

**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM T-1**

**Statement of Eligibility Under  
The Trust Indenture Act of 1939 of a  
Corporation Designated to Act as Trustee**  
Check if an Application to Determine Eligibility of  
a Trustee Pursuant to Section 305(b)(2)

**UMB BANK, NATIONAL ASSOCIATION**  
(Exact name of Trustee as specified in its charter)

**44-0201230**  
I.R.S. Employer Identification No.

1010 Grand Blvd. Kansas City, Missouri	64106
(Address of principal executive offices)	(Zip Code)

Mauri J. Cowen  
UMB BANK, NATIONAL ASSOCIATION  
5555 San Felipe, Suite 870  
Houston, Texas 77056  
(713) 300-0586  
(Name, address and telephone number of agent for service)

**VERITEX HOLDINGS, INC.**  
(Issuer with respect to the Securities)

Texas	27-0973566
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8214 Westchester Drive, Suite 800 Dallas, Texas	75225
(Address of Principal Executive Offices)	(Zip Code)

**Subordinated Debt Securities**  
(Title of the Indenture Securities)

**FORM T-1**

**Item 1.** **GENERAL INFORMATION.** Furnish the following information as to the Trustee.

a) *Name and address of each examining or supervising authority to which it is subject.*

The Comptroller of the Currency  
Mid-Western District  
2345 Grand Avenue, Suite 700  
Kansas City, Missouri 64108

Federal Reserve Bank of Kansas City  
Federal Reserve P.O. Station  
Kansas City, Missouri 64198

Supervising Examiner  
Federal Deposit Insurance Corporation  
720 Olive Street, Suite 2909  
St. Louis, Missouri 63101

b) *Whether it is authorized to exercise corporate trust powers.*

Yes

**Item 2.** **AFFILIATIONS WITH OBLIGOR.** *If the obligor is an affiliate of the Trustee, describe each such affiliation.*

None

**Items 3-15** *Items 3-15 are not applicable because, to the best of the Trustee's knowledge, the obligor is not in default under any Indenture for which the Trustee acts as Trustee.*

**Item 16.** **LIST OF EXHIBITS:** *List below all exhibits filed as a part of this statement of eligibility and qualification.*

1. [A copy of the Articles of Association of the Trustee \(Exhibit 1 to Form T-1 filed with Registration Statement No. 333-74008\).](#)
  2. [Certificate of Authority from the Comptroller of the Currency evidencing a change of the corporate title of the Association \(Exhibit 2 to Form T-1 filed with Registration Statement No. 333-74008\).](#)
  3. [Certificate from the Comptroller of the Currency evidencing authority to exercise corporate trust powers and a letter evidencing a change of the corporate title of the Association \(Exhibit 3 to Form T-1 filed with Registration Statement No. 333-74008\).](#)
  4. [Bylaws, as amended of the Trustee \(Exhibit 4 to Form T-1 filed with Registration Statement No. 333-74008\).](#)
  5. A copy of each Indenture referred to in Item 4. Not applicable.
  6. [The consent of the Trustee required by Section 321\(b\) of the Act \(Exhibit 6 to Registration Statement No. 333-74008\).](#)
  7. [Report of Condition of the Trustee as of June 30, 2020 published pursuant to law or the requirements of its supervising or examining authority, attached as Exhibit 7.](#)
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**SIGNATURE**

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the Trustee, UMB BANK, NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the city of Houston, State of Texas on the 30th of September, 2020.

By: /s/ Mauri J. Cowen  
Mauri J. Cowen  
Sr. Vice President

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**Exhibit 7**

Umb Bank, National Association - FDIC Certificate Number: 8273

Submitted to CDR on 07/30/2020 at 11:06 AM

**Consolidated Report of Condition for Insured Banks  
and Savings Associations for June 30, 2020**

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RC-1

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

**Schedule RC—Balance Sheet**

	Dollar Amounts in Thousands		RC/N	Amount	
<b>Assets</b>					
1. Cash and balances due from depository institutions (from Schedule RC-A):					
a. Noninterest-bearing balances and currency and coin (1).....	0081			403,446	1.a.
b. Interest-bearing balances (2).....	0071			1,820,361	1.b.
2. Securities:					
a. Held-to-maturity securities (from Schedule RC-B, column A) (3).....	1134			1,111,025	2.a.
b. Available-for-sale securities (from Schedule RC-B, column D).....	1773			8,483,550	2.b.
c. Equity securities with readily determinable fair values not held for trading (4).....	1A22			119	2.c.
3. Federal funds sold and securities purchased under agreements to resell:					
a. Federal funds sold.....	8987			0	3.a.
b. Securities purchased under agreements to resell (5,6).....	8989			1,347,043	3.b.
4. Loans and lease financing receivables (from Schedule RC-C):					
a. Loans and leases held for sale.....			5369	8,213	4.a.
b. Loans and leases held for investment.....	8528			15,304,059	4.b.
c. LESS: Allowance for loan and lease losses (7).....	3123			200,300	4.c.
d. Loans and leases held for investment, net of allowance (item 4.b minus 4.c).....	8529			15,103,759	4.d.
5. Trading assets (from Schedule RC-D).....	3343			46,040	5.
6. Premises and fixed assets (including capitalized leases).....	3141			226,096	6.
7. Other real estate owned (from Schedule RC-M).....	3130			5,710	7.
8. Investments in unconsolidated subsidiaries and associated companies.....	3130			0	8.
9. Direct and indirect investments in real estate ventures.....	3636			0	9.
10. Intangible assets (from Schedule RC-M).....	3143			128,345	10.
11. Other assets (from Schedule RC-F) (8).....	3180			927,592	11.
12. Total assets (sum of items 1 through 11).....	3170			29,073,899	12.
<b>Liabilities</b>					
13. Deposits:					
a. In domestic offices (sum of totals of columns A and C from Schedule RC-E).....	2200			24,590,840	13.a.
(1) Noninterest-bearing (8).....	8631			8,765,062	13.a.1.
(2) Interest-bearing.....	8636			15,825,778	13.a.2.
b. Not applicable					
14. Federal funds purchased and securities sold under agreements to repurchase:					
a. Federal funds purchased (9).....	8993			34,587	14.a.
b. Securities sold under agreements to repurchase (10).....	8995			1,929,107	14.b.
15. Trading liabilities (from Schedule RC-D).....	3348			0	15.
16. Other borrowed money (includes mortgage indebtedness) (from Schedule RC-M).....	3190			0	16.
17. and 18. Not applicable					
19. Subordinated notes and debentures (11).....	3200			0	19.

