

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

**FORM 8-K**

**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (date of earliest event reported): February 8, 2023

**VERITEX HOLDINGS, INC.**  
(Exact name of Registrant as specified in its charter)

**Texas**  
(State or other jurisdiction of  
incorporation or organization)

**001-36682**  
(Commission File Number)

**27-0973566**  
(I.R.S. Employer  
Identification Number)

**8214 Westchester Drive, Suite 800**  
**Dallas, Texas 75225**  
(Address of principal executive offices)

**(972) 349-6200**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 144a-12 under the Exchange Act (17 CFR 240.144a-12)
- Pre-commencement communications pursuant to Rule 144-2(b) under the Exchange Act (17 CFR 240.144-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	VBTX	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

## Item 7.01 Regulation FD Disclosure

The attached presentation contains information that the members of Veritex Holdings, Inc. (the "Company" or "Veritex") management will use during visits with investors, analysts, and other interested parties to assist their understanding of the Company from time to time throughout the first quarter of 2023.

As provided in General Instruction B.2 to Form 8-K, the information furnished in this Item 7.01 (including Exhibit 99.1) of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and such information shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

## Forward Looking Statement

This Current Report includes "forward-looking statements", within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various facts and derived utilizing assumptions, current expectations, estimates and projections and are subject to known and unknown risks, uncertainties and other factors, which change over time and are beyond our control, that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include, without limitation, statements relating to the expected payment of Veritex Holdings, Inc.'s ("Veritex") quarterly cash dividend; the impact of certain changes in Veritex's accounting policies, standards and interpretations; the effects of the COVID-19 pandemic and actions taken in response thereto; and Veritex's future financial performance, business and growth strategy, projected plans and objectives, as well as other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact broader economic and industry trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "seeks," "targets," "outlooks," "plans" and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing words. We refer you to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Veritex's Annual Report on Form 10-K for the year ended December 31, 2021 and any updates to those risk factors set forth in Veritex's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Securities and Exchange Commission ("SEC"), which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). If one or more events related to these or other risks or uncertainties materialize, or if Veritex's underlying assumptions prove to be incorrect, actual results may differ materially from what Veritex anticipates. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. Veritex does not undertake any obligation, and specifically declines any obligation, to supplement, update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law. All forward-looking statements, expressed or implied, included in this Current Report are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Veritex or persons acting on Veritex's behalf may issue.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
<a href="#">99.1</a>	<a href="#">Investor Presentation, dated February 8, 2023</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Veritex Holdings, Inc.

By: /s/ C. Malcolm Holland, III  
C. Malcolm Holland, III  
Chairman and Chief Executive Officer  
Date: February 8, 2023



# VERITEX<sup>®</sup>

HOLDINGS, INC.

TRUTH



INTEGRITY



TRANSPARENCY



# Safe Harbor and Non-GAAP Measures

## Forward-looking statements

This presentation includes "forward-looking statements", within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on various facts and derived utilizing assumptions, current expectations, estimates and projections and are subject to known and unknown risks, uncertainties and other factors, which change over time and are beyond our control, that may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include, without limitation, statements relating to the expected payment of Veritex Holdings, Inc.'s ("Veritex") quarterly cash dividend; the impact of certain changes in Veritex's accounting policies, standards and interpretations; the effects of the COVID-19 pandemic and actions taken in response thereto; and Veritex's future financial performance, business and growth strategy, projected plans and objectives, as well as other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact broader economic and industry trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "seeks," "targets," "outlooks," "plans" and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing words. We refer you to the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of Veritex's Annual Report on Form 10-K for the year ended December 31, 2021 and any updates to those risk factors set forth in Veritex's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the Securities and Exchange Commission ("SEC"), which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). If one or more events related to these or other risks or uncertainties materialize, or if Veritex's underlying assumptions prove to be incorrect, actual results may differ materially from what Veritex anticipates. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made. Veritex does not undertake any obligation, and specifically declines any obligation, to supplement, update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise, except as required by law. All forward-looking statements, expressed or implied, included in this presentation are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward-looking statements that Veritex or persons acting on Veritex's behalf may issue.

This presentation also includes industry and trade association data, forecasts and information that Veritex has prepared based, in part, upon data, forecasts and information obtained from independent trade associations, industry publications and surveys, government agencies and other information publicly available to Veritex, which information may be specific to particular markets or geographic locations. Some data is also based on Veritex's good faith estimates, which are derived from Veritex management's knowledge of the industry, markets and independent sources. Industry publications, surveys and forecasts generally state that the information contained therein has been obtained from sources believed to be reliable. Although Veritex believes these sources are reliable, Veritex has not independently verified the information contained therein. While Veritex is not aware of any misstatements regarding the industry data, forecasts and information included in this presentation, such data forecasts, and information and Veritex's estimates based thereon involve risks, assumptions and uncertainties and are subject to change based on various factors. Veritex does not undertake any obligation, and specifically declines any obligation, to supplement, update or revise such data forecasts, and information and Veritex's estimates based thereon, whether as a result of new information, future developments or otherwise, except as required by law.

## Non-GAAP Financial Measures

This presentation contains certain non-GAAP (generally accepted accounting principles) financial measures, including tangible book value per common share ("TBVPS"), tangible common equity to tangible assets, return on average tangible common equity ("ROATCE"), operating earnings, pre-tax, pre-provision ("PTPP") operating earnings, diluted operating earnings per shares ("EPS"), operating return on average assets ("ROAA"), PTPP operating ROAA, Operating ROATCE, operating efficiency ratio, operating noninterest income, operating noninterest expense and adjusted net interest margin ("NIM"). Veritex's management uses these non-GAAP financial measures to evaluate its operating performance and provide information that is important to investors. The non-GAAP financial measures that Veritex discusses in this presentation should not be considered in isolation or as a substitute for the most directly comparable or other financial measures calculated in accordance with GAAP. Please see "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for reconciliations of non-GAAP measures to the most directly comparable financial measures calculated in accordance with GAAP.



# Veritex Holdings, Inc. Franchise Overview



## 2022 Recap

**\$12.2**

Billion in assets

**2.0%**

PTPP ROAA

**15.8%**

ROATCE

**50bp**

NIM Expansion

**\$1.59**

Billion market cap



Financial metrics as of December 31, 2022; market cap as of February 7, 2023.

# Franchise Highlights

- **Experienced management team**
  - 35+ years average banking experience
- **Strong presence in rapidly expanding DFW and Houston**
  - Texas is experiencing continued strong population inflow and projected population growth is nearly double the U.S. average
  - Significant growth opportunities within our footprint from demographic growth and M&A disruption
- **Clean credit**
  - NPAs to total loans decreased to 36 basis points for 2022
  - 88% of net charge-offs since 2019 have been acquired credits
  - 1.01% ACL / Total Loans HFI
- **Excellent core earnings profile has built capital, supported organic growth**
  - 1.97% PTPP ROAA for 2022
- **Strong balance sheet growth**
  - Total loans, excluding MW, increased \$2.3 billion, or 34% year over year
  - Total deposits grew \$1.8 billion, or 24% year over year
- **Track record of successfully integrating acquisitions**
  - Completed 7 whole bank acquisitions since 2010
  - Acquired \$4.4 billion in loans and \$4.7 billion in deposits
  - TBV CAGR of 9% since the Green Bancorp, Inc. acquisition in 2019



# Strong, Resilient Texas Market

Our platform is **powered** by the Texas markets we serve

Texas **2022** Net Migration **230,961**; Population up **1.6%** from 2021

<b>Texas</b>		<ul style="list-style-type: none"> <li>Behind Texas' strong economy are <b>49 Fortune 500 companies</b> headquartered in Texas, <b>more than 1,600 foreign companies</b> and 2.7 million small businesses</li> <li><b>Pro-business environment</b> with no personal or corporate income taxes and the leading destination for companies relocating from other states. From May 2021 to 2022, Texas increased jobs by 6.1%</li> <li>Texas is the <b>#1 exporting state in the nation</b> for the 19th consecutive year, exporting \$279 billion in goods in 2020</li> </ul>
<b>Dallas / Ft. Worth</b>		<ul style="list-style-type: none"> <li>4<sup>th</sup> largest MSA in the U.S. by population</li> <li>2<sup>nd</sup> highest projected household income among Texas MSAs</li> <li>22 Fortune 500 companies</li> <li>176 companies have relocated to DFW since 2010</li> <li>2<sup>nd</sup> best job center in the U.S. for technology professions in 2020</li> </ul>
<b>Greater Houston</b>		<ul style="list-style-type: none"> <li>5<sup>th</sup> largest MSA in the U.S. by population</li> <li>7<sup>th</sup> largest metro economy in the U.S. by GDP</li> <li>5<sup>th</sup> in U.S. job growth since 2010</li> <li>3<sup>rd</sup> highest concentration of Fortune 500 companies in the U.S.</li> <li>35 companies have relocated to Houston since 2010</li> </ul>

