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): September 9, 2020

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

Texas	**001-36682**	**27-0973566**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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 14a-12 under the Exchange Act (17 CFR 240.14a-12)
☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-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 third quarter of 2020.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 7.01 and Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (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 of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Presentation materials, dated September 9, 2020
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:	September 9, 2020

VERITEX

NASDAQ: VBTX

Investor Presentation

September 2020

Safe Harbor

Forward-looking statements

This presentation contains certain "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 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 date of Veritex Holdings, Inc.'s ("Veritex") quarterly cash dividend, impact of certain changes in Veritex's accounting policies, standards and interpretation, the effects of the COVID-19 pandemic and actions taken in response thereto, Veritex's business and growth strategy, projected plans and objectives. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "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, 2019 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. 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 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 management's knowledge of the industry 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 presented in this presentation, Veritex's estimates involve risks and uncertainties and are subject to change based on various factors. Similarly, Veritex believes that its internal research is reliable, even though such research has not been verified by independent sources.

Non-GAAP Financial Measures

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

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

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

Company Snapshot

Overview

- Headquartered in Dallas, Texas
- Commenced banking operations in 2010; completed IPO in 2014
- Focused on relationship-driven commercial and private banking across a variety of industries, predominantly in Texas

Company Highlights

Listing	Nasdaq: VBTX
Market Cap (September 8, 2020)	$893.7 MM
Total Texas Branches	38

Profitability – Year to Date June 30, 2020[1]

ROAA	**0.61%**
PTPP ROAA	**2.03%**
ROATCE	**8.31%**
Efficiency Ratio	**46.62%**

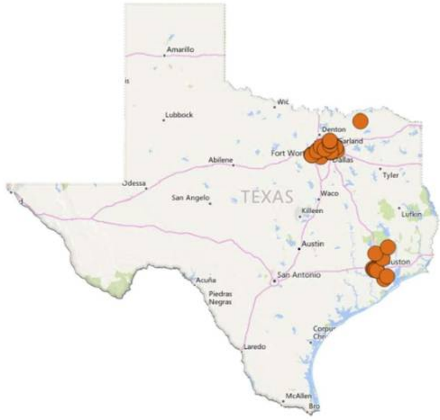
Balance Sheet – Quarter Ended June 30, 2020

Total Assets	$8,588
Total Loans	$6,596
Total Deposits	$6,126
Tangible Book Value Per Common Share[1]	$14.71

Asset Quality – Quarter Ended June 30, 2020

NPAs / Total Assets	0.62%
ACL / Total Loans Held for Investment[2]	2.01%

Footprint



[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.
[2] Total Loans Held for Investment excludes mortgage warehouse and paycheck protection program.

Well Positioned in Attractive Texas Markets

- Despite the COVID-19 pandemic, Texas remains one of the more attractive states in the U.S. from a demographic and commercial opportunity perspective:
  - Population growth expected to double U.S. average
  - If Texas were a sovereign nation, it would rank the ***9th*** largest economy ***in the world*** based on GDP, ahead of Australia, Mexico, Spain, Russia and many others
  - Pro-business environment with ***no*** personal or corporate income taxes and is the leading destination for companies relocating from other states
  - Behind Texas' strong economy are ***50 Fortune 500*** companies headquartered in Texas, more than 1,500 foreign companies and 2.4 million small businesses
  - Texas is the ***#1*** exporting state in the nation for the 18th consecutive year, exporting $331 billion in goods in 2019
  - ***14 million*** in the Texan workforce, representing the second largest civilian workforce in the U.S.

Source: Texas Office of the Governor (Economic Development and Tourism)

	MSA Deposits ($ in billion) (Top 25 Rank[1])	**2018-2023 Est. Pop. Growth** (Top 25 Rank[1])	**2018-2023 Est. HHI Growth** (Top 25 Rank[1])
Houston, TX	$246 (#12)	8.3% (#1)	7.7% (#24)
DFW	$2,484 (#9)	7.7% (#4)	9.8% (#16)
Texas	$840	7.1%	9.5%
United States	**$12,308**	**3.5%**	**8.9%**

Source: FDIC, S&P Global Market Intelligence, [1]Represents Houston and DFW rank amongst the Top 25 largest U.S. MSAs by population

Job Growth is the Primary Demand Driver for Office Space

Top 5 MSAs Office Job Growth[1]

1. Austin
2. **DFW**
3. Virginia
4. Denver
5. **Houston**

Top 5 MSAs avg. Office Job Growth ***(0.71%)***

National MSAs avg. Office Job Growth ***(4.74%)***

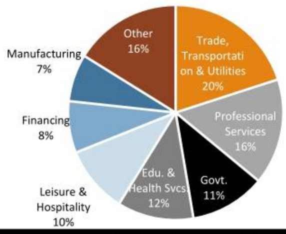
[1] Rolling 3-month basis as of July 31, 2020.
Source: BLS, D.A. Davidson & Co.