1 Includes cash items in process of collection and unposted debits.  
 2 Includes time certificates of deposit not held for trading.  
 3 Institutions that have adopted ASU 2010-13 should report in item 2.a amounts net of any applicable allowance for credit losses, and item 2.a should equal Schedule RC-B, item 8, column A, less Schedule RI-B, Part II, item 7, column B.  
 4 Item 2.c is to be completed only by institutions that have adopted ASU 2010-01, which includes provisions governing the accounting for investments in equity securities. See the instructions for further detail on ASU 2010-01.  
 5 Includes all securities resale agreements, regardless of maturity.  
 6 Institutions that have adopted ASU 2010-13 should report in items 3.b and 11 amounts net of any applicable allowance for credit losses.  
 7 Institutions that have adopted ASU 2010-13 should report in item 4.c the allowance for credit losses on loans and leases.  
 8 Includes noninterest-bearing, demand, time, and savings deposits.  
 9 Report overnight Federal Home Loan Bank advances in Schedule RC, item 16, "Other borrowed money."  
 10 Includes all securities repurchase agreements, regardless of maturity.  
 11 Includes limited-life preferred stock and related surplus.

Reporting Period: June 30, 2020

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**Schedule RC—Continued**

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		Dollar Amounts in Thousands		RCON	Amount
<b>Liabilities—continued</b>					
20.	Other liabilities (from Schedule RC-G)	2990	550,993	20.	
21.	Total liabilities (sum of items 13 through 20)	2998	27,105,527	21.	
22.	Not applicable				
<b>Equity Capital</b>					
<b>Bank Equity Capital</b>					
23.	Perpetual preferred stock and related surplus	3838	0	23.	
24.	Common stock	3290	21,250	24.	
25.	Surplus (excludes all surplus related to preferred stock)	3859	749,822	25.	
26.	a. Retained earnings	3652	1,501,121	26.a.	
	b. Accumulated other comprehensive income (1)	6590	296,179	26.b.	
	c. Other equity capital components (2)	4130	0	26.c.	
27.	a. Total bank equity capital (sum of items 23 through 26.c.)	3210	2,568,372	27.a.	
	b. Noncontrolling (minority) interests in consolidated subsidiaries	3000	0	27.b.	
28.	Total equity capital (sum of items 27.a and 27.b)	0105	2,508,372	28.	
29.	Total liabilities and equity capital (sum of items 21 and 28)	3300	29,673,899	29.	

**Memoranda**

**To be reported with the March Report of Condition.**

1. Indicate in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors as of any date during 2019.

RCON	Number
8224	NR

- 1a = An integrated audit of the reporting institution's financial statements and its internal control over financial reporting conducted in accordance with the standards of the American Institute of Certified Public Accountants (AICPA) or the Public Company Accounting Oversight Board (PCAOB) by an independent public accountant that submits a report on the institution
- 1b = An audit of the reporting institution's financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the institution
- 2a = An integrated audit of the reporting institution's parent holding company's consolidated financial statements and its internal control over financial reporting conducted in accordance with the standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)
- 2b = An audit of the reporting institution's parent holding company's consolidated financial statements only conducted in accordance with the auditing standards of the AICPA or the PCAOB by an independent public accountant that submits a report on the consolidated holding company (but not on the institution separately)

- 3 = This number is not to be used
- 4 = Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state-chartering authority)
- 5 = Directors' examination of the bank performed by other external auditors (may be required by state-chartering authority)
- 6 = Review of the bank's financial statements by external auditors
- 7 = Compilation of the bank's financial statements by external auditors
- 8 = Other audit procedures (excluding tax preparation work)
- 9 = No external audit work

**To be reported with the March Report of Condition.**

2. Bank's fiscal year-end date (report the date in MMDD format)

RCON	Date
8678	NR

<sup>1</sup> Includes, but is not limited to, net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, and accumulated defined benefit pension and other postretirement plan adjustments.  
<sup>2</sup> Includes treasury stock and unearned Employee Stock Ownership Plan shares.