## Superior Growth Profile

Market	VBTX Deposits	Current Population	Projected ('22E - '27E) Population Growth vs. National
DFW	\$5.3B	7.8M	1.9x
Houston	\$1.8	7.3	1.9x
Texas	\$7.1	29.6	1.7x

## Corporate Relocations to Texas



Examples of companies moving to call Texas home during 2020 – 2021 are diverse across sector and size

Source: Bureau of Labor Statistics; Dallas Chamber of Commerce; Greater Houston Partnership; YTexas; Houston.org; S&P Global Market Intelligence



Note: Deposit and Population information as of June 30, 2022



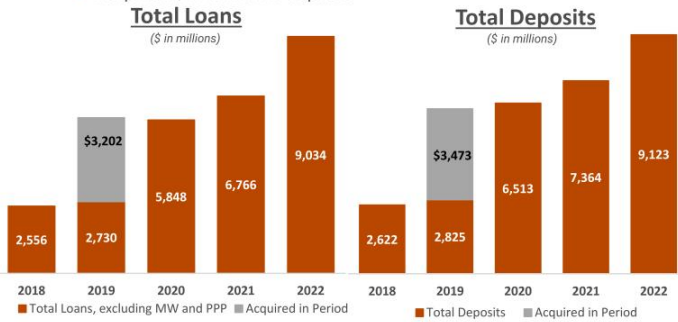
# Impressive Organic Growth

## Organic Growth

- Highly productive origination teams actively generating loans and deposits and serving as the primary point of contact for our customers
  - Private and business bankers focus on emerging and small business customers
  - Commercial and specialty bankers focus on C&I, real estate, mortgage warehouse and SBA loans
- Continue to drive increasing productivity of existing bankers through balanced scorecard incorporating loan & deposit growth, spread and credit
  - “Inspect what you expect”
  - Weighted toward deposit generation
- Strong organic growth has been a major focus of management since inception

## Strategic Acquisitions

- Strategic M&A has been an important growth driver
- Disciplined acquisition strategy to supplement organic growth
- In 2021:
  - Completed 49% investment in Thrive
  - Completed acquisition of NAC on November 1, 2021, now leading producer of USDA loans
- Since 2010:
  - Completed 7 whole-bank transactions
  - Acquired \$4.4 billion in loans
  - Acquired \$4.7 billion in deposits



# Proven Track Record as an Acquirer

## Overview

- Selective use of strategic acquisitions to augment growth and efficient scale
- Focused on well-managed banks in our target markets with:
  - Favorable market share
  - Low-cost deposit funding
  - Compelling fee income generating business
  - Growth potential
  - Other unique attractive characteristics
- Key metrics used when evaluating acquisitions:
  - EPS accretion
  - TBVPS earn-back
  - IRR
- Reputation as an experienced acquirer
- We expect to maintain discipline in pricing and pursue transactions expected to produce attractive risk adjusted returns
- We strive to build, maintain and support Veritex culture during integrations

## Whole Bank Acquisition History

Date	Target	Assets	Branches
Jan. 2019	Green	\$4.6 Billion	21
Dec. 2017	Liberty	\$467 Million	5
Aug. 2017	Sovereign	\$1.1 Billion	9
July 2015	Independent Bank	\$121 Million	2
Oct. 2011	Bank of Las Colinas	\$54 Million	1
Mar. 2011	Fidelity	\$166 Million	3
Sept. 2010	Professional	\$182 Million	3



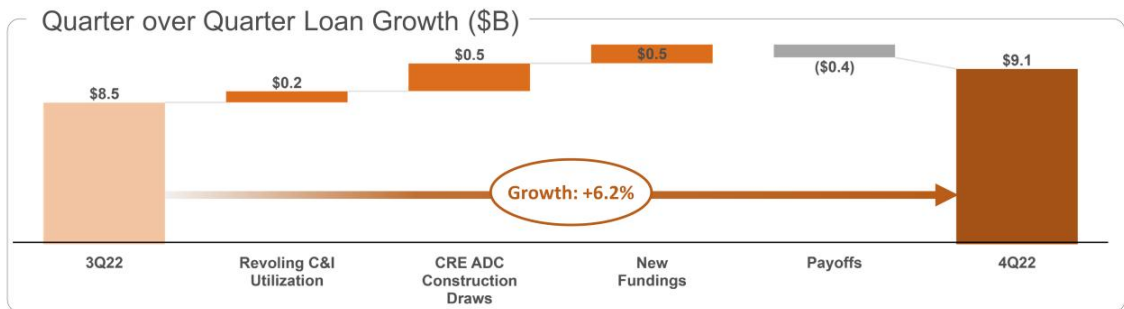
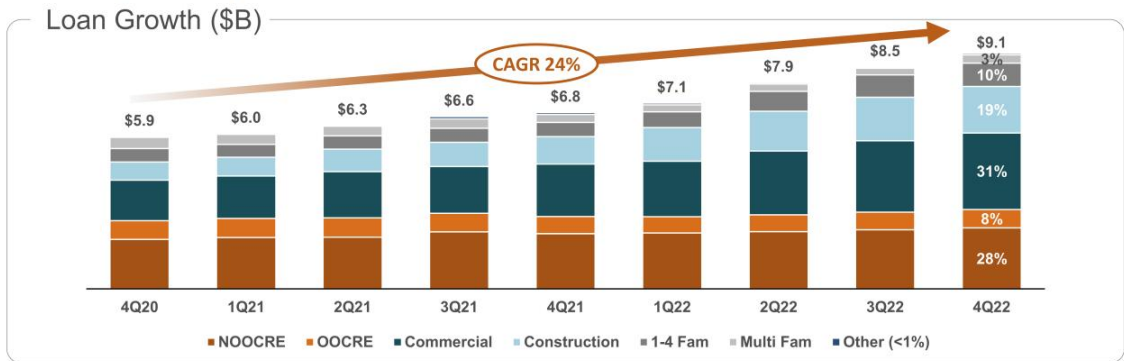


# Loan Portfolio and Asset Quality



# Disciplined Lending in Growing Texas Market

*Strong broad growth; CAGR 24%*



# Disciplined Lending in Texas



- ◇ Hired 40 new producers since the beginning of the pandemic
- ◇ New hires accounting for between 30 – 35% of net loan growth during 2022
- ◇ Banker productivity beginning to season on the Veritex platform

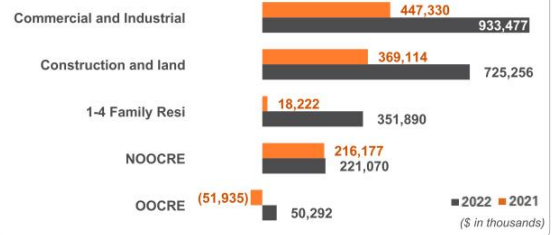


- ◇ Benefiting from client relationship growth and utilization
- ◇ Significant new client wins

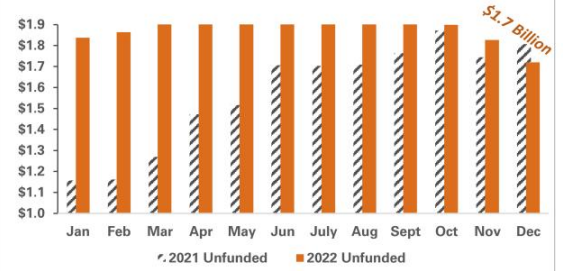
**Loan Production vs Payoffs:**



**FY Growth by Portfolio**



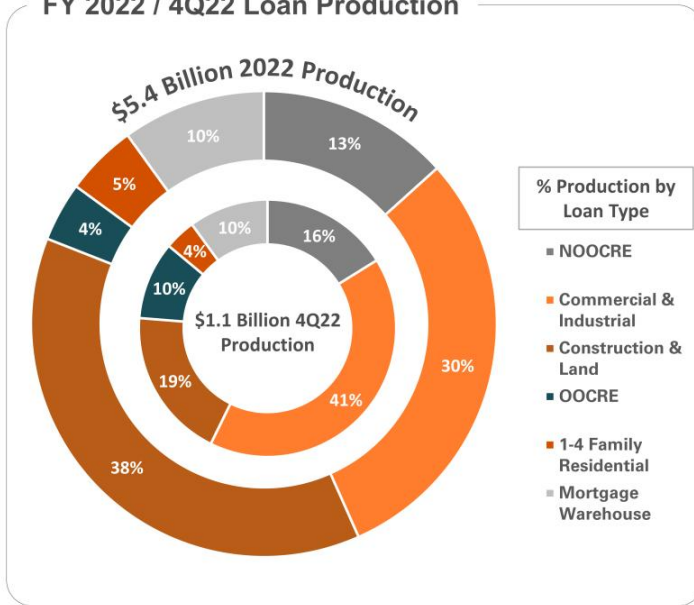
**CRE ADC Construction LOC Current Unfunded (Non-Revolving)**