Well Positioned in Attractive Texas Markets

DFW

- 4th most populous MSA in the U.S. (7.6 million residents), adding more than 1 million people in an eight-year period
- 3rd most headquartered location for Fortune 500 companies (24 companies)

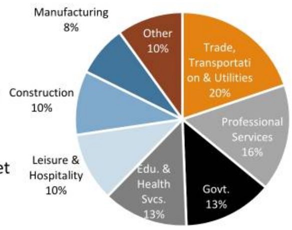
DFW Employment



Houston

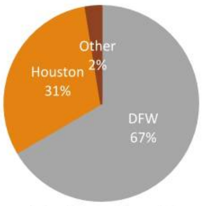
- 5th most populous MSA in the U.S. (7.1 million residents)
- 4th most headquartered location for Fortune 500 companies (21 companies)
- Largest export market in the U.S., with a diverse economy

Houston Employment



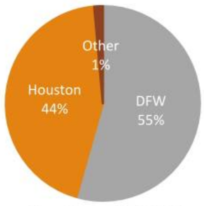
Veritex Regional Distribution as of June 30, 2020

Branches



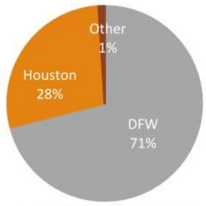
Total Branches: 39

Loans



Total Loans[1]: $5,725

Deposits



Total Deposits: $6,126

Source: Texas Workforce Commission, Greater Houston Partnership

[1] Excludes mortgage warehouse and PPP loans

Scalable Platform with Attractive Growth Profile

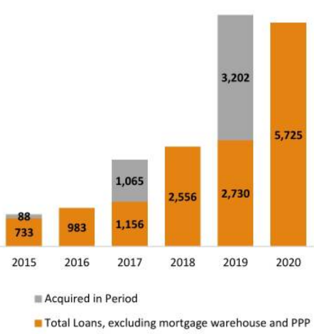
Organic Growth

- 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 tailored incentive plans
  - "Inspect what you expect"
  - Weighted toward deposit generation
- Strong organic growth has been a major focus of management since inception

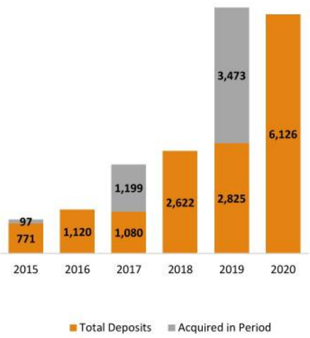
Strategic Acquisitions

- Strategic M&A has been an important growth driver
- Disciplined acquisition strategy to supplement organic growth
- Since 2010:
  - Completed 7 whole-bank transactions
  - Acquired $4.4 billion in loans
  - Acquired $4.7 billion in deposits

Total Loans



Total Deposits



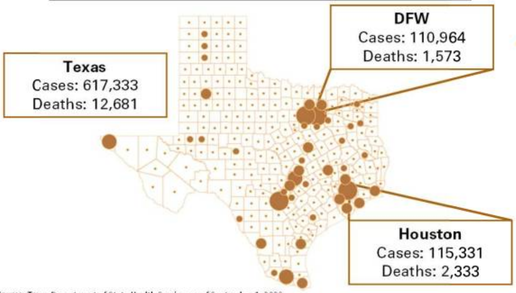
Positioning for Challenges Ahead

Strong 2Q20 Earnings	• Pre-tax pre-provision operating earnings of \$45.7 million – 2.11% of average assets annualized • Net income of \$24.0 million, or \$0.48 diluted earnings per share ("EPS")
Building Reserves	• Provision for credit losses and unfunded commitments of \$19.0 million for the quarter • Allowance for credit losses coverage increased to 2.01% of total loans, excluding mortgage warehouse and Paycheck Protection Program ("PPP") loans compared to 1.73% in the first quarter of 2020 • Net charge-offs of \$1.8 million for the quarter, or 3 bps to average loans outstanding
Capital Strong & Growing	• Maintained strong regulatory capital metrics – total common equity tier 1 capital increased \$24.6 million, or 13 bps to 9.66% • Declared regular quarterly dividend of \$0.17 • No share repurchases during the quarter
Loan and Deposit Growth	• Originated 2,116 PPP loans totaling \$400.9 million, increasing our total loans to \$6.6 billion, or 22.8% annualized growth • Mortgage warehouse lending (counter cyclical) increased 19.1% over 1Q20 and 121% over 2Q19 • Transactional deposits grew \$535.7 million, or 52.4% annualized

Business as “Unusual”

TOP 5 PRIORITIES

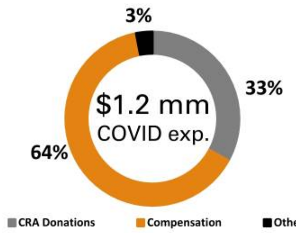
- Protection of life/safety of people
- Sustaining/supporting critical processes
- Communicate frequently and effectively
- Support remote working success
- Provide seamless service to clients



Source: Texas Department of State Health Services as of September 1, 2020.

