had approximately \$68.1 million of loans outstanding to our officers, directors and principal shareholders, as well as their immediate family members and affiliates, and those of the Bank, and we had approximately \$0.8 million in unfunded loan commitments to these persons. As of April 17, 2020, no related person loans were categorized as nonaccrual, past due, restructured or potential problem loans. We expect to continue to enter into similar transactions in the ordinary course of business on similar terms and conditions with our officers, directors and principal shareholders, as well as their immediate families and affiliates, in the future.

Review and Approval of Transactions with Related Persons

Transactions by us or the Bank with related persons are subject to regulatory requirements and restrictions. These requirements and restrictions include Sections 23A and 23B of the Federal Reserve Act (which govern certain transactions by the Bank with its affiliates) and the Federal Reserve’s Regulation O (which governs certain loans by the Bank to its executive officers, directors and principal shareholders). We and the Bank have adopted policies to comply with these regulatory requirements and restrictions.

In addition, we have adopted a written Related Person Transactions Policy, which provides that any related person transaction is generally prohibited unless the Audit Committee determines that such transaction is fair to our company and, if necessary, we have developed an appropriate plan to manage any conflicts of interest. A “related person transaction” is a transaction between us and a director, executive officer or 5% or more shareholder, any of their respective immediate family members or a company or other entity in which any of these persons have a direct or indirect material interest. Such transactions may include financial transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships. Pursuant to the Related Person Transactions Policy, all related person transactions must be reviewed and approved by the Audit Committee before such transaction is entered into, or, in the event of an inadvertent failure to bring the transaction to the Audit Committee for preapproval, ratified by the committee. In deciding whether to approve or ratify a related person transaction, the Audit Committee considers the benefits of the transaction to the Company, the impact on a director’s independence if a director or a director’s family member or affiliate is involved, the availability of comparable sources for products and services, the terms of the transaction and terms available to third parties for similar transactions.

STOCK OWNERSHIP OF MANAGEMENT AND PRINCIPAL SHAREHOLDERS

The following table presents information regarding the beneficial ownership of our common stock, as of March 31, 2020, by (i) each nominee for election as a director, (ii) each named executive officer, (iii) each person who is known by us to own beneficially 5% or more of our common stock and (iv) all directors and executives as a group. Unless otherwise indicated, based on information furnished by such shareholders, our management believes that each person has sole voting and investment powers for all shares of common stock shown as beneficially owned by them, subject to community property laws where applicable. The table below calculates the percentage of beneficial ownership based on 49,557,364 shares of common stock outstanding as of March 31, 2020.

Name of Beneficial Owner ¹	Number of Shares Beneficially Owned	Percentage Beneficially Owned ²
Directors, Nominees and Named Executive Officers:		
C. Malcolm Holland, III ³	231,756	*
Pat S. Bolin ⁴	166,905	*
Terry Earley ⁵	105,429	*
William D. Ellis ⁶	477,604	*
Ned N. Fleming, III ⁷	11,568	*
Mark C. Griege ⁸	112,272	*
Jon Heine ⁹	18,512	*
Jeff Kesler ¹⁰	95,982	*
Steven D. Lerner ¹¹	35,645	*
Manuel J. Mehos ¹²	569,381	1.1 %
Gregory B. Morrison ¹³	10,644	*
LaVonda Renfro ¹⁴	50,732	*
Clay Riebe ¹⁵	54,904	*
John T. Sughrue ¹⁶	56,790	*
Directors and executive officers of the Company as a group (20 persons)	2,642,530	
Principal Shareholders:		
5% Security Holders:		
BlackRock, Inc. ¹⁷	7,360,324	14.9 %
Vanguard ¹⁸	3,170,576	6.4 %
FJ Capital Management ¹⁹	2,788,447	5.6 %

* Represents beneficial ownership of less than 1%.

1 Except as otherwise indicated, the address for each of the following is 8214 Westchester Drive, Suite 800, Dallas, Texas 75225.

2 Ownership percentages reflect the ownership percentage assuming that such person, but no other person, exercises all options and warrants to acquire shares of our common stock held by such person that are currently exercisable or exercisable within 60 days of March 31, 2020. The ownership percentage of all executive officers and directors, as a group, assumes that all 20 persons, but no other persons, exercise all options and warrants to acquire shares of our common stock held by such persons that are currently exercisable or exercisable within 60 days of March 31, 2020.

3 Includes (i) 143,809 shares held in Mr. Holland's name, (ii) 10,000 shares held by Pershing LLC IRA for his benefit, (iii) 5,750 shares held by The Holland III FLP, and (iv) stock options to purchase 72,197 shares of Veritex common stock.