# Shifting Production Focus

Reflects the Bank's Increased Investment in C&I and Limits Growth in CRE

FY 2022 / 4Q22 Loan Production

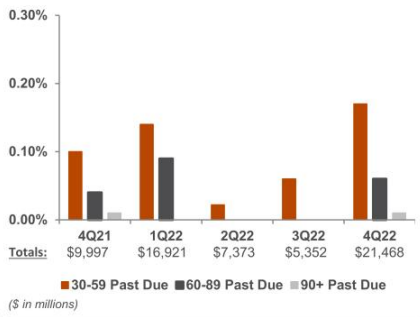


-  Diversified loan production across loan and market type
-  Attractive markets undergoing structural growth with in-footprint experience
-  Prudent underwriting consistent with past practice and aligned with risk appetite
-  Relationship banking and high-touch service yielding profitable growth at attractive spreads
-  Continued focus on Commercial and Industrial lending which better aligns with deposit priorities of the Bank

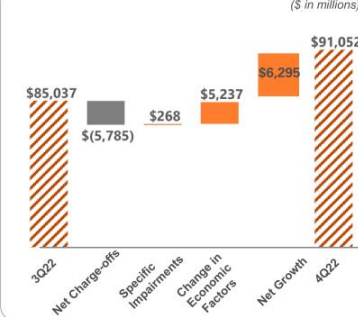
# Asset Quality and ACL

*Increasing reserves reflect growth and uncertain economic outlook*

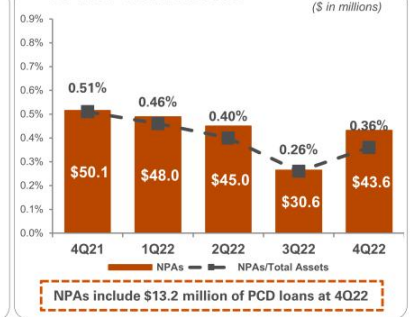
Past Due Trend<sup>1</sup> % of Total Loans<sup>2</sup>



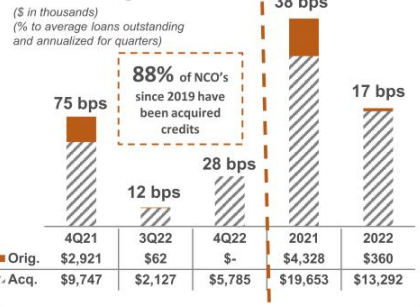
ACL



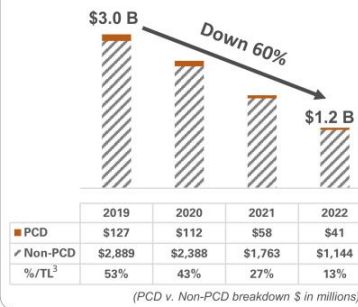
NPAs / Total Assets



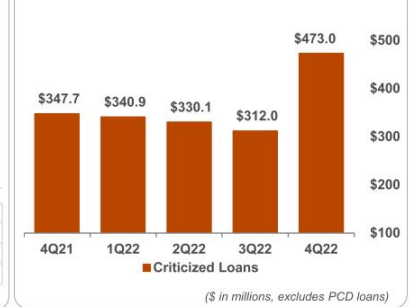
Net Charge-offs



Acquired Loan Trend



Quarterly Criticized Loans



<sup>1</sup> Past due loans exclude purchased credit deteriorated loans that are accounted for on a pooled basis and non-accrual loans.  
<sup>2</sup> Total loans excludes Loans Held for Sale, MW and PPP loans.  
<sup>3</sup> Total Loans, excluding MW and PPP, ("TL")



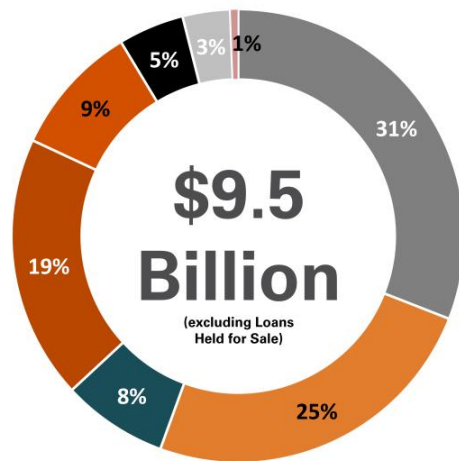
# Portfolio Drilldown

## As of December 31, 2022





# Portfolio Breakdown



- NOOCRE
- OOCRE
- 1-4 Family Residential
- Multifamily
- C&I
- Construction and Land
- Mortgage Warehouse
- Other

**NOOCRE**

Outstanding: \$2.3 Billion  
 Unfunded: \$199.6 Million  
 Average Loan: \$4.0 Million  
 WA LTV: 58%  
 NPL: 0.2%

**C&I**

Outstanding: \$2.9 Billion  
 Unfunded: \$1.4 Billion  
 Average Loan: \$868 Thousand  
 NPL: 0.1%

**OOCRE**

Outstanding: \$715.8 Million  
 Unfunded: \$24.6 Million  
 Average Loan: \$986 Thousand  
 WA LTV: 61%  
 NPL: 0.2%

**Construction**

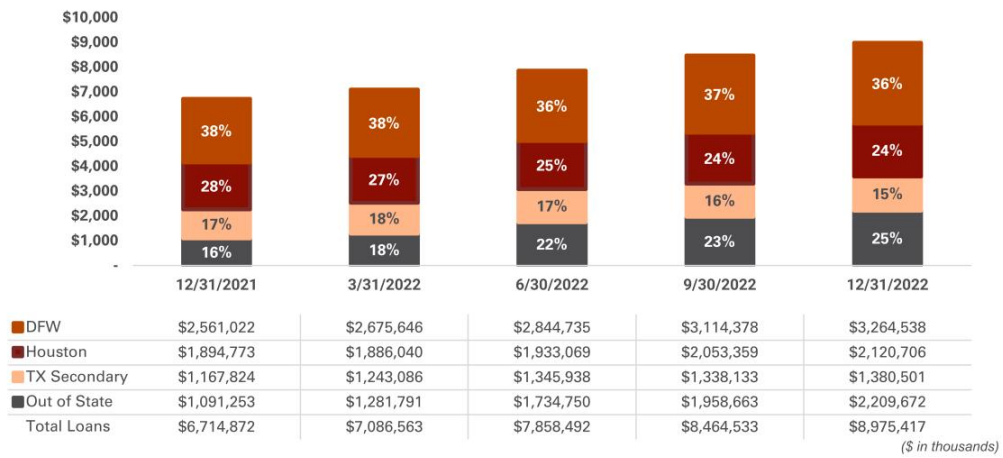
Outstanding: \$1.8 Billion  
 Unfunded: \$2.5 Billion  
 Average Loan: \$3.9 Million  
 WA LTV: 54%  
 NPL: 0%

**Multifamily**

Outstanding: \$322.7 Million  
 Unfunded: \$17.1 Million  
 Average Loan: \$6.1 Million  
 WA LTV: 62%  
 NPL: 0%

# Portfolio Geography

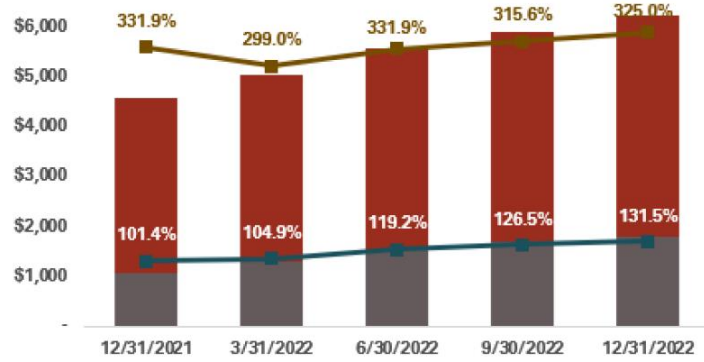
**Geographic Concentration  
(% of Total Loans)**



Note: Out of State includes \$580 Million in Note Finance, \$223 in mortgage warehouse and \$96 Million in mortgages as of December 31, 2022.