Operational Response and Preparedness

- Dispersion of critical operational processes (IT, Wire, Deposit Operations, HR, Digital Banking, Factoring, Branches, Branch Operations, Loan operations, Information Security, Fraud, BSA).
- Increased monitoring focused on higher risk operations, enhanced remote access security and further restricted internet access.
- Enhanced security around wire transfer execution.
- Flexible scheduling is being provided to those that are unable to work from home.
- Restructured loan approval process by eliminating Executive Loan Committee meetings using already in place approval limits.
- Implemented a Small Business Administration (“SBA”) module to enable SBA team to offer Paycheck Protection Program (“PPP”) loans to small business clients.
- 308, or 57%, of Veritex employees are working remotely



Taking Care of Clients and Communities

Paycheck Protection Program ("PPP")

- As an SBA preferred lender, Veritex is participating in the CARES Act PPP loan program
- Elected the fair value option to account for PPP loans for reporting purposes
- Total gross fees recognized in second quarter of 2020 approximated $12.5 million
- Effective yield on PPP loans was 1% in accordance with program guidelines

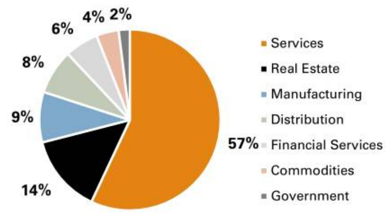
As of June 30, 2020

($ in millions)	# of Loans	$ of Loans
PPP Loans Funded	2,116	$ 400.9 million
Fair Value Adj. (priced at $99.5)[1]	2,116	($ 2.0 million)
PPP Loans at Fair Value	2,116	$ 398.9 million
Average loan approximately $189 thousand; Weighted average fee – 3.13%		

Loan Origination Pool	Total Funded	# of Loans	SBA Fee %	$ Fee
< 150,000	$ 71,494	1,580	5.00%	$ 3.6
$150,001 - $350,000	$ 68,651	301	5.00%	$ 3.4
$350,000 - $2,000,000	$ 146,443	205	3.00%	$ 4.4
> $2,000,000	$ 114,366	30	1.00%	$ 1.1
TOTAL	**$ 400,954**	**2,116**		**$ 12.5**

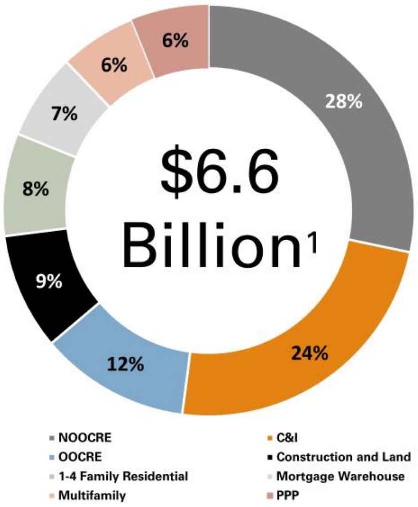
[1] Fair value price was based on a level 2 broker quote.

PPP by Sector



Loan Portfolio by Loan Type

As of June 30, 2020



NOOCRE

Outstanding:	$1.8 Billion
Unfunded:	$127.5Million
Average Loan:	$2.8 Million
WA LTV:	59%
NPL:	1.10%

C&I

Outstanding:	$1.6 Billion
Unfunded:	$685.3 Million
Average Loan:	$393 Thousand
NPL:	1.12%

OOCRE

Outstanding:	$723.8 Million
Unfunded:	$20.5 Million
Average Loan:	$941 Thousand
WA LTV:	62%
NPL:	0.51%

Construction

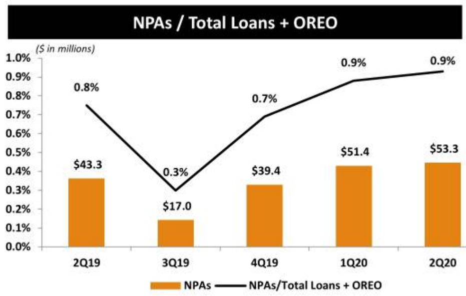
Outstanding:	$566.5 Million
Unfunded:	$630.9 Million
Average Loan:	$1.7 Million
WA LTV:	57%
NPL:	0.13%
WA % Complete:	50%