4 Includes (i) 12,009 shares held in Mr. Bolin's name, (ii) 10,000 shares held by Red Star Yield Holdings, Inc., an entity controlled by Mr. Bolin (iii) 24,249 shares held by the DHB Family Partnership, LP, which is controlled by Mr. Bolin, (iv) 22,250 shares held by the PSB Family Trust II, of which Mr. Bolin's wife is the trustee, (v) 73,079 shares held by Anasazi Capital, LP, which is controlled by Mr. Bolin, (vi) 21,670 shares held by Bolin Investments, LP, which is controlled by Mr. Bolin, (vii) 1,148 RSUs that will vest within 60 days of the record date, and (viii) options to purchase 2,500 shares of our common stock.

5 Includes (i) 39,817 shares held in Mr. Earley's name, (ii) 6,800 held by Mr. Earley in an IRA for his benefit and (iii) options to purchase 58,812 shares of our common stock.

- 6 Includes (i) 197,653 shares held in Mr. Ellis's name, (ii) 279,307 shares held by Multus Analytics LLC, and (iii) 644 RSUs that will vest within 60 days of the record date. Multus Analytics LLC received and holds the 279,307 shares in exchange for Green Bancorp, Inc. common stock in connection with Veritex's acquisition of Green Bancorp. Mr. Ellis is the manager of Multus Analytics LLC and has voting power and dispositive power over the shares held for the entity.
- 7 Includes (i) 7,981 shares held in Mr. Fleming's name, (ii) 875 shares held by Mr. Fleming together with certain entities of SunTx Veritex Holdings, LP, a Delaware limited partnership (the "Fund"), (iii) 1,212 RSUs that will vest within 60 days of the record date and (iv) 1,500 shares owned by Mr. Fleming's spouse. The business address of each of the entities and Mr. Fleming is 5420 LBJ Freeway, Suite 1000, Dallas, Texas 75240. Mr. Fleming serves as director of SunTx Capital II Management Corp. (the "Fund GP Corp"), which acts as the general partner of SunTx Capital Partners II GP, LP (the "Fund GP"), the general partner of the Fund, and which serves as the investment manager to the Fund. As a result of this relationship, Mr. Fleming serves on our Board as a representative of the Fund and received RSUs in such capacity. Pursuant to the offering documents of the Fund, the Fund is entitled to an indirect pecuniary interest in these shares. Solely as a result of his ownership interest in the Fund, including through the Fund GP Corp, Mr. Fleming may be deemed to have an indirect pecuniary interest in these 875 shares (i.e. no direct pecuniary interest). Mr. Fleming has the sole right to vote and dispose of these shares held by him individually. Mr. Fleming disclaims beneficial ownership of these securities, except to the extent of Mr. Fleming's pecuniary interest in the securities.
- 8 Includes (i) 108,120 shares held in Mr. Grieger's name, (ii) 1,652 RSUs that will vest within 60 days of the record date, and (iii) options to purchase 2,500 shares of our common stock.
- 9 Includes (i) options to purchase 3,512 shares of our common stock (ii) options to purchase 10,000 shares of our common stock that will vest within 60 days of the record date and (iii) 5,000 RSUs that will vest within 60 days of the record date.
- 10 Includes (i) 39,963 shares held in Mr. Kesler's name, (ii) 10,000 shares held by Charles Schwab IRA for Mr. Kesler's benefit and (iii) stock options to purchase 46,019 shares of our common stock.
- 11 Includes (i) 25,721 shares held in Mr. Lerner's name, (ii) options to purchase 9,280 shares of our common stock and (iii) 644 RSUs that will vest within 60 days of the record date.
- 12 Includes (i) 513,633 shares held in Mr. Mehos's name, (ii) options to purchase 55,104 shares of our common stock and (iii) 644 RSUs that will vest within 60 days of the record date.
- 13 Includes (i) 10,000 shares held in Mr. Morrison's name and (ii) 644 RSUs that will vest within 60 days of the record date.
- 14 Includes (i) 25,977 shares held individually by Ms. Renfro and (ii) options to purchase 24,755 shares of our common stock.
- 15 Includes (i) 21,075 shares held in Mr. Riebe's name and (ii) stock options to purchase 33,829 shares of our common stock.
- 16 Includes (i) 45,804 shares held individually by Mr. Sughrue, (ii) 7,208 share held by Mr. Sughrue's spouse, (iii) 55 shares held by Mr. Sughrue's son, (iv) 1,223 RSUs that will vest within 60 days of the record date and (v) options to purchase 2,500 shares of our common stock.
- 17 Based solely on information reported on a Schedule 13G/A filed with the SEC on February 4, 2020 by or on behalf of BlackRock, Inc. The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10055.
- 18 Based solely on information reported on a Schedule 13G/A filed with the SEC on February 12, 2020 by or on behalf of Vanguard Group, Inc. The address of Vanguard Group, Inc. is 455 Devon Park Drive Wayne, PA 19087.
- 19 Based solely on information reported on a Schedule 13G/A filed with the SEC on February 13, 2020 by or on behalf of FJ Capital Management, LLC. The address of FJ Capital Management, LLC is 1313 Dolley Madison Blvd #306, McLean, VA 22101.