# ADC / CRE Concentrations

ADC and CRE Concentrations

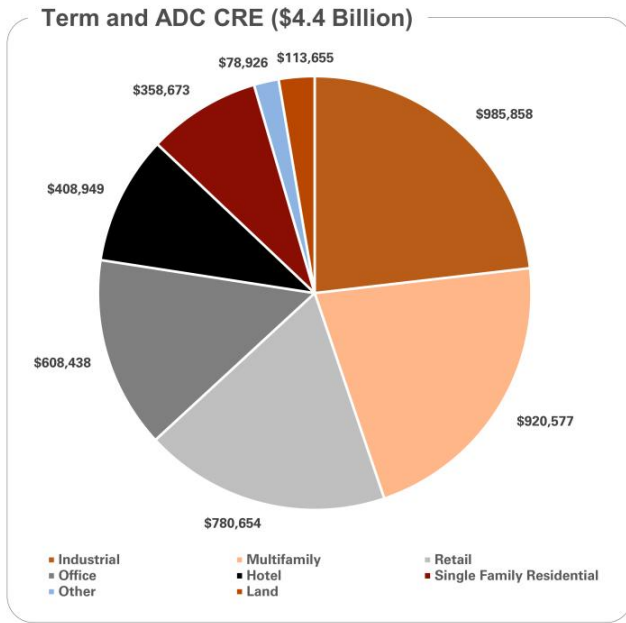


TTL ADC/CRE	\$3,497,919	\$3,723,293	\$4,015,968	\$4,203,057	\$4,446,902
ADC	\$1,068,159	\$1,306,182	\$1,541,576	\$1,684,417	\$1,798,868
TTL ADC/CRE % RBC	331.9%	299.0%	310.6%	315.6%	325.0%
ADC % RBC	101.4%	104.9%	119.2%	126.5%	131.5%

(\$ in thousands)



# CRE Breakdown



**Industrial**

Outstanding: \$986 Million  
 Unfunded: \$774 Million  
 Average Loan: \$4.8 Million  
 % of Total Loans: 10.4%  
 Largest Commt: \$50.0 Million

**Multifamily**

Outstanding: \$921 Million  
 Unfunded: \$836 Million  
 Average Loan: \$6.7 Million  
 % of Total Loans :9.7%  
 Largest Commt: \$61.1 Million

**Retail**

Outstanding: \$781 Million  
 Unfunded: \$119 Million  
 Average Loan: \$3.4 Million  
 % of Total Loans :8.2%  
 Largest Commt: \$46.3 Million

**Office**

Outstanding: \$608 Million  
 Unfunded: \$92 Million  
 Average Loan: \$6.0 Million  
 % of Total Loans: 6.4%  
 Largest Commt: \$54.5 Million

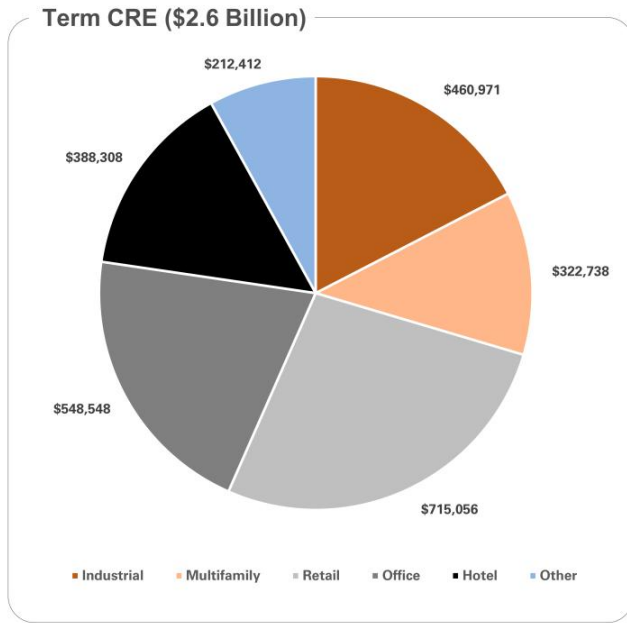
**Hotel**

Outstanding: \$409 Million  
 Unfunded: \$46 Million  
 Average Loan: \$3.5 Million  
 % of Total Loans :4.3%  
 Largest Commt: \$36.9 Million

**Single Family**

Outstanding: \$359 Million  
 Unfunded: \$483 Million  
 Average Loan: \$819 Thousand  
 % of Total Loans: 3.8%  
 Largest Loan: \$9.2 Million

# Term CRE Breakdown



**Industrial**  
 Outstanding: \$461 Million  
 Unfunded: \$66 Million  
 Average Loan: \$3.9 Million  
 % of Total Loans: 4.9%  
 Largest Commt.: \$36.1 Million

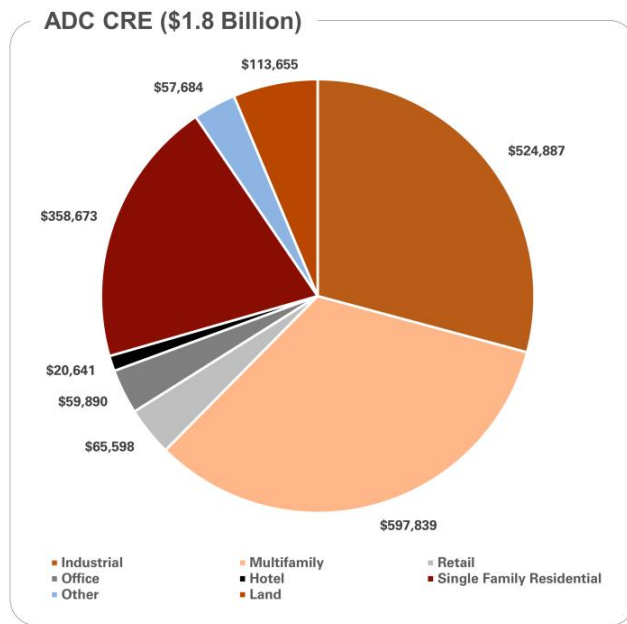
**Multifamily**  
 Outstanding: \$323 Million  
 Unfunded: \$17 Million  
 Average Loan: \$6.1 Million  
 % of Total Loans: 3.4%  
 Largest Commt.: \$35.8 Million

**Retail**  
 Outstanding: \$715 Million  
 Unfunded: \$39 Million  
 Average Loan: \$3.7 Million  
 % of Total Loans: 7.5%  
 Largest Commt.: \$46.3 Million

**Office**  
 Outstanding: \$549 Million  
 Unfunded: \$56 Million  
 Average Loan: \$6.1 Million  
 % of Total Loans: 5.8%  
 Largest Commt.: \$54.5 Million

**Hotel**  
 Outstanding: \$388 Million  
 Unfunded: \$19 Million  
 Average Loan: \$3.4 Million  
 % of Total Loans: 4.1%  
 Largest Commt.: \$36.9 Million

# ADC CRE Breakdown



**Industrial**

Outstanding: \$525 Million  
 Unfunded: \$708 Million  
 Average Loan: \$6.2 Million  
 % of Total Loans: 5.5%  
 Largest Loan: \$35.8 Million

**Multifamily**

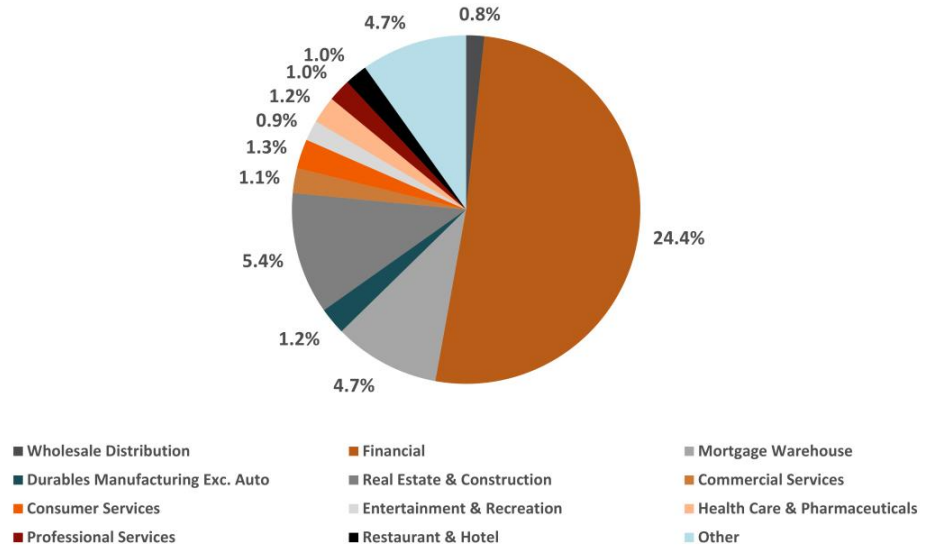
Outstanding: \$598 Million  
 Unfunded: \$819 Million  
 Average Loan: \$7.0 Million  
 % of Total Loans: 6.3%  
 Largest Loan: \$40.5 Million