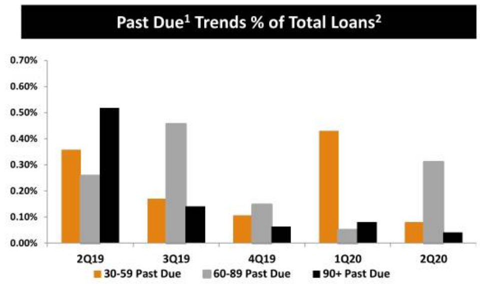
Multifamily

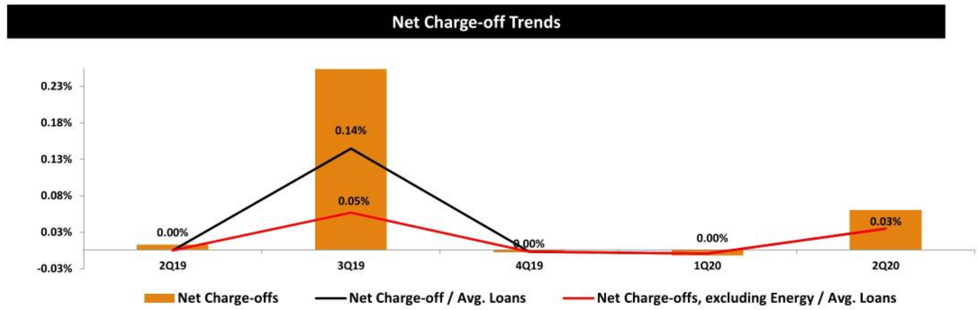
Outstanding:	$388.4 Million
Unfunded:	$10.1 Million
Average Loan:	$5.3 Million
WA LTV:	69%
NPL:	0%

[1] Total loans excludes Loans Held for Sale.

Asset Quality Remains Stable







[1] Past due loans exclude purchased credit deteriorated loans that are accounted for on a pooled basis and non-accrual loans.
[2] Total loans excludes Loans Held for Sale, Mortgage Warehouse and PPP loans.

Pandemic Portfolio Review

Timing – Review performed during June 2020

Phase 1 Scope – All relationships above $2 million that ***one or more*** of the following applies:

- High Risk Industry
- Received a Round 1 Deferment
- Received a PPP loan

Phase 2 Scope – All relationships above $20 million in commitments

Penetration – Phase 1 and Phase 2 targeted review covered $4.9 billion, or 55.2%, of total commitments

Results

- **2.3% of the total committed bank $s were downgraded to Special Mention, or $203.2 million**
  - $126.1 Million of downgrades to Special Mention were in the Hospitality portfolio
  - $25.4 Million of downgrades to Special Mention were in the Retail CRE portfolio
- **0.3% of the total committed bank $s were downgraded to Substandard, or $31.0 Million**
  - $3.8 Million is in the Hospitality portfolio
  - $17 Million relates to a student housing property that is underperforming due to COVID issues
  - $10 Million downgrade is related to a fuel jobber/C-Store operator who is demonstrating poor operating performance

Next Steps

- Reviews will be conducted ***quarterly*** as real time data is collected on borrowers performance in the portfolio

Loan Deferment Program

Round 1: The Loan Deferment Program addresses the significant payment challenges faced by our customers caused by the COVID-19 virus. ***Initially 90-day deferral of principal and/or interest***

Round 2: The second round of the Loan Deferment Program takes a deeper dive into the reasons for the additional deferment request, the actual financial performance of the borrower and the actions being taken by the borrower outside of the deferment request. ***Extended 90-day deferral of principal and/or interest***

As of August 31, 2020

% of Deferrals Resuming Full Payments

93% - C&I

85% - CRE Retail

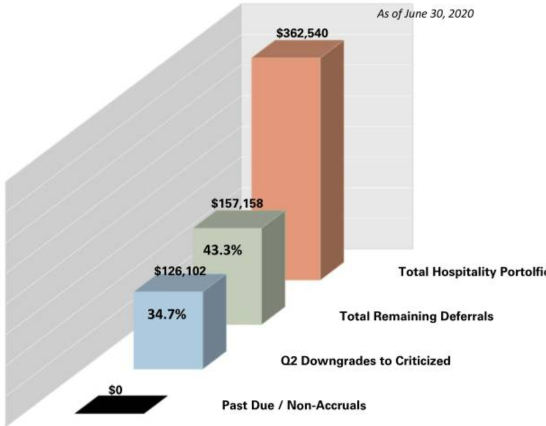
72% - All CRE

As of August 31, 2020 *(in millions)*	$ Remaining on Round 1 Deferrals	$ Approved/Expected on Round 2 Deferrals	$ of Total Remaining Deferrals
CRE Retail	$39,383	$7,507	$46,890
CRE Office	20,777	4,928	25,705
CRE Multifamily	20,040	6,238	26,278
CRE Hospitality	12,808	144,350	157,158
C&I	6,131	26,208	32,339
CRE Other	2,517	43,294	45,811
Other loans	3,932	24,259	28,191
Total	**$105,588**	**$256,784**	**$362,372**

High Risk Industry

Hospitality

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
Term	82	$	341.4	$	335.9	$	4.1
In-Process Construction	5	$	65.4	$	6.6	$	1.3
SBA / USDA	45	$	20.1	$	20.1	$	0.5
Total	**132**	**$**	**426.9**	**$**	**362.6**	**$**	**2.7**
% of Total Loans[1]					**6.3%**		



- ***34%*** Top Tier Hotels (Marriott, Hilton, Starwood, Hyatt) / ***42%*** National Economy Hotels (Intercontinental, Wyndham, Best Western) / ***19%*** Luxury Boutique / ***5%*** No Flag
- Weighted average LTV of ***61%*** on total outstanding
- Approximately ***82%*** of exposure is located within the State of Texas
- ***No*** hotel loans were non-performing as of June 30, 2020
- 2 relationship managers oversee overwhelming majority of this portfolio. They are very experienced in this industry specifically.