HOUSEHOLDING OF PROXY MATERIALS

With respect to eligible shareholders who share a single address, we are sending only one copy of this proxy statement and accompanying notice of the Annual Meeting to that address unless we have received instructions to the contrary from any shareholder at that address. Eligible shareholders will continue to have access to and receive separate proxy cards. This practice, known as “householding,” is designed to reduce our printing and postage costs. However, a shareholder of record who wishes to receive a separate copy of this proxy statement and the accompanying notice of the Annual Meeting in the future may contact us by mail at Veritex Holdings, Inc., 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, Attn: Corporate Secretary, or by phone at (972) 349-6200. Eligible shareholders of record receiving multiple copies of this proxy statement and the accompanying notice of the Annual Meeting can request householding by contacting us in the same manner. Shareholders who own shares through a bank, broker or other nominee can request householding by contacting such bank, broker or other nominee.

DATE FOR SUBMISSION OF SHAREHOLDER

PROPOSALS FOR 2021 ANNUAL MEETING

If a shareholder desires to submit a shareholder proposal pursuant to Rule 14a-8 under the Exchange Act for inclusion in the proxy statement for the 2021 annual meeting of shareholders, such proposal and supporting statements, if any, must be received by us at our principal executive offices, located at 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, Attn: Corporate Secretary, no later than 120 calendar days before the one-year anniversary of the date this proxy statement is released to shareholders. Any such proposal must comply with the requirements of Rule 14a-8.

OTHER MATTERS

The Board does not intend to bring any other matter before the Annual Meeting and does not know of any other matters that are to be presented for action at the Annual Meeting. However, if any other matter does properly come before the Annual Meeting or any adjournment or postponement thereof, the proxies will be voted in accordance with the discretion of the person or persons voting the proxies.

A copy of this proxy statement and our 2019 annual report to shareholders is available without charge from our website at <https://ir.veritexbank.com/>. The annual report is not incorporated into this proxy statement and is not considered proxy-soliciting material.

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, including financial statements and schedules but not including exhibits, as filed with the SEC, will be sent to any shareholder of record on March 31, 2020 without charge upon written request addressed to 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, Attn: Corporate Secretary. A reasonable fee will be charged for copies of exhibits. You also may access this proxy statement and our Annual Report on Form 10-K at www.ctsproxyvote.com. You also may access our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 at <https://ir.veritexbank.com/financial-information/sec-filings>.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

Vote by Internet – QUICK * EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

VERITEX HOLDINGS, INC.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 3:30 p.m., Central Time, on May 19, 2020.

 **INTERNET/MOBILE** —
www.cstproxyvote.com
Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.

MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY .

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED "FOR" PROPOSAL 1, 2 AND 3, AND IN THE PROXIES' DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

Please mark your votes like this 

1. Election of Directors

- (1) C. Malcolm Holland, III
- (2) Pat S. Bolin
- (3) April Box
- (4) Blake Bozman
- (5) William D. Ellis
- (6) William E. Fallon
- (7) Ned N. Fleming, III
- (8) Mark C. Griege
- (9) Gordon Huddleston
- (10) Steven D. Lemer
- (11) Manuel J. Mehos
- (12) Gregory B. Morrison
- (13) John T. Sughrue

FOR all **WITHHOLD AUTHORITY**
Nominees to vote (except as marked to
listed to the left the contrary for all nominees
left listed to the left)

2. Advisory vote to approve the compensation of our named executive officers.

FOR **AGAINST** **ABSTAIN**

3. To ratify the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2019

THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" PROPOSAL 1, 2 AND 3.

(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee's name in the list above)

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2020
Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Shareholders to be held on May 19, 2020**

**The proxy statement and our 2019 Annual Report
to Shareholders are available at
<https://ir.veritexbank.com/2020-annual-meeting-shareholders>**

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

VERITEX HOLDINGS, INC.

The undersigned appoints C. Malcolm Holland, III and Terry S. Earley, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Veritex Holdings, Inc. held of record by the undersigned at the close of business on March 31, 2020 at the Annual Meeting of Shareholders of Veritex Holdings, Inc. to be held on May 19, 2020, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE THIRTEEN NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2 AND 3, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued and to be marked, dated and signed, on the other side)