**Single Family**

Outstanding: \$359 Million  
 Unfunded: \$483 Million  
 Average Loan: \$819 Thousand  
 % of Total Loans: 3.8%  
 Largest Loan: \$9.2 Million

# C&I Breakdown

C&I Sector Breakdown as % of Total Loans



# Underwriting and Portfolio Management

- Lending philosophy “Do business with the best clients, in the best products, in the best markets.”
- **CRE**
  - Underwriting at stressed interest rates based on the forward looking SOFR curve (currently 7.75%)
  - Untrended rents are used in underwriting to ensure that project success is not based on projected rent growth
  - Minimum project equity of 35% required
  - Limit new exposure to ADC Office, Retail, and Hospitality
  - Manage exposure to specific CRE product types within concentration targets
- **C&I**
  - Thorough analysis of potential supply chain issues which currently exist or have the potential to exist
  - Underwriting at stressed interest rates, revenue run rates and expense run rates to protect against unforeseen business disruptors
  - Ensuring proper early warning indicators with appropriate covenant packages and advance rates.
- **Portfolio Management**
  - Quarterly portfolio reviews for any loan in excess of \$10MM, semi-annual reviews for any loan from \$5MM - \$10MM, and annual reviews for any loan \$2.5MM to \$5MM.
  - Reviews are conducted by Senior Credit Officers in conjunction with the Relationship Management Team
  - Moving to EL Risk Rating methodology with 16 granular grades using Moody’s historical loss data







# Financial Highlights



## Fourth Quarter and Year End Highlights

Financial Highlights (\$M)	Fourth Quarter 2022	Third Quarter 2022	Fourth Quarter 2021	Full Year 2022	Full Year 2021
Net Interest Income	106.1	\$101.0	76.7	364.7	280.8
Non-Interest Revenue	14.3	13.0	16.2	52.8	58.4
Total Revenue	120.4	114.0	92.9	417.5	339.2
Non-Interest Expense	57.3	51.0	45.1	203.1	167.7
PTPP	63.1	63.0	47.8	214.4	171.5
Provision for Credit Losses	11.3	7.5	(4.4)	27.8	(4.8)
Income Tax Expense	11.9	12.2	10.7	40.3	36.7
Net Income	39.9	43.3	41.5	146.3	139.6

Key Performance Metrics	Fourth Quarter 2022	Third Quarter 2022	Fourth Quarter 2021	Full Year 2022	Full Year 2021
Diluted EPS <sup>1</sup>	0.73	0.79	0.82	2.71	2.77
BVPS (\$)	26.83	26.15	26.64	26.83	26.64
ROAA (%)	1.35	1.50	1.68	1.33	1.49
Efficiency Ratio (%)	47.6	44.7	48.5	48.6	49.5
ROATCE (%) <sup>1</sup>	16.75	17.82	20.06	15.78	17.57

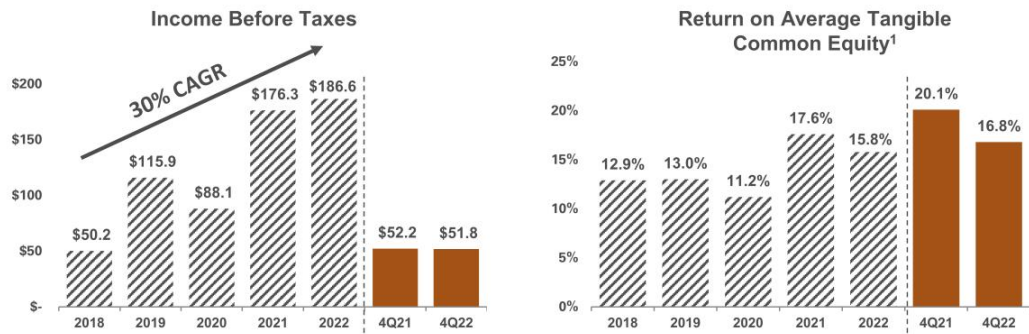
  

Key Operating Performance Metrics	Fourth Quarter 2022	Third Quarter 2022	Fourth Quarter 2021	Full Year 2022	Full Year 2021
Operating Diluted EPS <sup>1</sup>	0.74	0.80	0.84	2.74	2.77
TBVPS (\$)	18.64	17.91	17.49	18.64	17.49
Operating ROAA (%)	1.36	1.51	1.72	1.35	1.49
Operating Efficiency Ratio (%)	47.1	44.4	47.6	48.2	49.3
Operating ROATCE (%) <sup>1</sup>	16.95	17.94	20.48	15.94	17.58



<sup>1</sup> 2022 figures include the impact of our common stock offering completed in 1Q22 in which we issued 4,314,474 shares with net proceeds of ~\$153.8 million.

# Significant Earnings Improvement while Investing for our Future



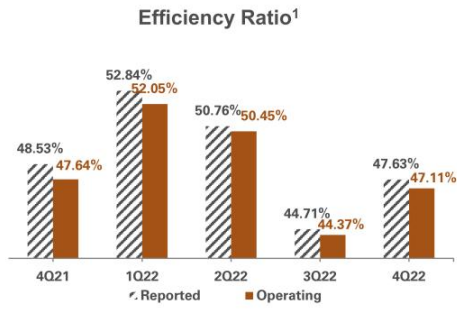
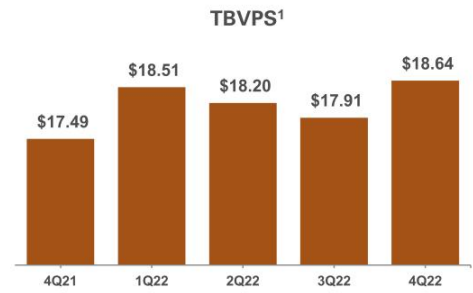
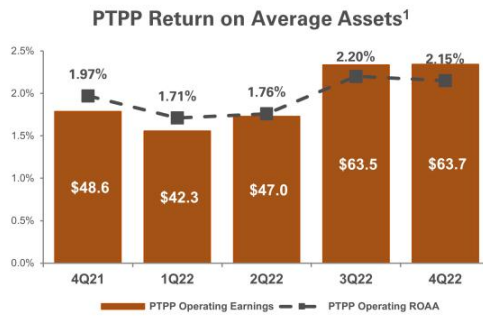
Driven by growth in loans and deposits

Scalable business model with expense leverage



<sup>1</sup> Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures. ROATCE figures include the impact of the common stock offering completed in 1Q22 in which we issued 4,314,474 shares with net proceeds of ~\$153.8 million.

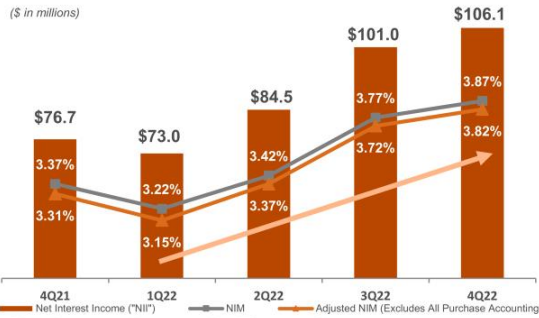
# Financial Metrics



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

# Growing Net Interest Income

## Expanded NIM 50 bps in 2022



### Average Earnings Assets



### Net Interest Income Rollforward

(\$ in thousand)

	3Q22 v 4Q22	2021 v 2022
<b>Beginning Net Interest Income</b>	<b>\$101,040</b>	<b>\$280,783</b>
Impact of rate changes	4,161	30,815
Impact of growth	735	49,367
Change in earning asset mix and other	161	5,762
Debt security prepayment income	-	(2,070)
<b>Ending Net Interest Income</b>	<b>\$106,097</b>	<b>\$364,657</b>