- Approximately 35% of the hospitality book was downgraded to a Criticized Risk Rating in Q2.
- Review of our top 25 exposures revealed that revenue increased 103% from May to June and average occupancy increased 18% for the same period.
- 2nd Round deferments are expected to be approximately 60% of Round 1 totals.

[1] Total loans excludes Loans Held for Sale, Mortgage Warehouse and PPP loans.

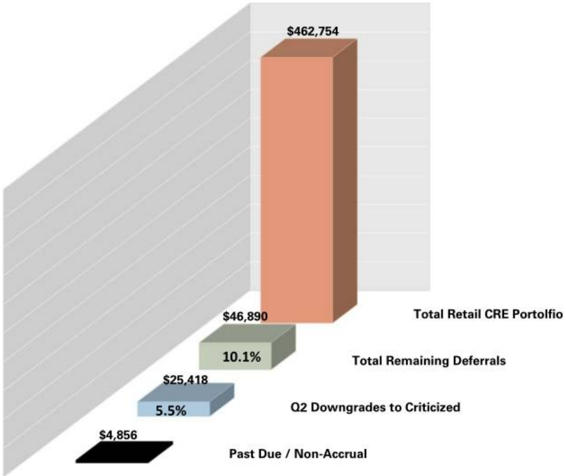
High Risk Industry

Retail CRE

As of June 30, 2020

($ in millions)	#	$ Commitment	$ Outstanding	Avg. Loan Amount
NOOCRE Retail	188	$ 411.6	$ 392.1	$ 2.1
Construction Retail	22	$ 139.2	$ 70.7	$ 3.2
Total	**210**	**$ 550.8**	**$ 462.8**	**$ 2.2**
% of Total Loans[1]			**8.1%**	

- Weighted average LTV of **55.2%** on total outstanding
- Approximately ***6.9%*** of outstanding exposure are Criticized assets
- ***7*** borrowers with loans in excess of $10 million with an average LTV of ***62%***
- Approximately ***95%*** of outstanding exposure is located in the Bank's primary market of Texas
- ***0.32%*** of retail loans were non-performing as of June 30, 2020. This was a single loan that resolved as of July 7,2020



[1] Total loans excludes Loans Held for Sale, Mortgage Warehouse and PPP loans.

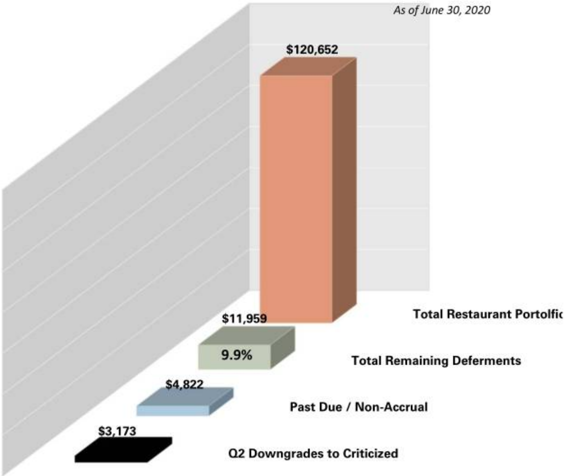
High Risk Industry

Restaurant

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
Term	103	$	116.1	$	97.6	$	1.0
In-Process Construction	4	$	4.8	$	3.9	$	1.0
SBA / USDA	45	$	19.2	$	19.1	$	0.4
Total	**152**	**$**	**140.1**	**$**	**120.6**	**$**	**0.8**
% of Total Loans[1]					**2.1%**		

- ***62%*** Quick Service / ***38%*** Full Service
- A total of ***80%*** of the portfolio is secured by real estate assets with an average LTV of ***60%***
- Approximately ***83%*** of exposure is located within the State of Texas
- ***2.03%*** of restaurant loans were non-performing as of June 30, 2020
- ***6*** borrowers (11 loans) account for approximately $42 million, or 36%, of the outstanding balance. All but one of these loans are secured by CRE. The one not secured by CRE is one of the most prominent chains in DFW.

As of June 30, 2020



- The largest CRE exposure in this book, approximately $21 million, has not requested a ***Round 2*** deferment and has resumed making scheduled payments
- Past due / Non-accrual loans are primarily in government guaranteed loans that were problem assets prior to the COVID

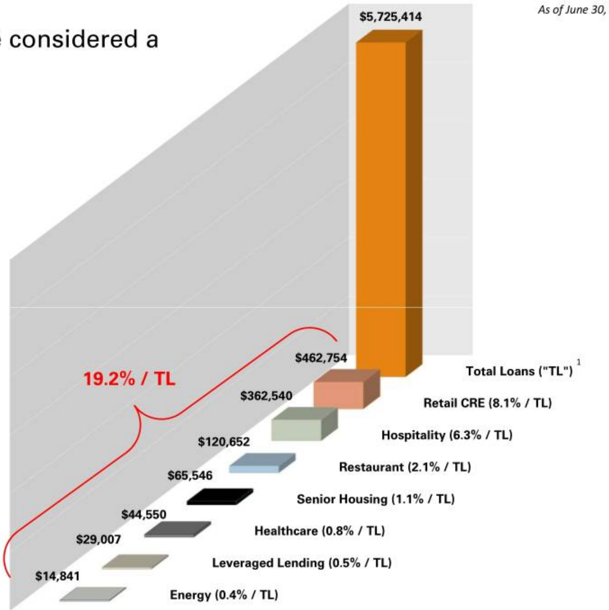
[1] Total loans excludes Loans Held for Sale, Mortgage Warehouse and PPP loans.

High Risk Industry Summary

As of June 30, 2020

The following portfolios are considered a High Risk Industry:

- Retail CRE
- Hospitality
- Restaurants
- Senior Housing
- Healthcare
- Leveraged Lending
- Energy



[1] Total loans excludes Loans Held for Sale, Mortgage Warehouse and PPP loans.

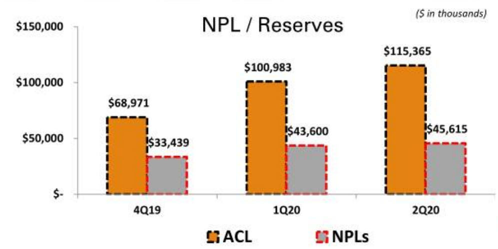
CECL – Continuing Reserve Build

($ in thousands)	January 1, 2020	March 31, 2020	June 30, 2020	June 30, 2020 Reserve % per Portfolio
Pooled Loans, exc. MW and PPP				
Commercial	$ 19,102	$ 24,814	$ 23,370	1.55%
CRE	17,351	28,619	38,590	1.55%
Multifamily	2,593	4,900	6,429	1.63%
Construction and Land	3,180	6,172	9,084	1.49%
1-4 Family Residential	5,094	7,583	10,217	1.95%
Consumer	338	323	311	2.13%
Total	**$ 47,658**	**$ 72,411**	**$ 88,001**	**1.59%**
Specific Reserves	$ 1,602	$ 5,921	$ 5,713	13.60%
PCD Reserves	$ 19,711	$ 22,651	$ 21,651	14.80%
Allowance for Credit Loss ("ACL"), exc. MW and PPP	**$ 68,971**	**$ 100,983**	**$ 115,365**	
ACL / Total LHFI, exc. MW and PPP	**1.23%**	**1.73%**	**2.01%**	
ACL / Total LHFI	**1.16%**	**1.62%**	**1.76%**	
Reserve for Unfunded Expected to Fund	**$ 1,718**	**$ 5,599**	**$ 8,398**	
Net Charge-offs		**$ 236**	**$ (1,554)**	

14.2% in Reserves

CECL Modeling Assumptions

- Moody's Texas unemployment and year-over-year % change in Texas GDP utilized in model
- Forecasts feature significant recessionary estimates followed by slow improvement
  - Texas Unemployment increases from 8.2% 3Q20 to 8.45% 2Q21
  - % YOY change in Texas GDP bottoms out (7.1%) in 3Q20 recovering to 7.4% by 2Q21
- Continued elevated qualitative reserves equating to a ending ACL mirroring Moody's stressed W shape economic recovery



Capital Remains Strong and Continues to Build

($ in thousands)	June 30, 2020	March 31, 2020	$ Change
Basel III Standarized[1]			
CET1 capital	$ 726,006	$ 701,401	$ 24,605
CET1 capital ratio	9.7%	9.5%	
Leverage capital	$ 755,121	$ 730,461	$ 24,660
Leverage capital ratio	9.2%	9.9%	
Tier 1 capital	$ 755,121	$ 730,461	$ 24,660
Tier 1 capital ratio	10.1%	9.9%	
Total capital	$ 955,220	$ 918,866	$ 36,354
Total capital ratio	12.7%	12.5%	
Risk weighted assets	$ 7,516,531	$ 7,359,811	$ 156,720
Total assets[2]	$ 8,587,858	$ 8,531,624	$ 56,234
Tangible common equity / Tangible Assets[3]	8.96%	8.81%	

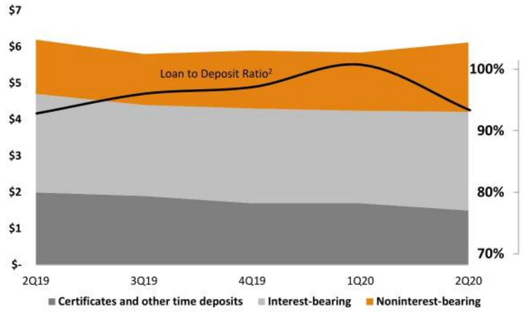
Ratios as of June 30, 2020

- Dividends
  - On July 28, 2020, declared quarterly cash dividend of $0.17 per common share payable in August 2020
  - Will continuously review dividend with Board of Directors throughout the COVID-19 pandemic
- Stock Buyback Program
  - ***Suspended*** on March 16, 2020
- Elected option to delay CECL transition impact on regulatory capital for 2 years, followed by a three-year transition period