### Interest Rate Sensitivity<sup>1</sup>

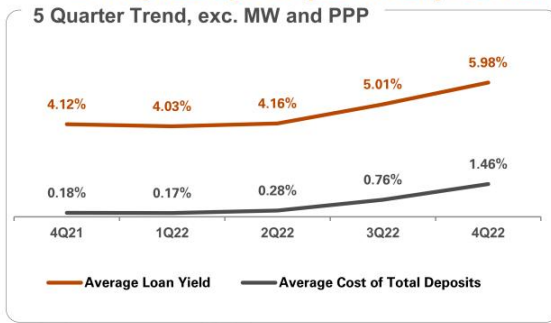
Interest Rate Scenario	Forecasted Net Interest Income (\$ in millions)	Percentage Change From Base	Forecasted Net Interest Margin	Forecasted Net Interest Margin Change From Base
Up 200 bps	\$ 458.0	8.88%	4.00%	8.70%
Up 100 bps	\$ 439.5	4.46%	3.84%	4.35%
BASE CASE	\$ 420.7	0.00%	3.68%	0.00%
Down 100 bps	\$ 400.9	-4.72%	3.51%	-4.62%
Down 200 bps	\$ 378.6	-10.01%	3.32%	-9.78%



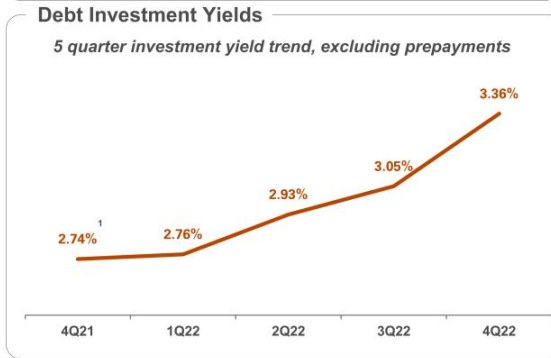
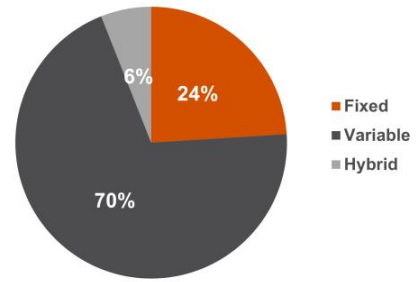
<sup>1</sup> Interest rate sensitivity is calculated using a static rate shock.

# Interest Rate Components of Loans and Investments

*Loan yield up 97 bps and deposit rates up 70 bps*



Loan Portfolio by Repricing Type



Variable and Hybrid Loans by Index

Variable and Hybrid Loans by Rate Index	Amount (in millions)	% of Variable and Hybrid Loans
1-Month LIBOR	\$ 1,378.8	19.2%
12-Month LIBOR	\$ 285.2	4.0%
1-Month SOFR	\$ 3,890.7	54.3%
Prime Rate	\$ 1,608.4	22.4%
Other	\$ 6.3	0.1%
<b>Total Variable and Hybrid Loans</b>	<b>\$ 7,169.4</b>	<b>100.0%</b>

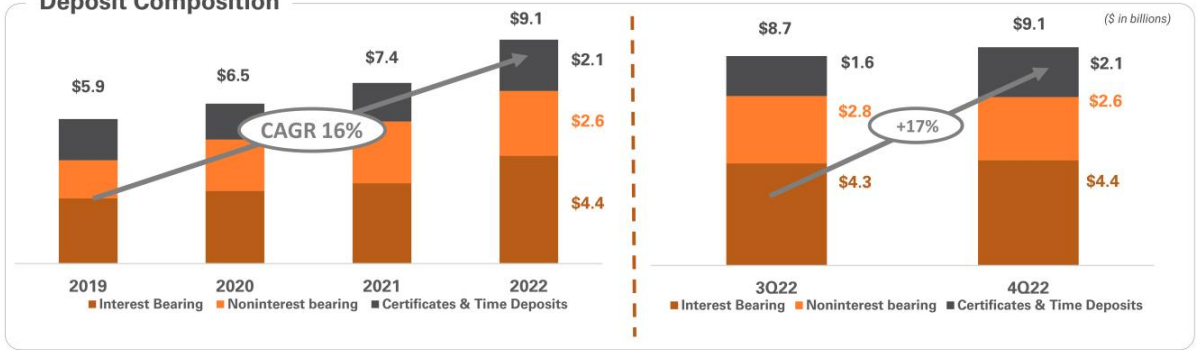


<sup>1</sup> Excludes \$2.1 million of prepayment penalty income on debt securities during 4Q21.

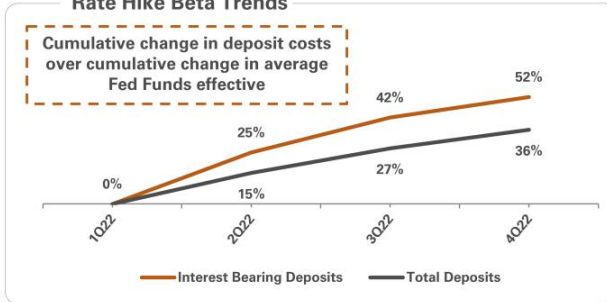
# Deposit Growth

*Strong deposit management; CAGR of 16%*

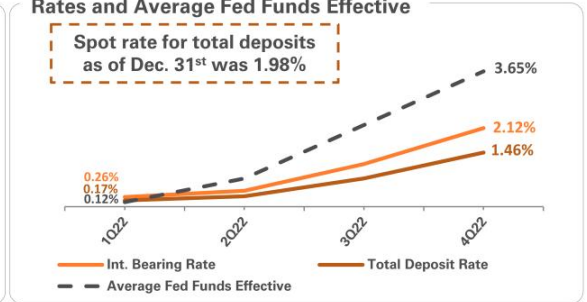
## Deposit Composition



## Rate Hike Beta Trends



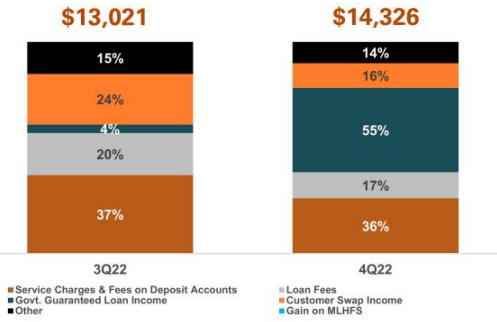
## Rates and Average Fed Funds Effective



# Operating Noninterest Income/Expense

Efficiency ratio 47.6%

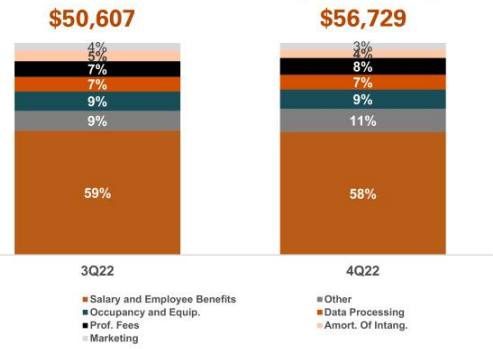
## 4Q22 / 3Q22 Noninterest Income Comparison



Note: Excludes noninterest income line items in a loss position

- Government guaranteed loan income increased \$7.2 million primarily due to increases in the gain on sale of USDA loans through our wholly owned subsidiary, North Avenue Capital, LLC
- Customer swap income decreased \$1.1 million primarily due to decreased trades executed during 4Q22 compared to 3Q22
- Equity method investment income decreased \$4.4 million primarily due to the increase in interest rates and the corresponding impact on volume

## 4Q22 / 3Q22 Noninterest Expense Comparison



- Salaries and employee benefits increased \$3.3 million, or 11%, from 3Q22 primarily due to new talent hires made late in September with a full quarter of expense recognition in 4Q22 and additional new hires during 4Q22 coupled with increases in lender incentives and inflation
- Professional and regulatory fees increased \$683 thousand, or 18%, primarily due to the Company's increase in regulatory service fees and an increase in FDIC assessment fees due to an increase in asset size

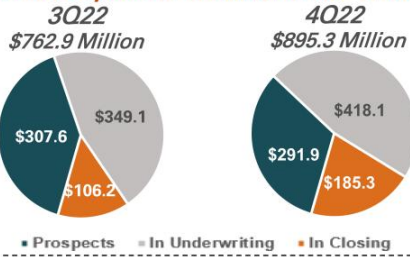




# Government Guaranteed and Thrive

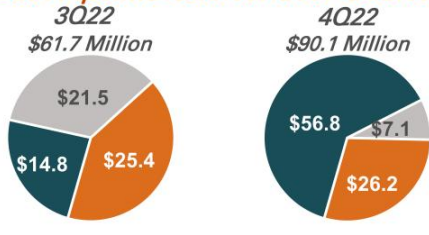
## Government Guaranteed

### USDA Pipeline Quarter over Quarter (\$ in millions)



Full Year 2022 – Closed \$117 million

### SBA Pipeline Quarter over Quarter

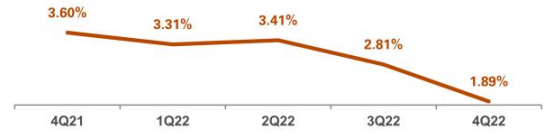


Full Year 2022 – Closed \$40 million

## Thrive Mortgage, LLC

(Investment completed on July 19, 2021)

### Gain on Sale %



### Total Volume



Thrive is continuing to reduce its expenses and head count across the organization.



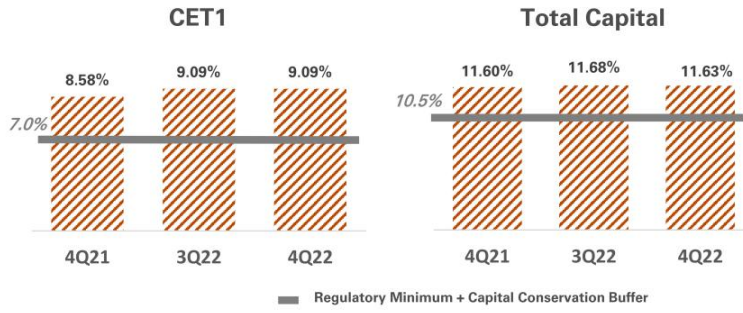


# Capital



# Strong Capital Supporting Balance Sheet

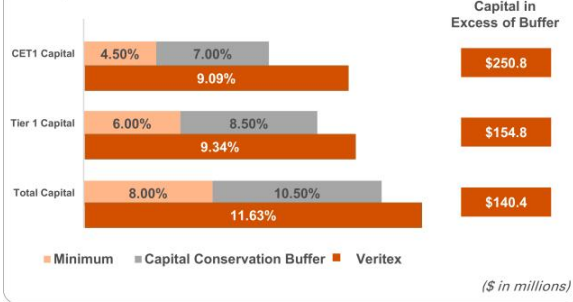
*CET1 focus with target 10%*



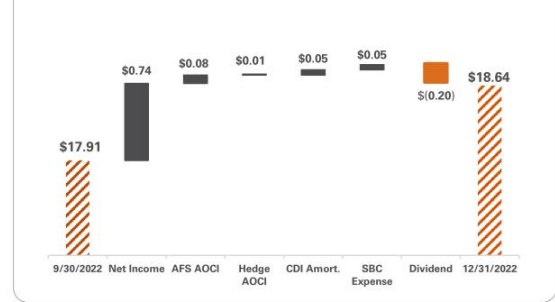
## Capital Priorities

- Support organic growth
- Maintain strong debt ratings
- Provide attractive dividend
- Strategic growth, including M&A

## Capital Levels



## TBVPS





# Digital Strategy



# Digital Strategy

## Implementation & Execution

### Relationships

We will seek FinTech opportunities designed to grow long term customer relationships, principally commercial clients.

### Future Focus

We will be nimble as we engage in FinTech that goes beyond solving current problems by laying tracks and driving optionality for strong long-term growth.

### Stewardship

We will invest in FinTech that drives long term EPS growth while we track and measure our performance and profitability.

### Risk

We will seek to minimize and mitigate risk (regulatory, financial, execution, and reputation) such that projected reward is always substantially higher than prospective risk.

### Urgency

We will prioritize and move at the pace necessary to gain the trust of our clients, win business from competitors, and signal we believe FinTech is a key to our growth and shareholder value.

**Stay  
Community**

**Think  
Big**

**Pursue  
Excellence**

**Operate  
Strategically**

**Be  
Relevant**



## **Digital Strategy**

- Branch lite strategy to serve our communities
- Currently offer online banking portal, mobile banking application
- Launching digital account application, Mantl, to better the in-branch customer experience and open an online channel for new customers in Texas during the first quarter of 2023
- Mantl allows the Company to work with clients, in an omnichannel method, as bank personnel digitally interact with clients to meet them where they are in the account opening process
- Expand to further markets with the rollout of Mantl





# Strategic Outlook



# Strategic Outlook

## *Short term outlook (12-18 months)*

1. Slow loan growth
2. Focus on deposit growth through C&I and community banking and de-emphasize commercial real estate
3. Continuously monitor credit
4. Build capital
5. Execute on diversified fee businesses

## *Beyond 18 months*

Focus on targeted geographical M&A transactions to add scale and funding profile





# Supplemental Information



VERITEX<sup>®</sup>  
HOLDINGS, INC.

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TRUTH

| INTEGRITY

| TRANSPARENCY



## Reconciliation of Non-GAAP Financial Measures

	As of				
	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
(Dollars in thousands, except per share data)					
<b>Tangible Common Equity</b>					
Total stockholders' equity	\$ 1,449,773	\$ 1,411,899	\$ 1,429,442	\$ 1,447,996	\$ 1,315,079
Adjustments:					
Goodwill	(404,452)	(404,452)	(404,452)	(404,452)	(403,771)
Core deposit intangibles	(38,247)	(40,684)	(43,122)	(45,560)	(47,998)
<b>Tangible common equity</b>	<b>\$ 1,007,074</b>	<b>\$ 966,763</b>	<b>\$ 981,868</b>	<b>\$ 997,984</b>	<b>\$ 863,310</b>
Common shares outstanding	54,030	53,988	53,951	53,907	49,372
Book value per common share	\$ 26.83	\$ 26.15	\$ 26.50	\$ 26.86	\$ 26.64
Tangible book value per common share	\$ 18.64	\$ 17.91	\$ 18.20	\$ 18.51	\$ 17.49
As of					
	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021
(Dollars in thousands, except percentages)					
<b>Tangible Common Equity</b>					
Total stockholders' equity	\$ 1,449,773	\$ 1,411,899	\$ 1,429,442	\$ 1,447,996	\$ 1,315,079
Adjustments:					
Goodwill	(404,452)	(404,452)	(404,452)	(404,452)	(403,771)
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<b>Tangible common equity</b>	<b>\$ 1,007,074</b>	<b>\$ 966,763</b>	<b>\$ 981,868</b>	<b>\$ 997,984</b>	<b>\$ 863,310</b>
<b>Tangible Assets</b>					
Total assets	\$ 12,154,361	\$ 11,714,454	\$ 11,304,811	\$ 10,453,680	\$ 9,757,249
Adjustments:					
Goodwill	(404,452)	(404,452)	(404,452)	(404,452)	(403,771)
Core deposit intangibles	(38,247)	(40,684)	(43,122)	(45,560)	(47,998)
<b>Tangible Assets</b>	<b>\$ 11,711,662</b>	<b>\$ 11,269,318</b>	<b>\$ 10,857,237</b>	<b>\$ 10,003,668</b>	<b>\$ 9,305,480</b>
<b>Tangible Common Equity to Tangible Assets</b>	<b>8.60 %</b>	<b>8.58 %</b>	<b>9.04 %</b>	<b>9.98 %</b>	<b>9.28 %</b>



## Reconciliation of Non-GAAP Financial Measures

	For the Quarter Ended				For the Year Ended		
	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Dec 31, 2021	
	(Dollars in thousands, except for percentages)						
<b>Net income available for common stockholders adjusted for amortization of core deposit intangibles</b>							
Net income	\$ 39,897	\$ 43,322	\$ 29,626	\$ 33,470	\$ 41,506	\$ 146,315	\$ 139,584
Adjustments:							
Plus: Amortization of core deposit intangibles	2,438	2,438	2,438	2,438	2,438	9,752	9,761
Less: Tax benefit at the statutory rate	512	512	512	512	512	2,048	2,050
<b>Net income available for common stockholders adjusted for amortization of core deposit intangibles</b>	<b>\$ 41,823</b>	<b>\$ 45,248</b>	<b>\$ 31,552</b>	<b>\$ 35,396</b>	<b>\$ 43,432</b>	<b>\$ 154,019</b>	<b>\$ 147,295</b>
<b>Average Tangible Common Equity</b>							
Total average stockholders' equity	\$1,434,818	\$1,453,816	\$1,447,377	\$1,357,448	\$1,301,676	\$1,423,660	\$1,267,992
Adjustments:							
Average goodwill	(404,452)	(404,452)	(404,452)	(404,014)	(393,220)	(404,344)	(376,480)
Average core deposit intangibles	(39,792)	(42,230)	(44,720)	(47,158)	(49,596)	(43,451)	(53,233)
<b>Average tangible common equity</b>	<b>\$ 990,574</b>	<b>\$1,007,134</b>	<b>\$ 998,205</b>	<b>\$ 906,276</b>	<b>\$ 858,860</b>	<b>\$ 975,865</b>	<b>\$ 838,279</b>
<b>Return on Average Tangible Common Equity (Annualized)</b>	<b>16.75 %</b>	<b>17.82 %</b>	<b>12.68 %</b>	<b>15.84 %</b>	<b>20.06 %</b>	<b>15.78 %</b>	<b>17.57 %</b>