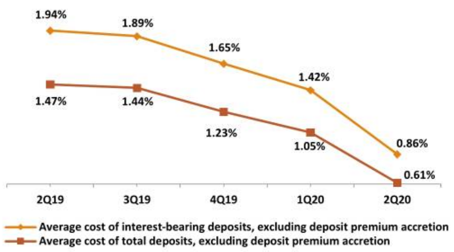
[1] Estimated capital measures inclusive of CECL capital transition provisions as of June 30, 2020.
[2] Total assets includes PPP loans that we did not utilize the Paycheck Protection Program Liquidity Facility to fund.
[3] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Deposits – Record Growth & Improving Mix

- Total deposits, excluding time deposits, increased $535.7 million, or 52.0% annualizes during the second quarter of 2020.
- Noninterest-bearing deposits totaled $1.9 billion, which comprised 31.1% of total deposits as of June 30, 2020.
- Excluding mortgage warehouse and PPP loans, the loan to deposit ratio was 93.5% at June 30, 2020.
- Reliance on less valuable time deposits has decreased from 33% in 2Q19 to 25% in 2Q20.
- Cost of interest-bearing deposits, excluding deposit premium accretion, declined 56 bps in 2Q20 to 0.86%.



Quarterly Cost of Interest-bearing Deposits and Total Deposits[1]



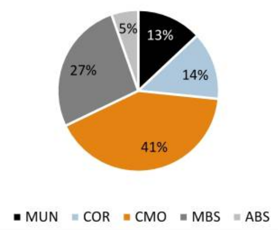
CD Maturity Table

	Balance	WA Rate
3Q20	431,576	1.41%
4Q20	282,475	1.68%
1Q21	235,424	1.61%
2Q21	271,539	1.20%
3Q21	79,820	1.83%
4Q21	69,107	1.69%
1Q22	58,278	1.73%
2Q22+	75,482	1.87%
Total	**1,503,701**	**1.52%**

1 Average costs of interest-bearings deposits excludes $1,355, $1,210, $740, $423 and $263 of deposit premium accretion as of 2Q19, 3Q19, 4Q19, 1Q20 and 2Q20, respectively.
2 Loan to Deposit Ratio excluding mortgage warehouse and PPP loans.

Robust and Stable Liquidity

Debt Securities Portfolio as of June 30, 2020



Available for Sale Portfolio Breakout

Security Type	Book Value	Market Value	Net Unrealized Gain
Corporate	$ 150,923	$ 151,329	$ 406
Municipal	114,789	122,324	7,535
Mortgage-Backed Security	271,680	289,444	17,764
Collateralized Mortgage Obligation	433,532	457,026	23,494
Asset Backed Securities	56,531	59,947	3,416
	$ 1,027,455	**$ 1,080,070**	**$ 52,615**

No required provision for credit loss on our debt securities portfolio as of June 30, 2020

Ratings Profile

S&P		Moody's	
AAA	75.2%	Aaa	66.8%
AA	0.7%	Aa1	0.5%

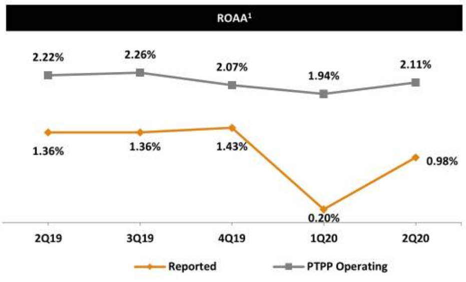
Portfolio Highlights

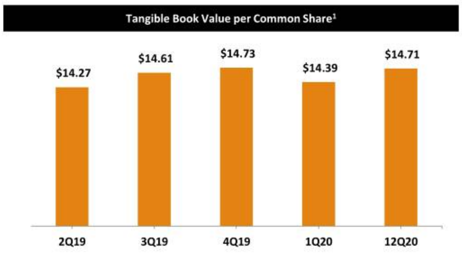
Wtd. Avg. Tax Equivalent Yield	2.88%
% Available-for-Sale	97.0%
Avg. Life	5.8 yrs
Modified Duration	4.1 yrs