# Reconciliation of Non-GAAP Financial Measures

	For the Quarter Ended					For the Year Ended	
	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Dec 31, 2022	Dec 31, 2021
(Dollars in thousands, except per share data)							
<b>Operating Earnings</b>							
Net income	\$ 39,897	\$ 43,322	\$ 29,626	\$ 33,470	\$ 41,506	\$ 146,315	\$ 139,584
Plus: Severance payments <sup>1</sup>	630	—	—	—	—	630	627
Plus: Loss on sale of debt securities AFS, net	—	—	—	—	—	—	188
Less: Thrive PPP loan forgiveness income <sup>2</sup>	—	—	—	—	—	—	1,912
Plus: M&A expenses	—	384	295	700	826	1,379	826
Operating pre-tax income	40,527	43,706	29,921	34,170	42,332	148,324	139,313
Less: Tax impact of adjustments	132	81	66	156	(78)	435	92
Plus: Nonrecurring tax adjustments <sup>3</sup>	—	—	—	—	—	—	426
Operating earnings	\$ 40,395	\$ 43,625	\$ 29,855	\$ 34,014	\$ 42,410	\$ 147,889	\$ 139,647
<b>Weighted average diluted shares outstanding</b>	54,780	54,633	54,646	51,571	50,441	53,952	50,352
<b>Diluted EPS</b>	\$ 0.73	\$ 0.79	\$ 0.54	\$ 0.65	\$ 0.82	\$ 2.71	\$ 2.77
<b>Diluted operating EPS</b>	\$ 0.74	\$ 0.80	\$ 0.55	\$ 0.66	\$ 0.84	\$ 2.74	\$ 2.77

<sup>1</sup> Severance payments relate to restructurings made for the years ended December 31, 2022 and 2021.

<sup>2</sup> During the year ended December 31, 2021, Thrive's PPP loan with another bank was 100% forgiven by the Small Business Administration. As a result of our 49% investment in Thrive, the \$1.9 million represents our portion of the PPP loan forgiveness. PPP fee income is not taxable and as such has no tax impact.

<sup>3</sup> A nonrecurring tax adjustment of \$426 thousand recorded for the year ended December 31, 2021 was due to a true-up of a deferred tax liability.



## Reconciliation of Non-GAAP Financial Measures

	For the Quarter Ended				For the Year Ended		
	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022	Mar 31, 2022	Dec 31, 2021	Dec 31, 2021	
	(Dollars in thousands, except percentages)						
<b>Pre-Tax, Pre-Provision Operating Earnings</b>							
Net Income	\$ 39,897	\$ 43,322	\$ 29,626	\$ 33,470	\$ 41,506	\$ 146,315	\$ 139,584
Plus: Provision for income taxes	11,890	12,248	8,079	8,102	10,697	40,319	36,722
Plus: Provision (benefit) for credit losses and unfunded commitments	11,277	7,500	9,000	(7)	(4,389)	27,770	(4,830)
Plus: Severance payments	630	—	—	—	—	630	627
Plus: Loss on sale of debt securities AFS, net	—	—	—	—	—	—	188
Less: Thrive PPP loan forgiveness income	—	—	—	—	—	—	1,912
Plus: M&A expenses	—	384	295	700	826	1,379	826
<b>Net pre-tax, pre-provision operating earnings</b>	<b>\$ 63,694</b>	<b>\$ 63,454</b>	<b>\$ 47,000</b>	<b>\$ 42,265</b>	<b>\$ 48,640</b>	<b>\$ 216,413</b>	<b>\$ 171,205</b>
<b>Total average assets</b>	<b>\$11,761,044</b>	<b>\$11,460,857</b>	<b>\$10,711,663</b>	<b>\$ 9,998,922</b>	<b>\$ 9,788,671</b>	<b>\$10,989,258</b>	<b>\$ 9,361,578</b>
<b>Pre-tax, pre-provision operating return on average assets<sup>1</sup></b>	<b>2.15 %</b>	<b>2.20 %</b>	<b>1.76 %</b>	<b>1.71 %</b>	<b>1.97 %</b>	<b>1.97 %</b>	<b>1.83 %</b>
<b>Average Total Assets</b>	<b>\$11,761,044</b>	<b>\$11,460,857</b>	<b>\$10,711,663</b>	<b>\$ 9,998,922</b>	<b>\$ 9,788,671</b>	<b>\$10,989,258</b>	<b>\$ 9,361,578</b>
Return on average assets <sup>1</sup>	1.35 %	1.50 %	1.11 %	1.36 %	1.68 %	1.33 %	1.49 %
Operating return on average assets <sup>1</sup>	1.36	1.51	1.12	1.38	1.72	1.35	1.49



# Reconciliation of Non-GAAP Financial Measures

<b>Operating earnings adjusted for amortization of core deposit intangibles</b>							
Operating earnings	\$ 40,395	\$ 43,625	\$ 29,855	\$ 34,014	\$ 42,410	\$ 147,889	\$ 139,647
Adjustments:							
Plus: Amortization of core deposit intangibles	2,438	2,438	2,438	2,438	2,438	9,752	9,761
Less: Tax benefit at the statutory rate	512	512	512	512	512	2,048	2,050
<b>Operating earnings adjusted for amortization of core deposit intangibles</b>	<b>\$ 42,321</b>	<b>\$ 45,551</b>	<b>\$ 31,781</b>	<b>\$ 35,940</b>	<b>\$ 44,336</b>	<b>\$ 155,593</b>	<b>\$ 147,358</b>
<b>Average Tangible Common Equity</b>							
Total average stockholders' equity	\$ 1,434,818	\$ 1,453,816	\$ 1,447,377	\$ 1,357,448	\$ 1,301,676	\$ 1,423,660	\$ 1,267,992
Adjustments:							
Less: Average goodwill	(404,452)	(404,452)	(404,452)	(404,014)	(393,220)	(404,344)	(376,480)
Less: Average core deposit intangibles	(39,792)	(42,230)	(44,720)	(47,158)	(49,596)	(43,451)	(53,233)
<b>Average tangible common equity</b>	<b>\$ 990,574</b>	<b>\$ 1,007,134</b>	<b>\$ 998,205</b>	<b>\$ 906,276</b>	<b>\$ 858,860</b>	<b>\$ 975,865</b>	<b>\$ 838,279</b>
<b>Operating return on average tangible common equity<sup>1</sup></b>	<b>16.95 %</b>	<b>17.94 %</b>	<b>12.77 %</b>	<b>16.08 %</b>	<b>20.48 %</b>	<b>15.94 %</b>	<b>17.58 %</b>
<b>Efficiency ratio</b>	<b>47.63 %</b>	<b>44.71 %</b>	<b>50.76 %</b>	<b>52.84 %</b>	<b>48.53 %</b>	<b>48.64 %</b>	<b>49.45 %</b>
Net interest income	\$ 106,097	\$ 101,040	\$ 84,480	\$ 73,040	\$ 76,741	\$ 364,657	\$ 280,783
Noninterest income	14,326	13,021	10,378	15,097	16,150	52,822	58,405
Plus: Loss on sale of debt securities AFS, net	—	—	—	—	—	—	188
Less: Thrive's PPP loan forgiveness income	—	—	—	—	—	—	1,912
Operating noninterest income	14,326	13,021	10,378	15,097	16,150	52,822	56,681
Noninterest expense	57,359	50,991	48,153	46,572	45,077	203,075	167,712
Less: Severance payments	630	—	—	—	—	630	627
Less: M&A expenses	—	384	295	700	826	1,379	826
Operating noninterest expense	\$ 56,729	\$ 50,607	\$ 47,858	\$ 45,872	\$ 44,251	\$ 201,066	\$ 166,259
<b>Operating efficiency ratio</b>	<b>47.11 %</b>	<b>44.37 %</b>	<b>50.45 %</b>	<b>52.05 %</b>	<b>47.64 %</b>	<b>48.21 %</b>	<b>49.27 %</b>

<sup>1</sup> Annualized ratio for quarterly metrics.





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