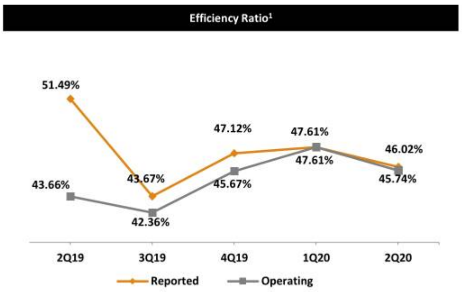
$ in millions

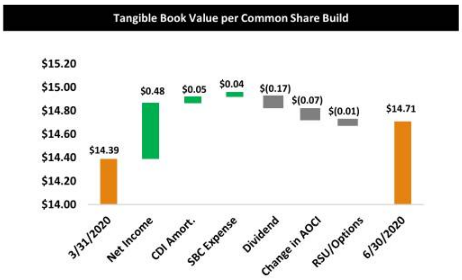
Primary & Secondary Liquidity Sources		
Cash and Cash Equivalents	$	160,306
Unpledged Investment Securities		1,025,743
FHLB Borrowing Availability		311,464
Unsecured Lines of Credit		175,000
Funds Available through Fed Discount Window		620,503
Available Paycheck Protection Program Liquidity Facility ("PPPLF") from FRB	$	400,954
Total as of June 30, 2020	**$**	**2,693,970**

Key Financial Metrics









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

Net Interest Income

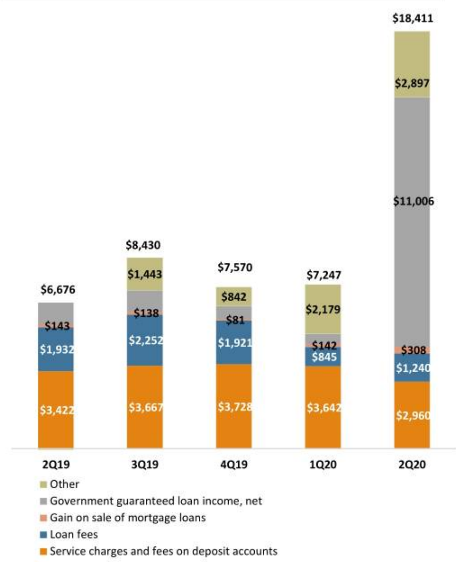
- Net interest income of $65.8 million, down slightly from 1Q20
- Net interest margin of 3.31% down 36 bps compared to 1Q20
- Drivers of NIM decrease are as follows:
  - 12 bps of the decline is due to lower interest rates
  - 9 bps of the decline is due to the impact of PPP lending with a 1% yield
  - 6 bps of the decline is due to lower purchase accounting adjustments
  - Remaining decline is primarily due to an unfavorable mix shift
- Loan yields decreased 64 bps mainly driven by 83 bps decline in 1 Mo Libor during Q2 and a flattening yield curve
- Costs of interest bearing deposits decreased 55 bps due to repricing efforts in a lower rate environment
- Strong growth in in non-time deposits at lower rates helped offset the decline in loan yields

[1] Purchase accounting adjustments are primarily comprised of loan accretion and deposit premium amortization of $3.1 million and $263 thousand, respectively, in 2Q20, $ $4.4 million and $423 thousand, respectively, in 1Q20, $5.6 million and $740 thousand, respectively, in 4Q19, $4.2 million and $1.2 million, respectively, in 3Q19 and $3.6 million and $1.9 million, respectively, in 2Q19.

Noninterest Income/Expense (Operating)

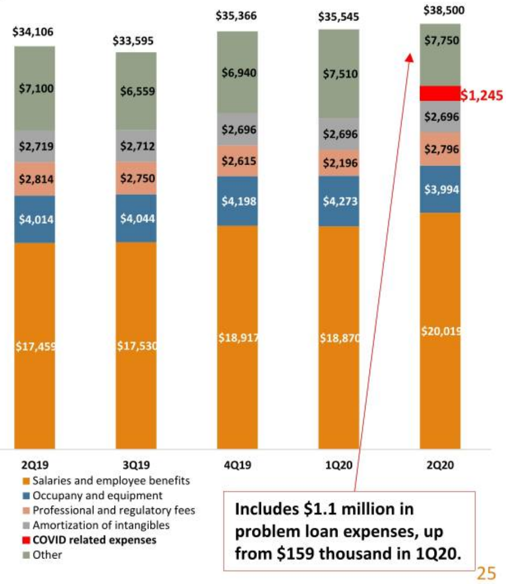
($ in thousands)

Operating Noninterest Income[1] Composition



($ in thousands)

Operating Noninterest Expense[1] Composition



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

Building to Weather the Pandemic and Capture Opportunities

Talent Additions

- Significant additions and depth added to the Senior Executive Vice President Team including:
  - Jim Recer, Chief Banking Officer
  - Cara McDaniel, Chief Talent Officer
  - Scooter Smith, Head of Private Bank

Well Capitalized

- 9.66% CET1 Ratio
- 10.05% Tier 1 Ratio
- $1.2 billion Total Capital

PTPP

- Continued focus on growing pre-tax, pre-provision operating return earnings which increased $6.6 million from the first quarter of 2020 to the second quarter of 2020
- PTPP ROAA above 2% 5 out of the last 6 quarters

Conservative Credit Discipline

- Maintaining conservative underwriting standards
- Proactive pandemic portfolio deep dive review with 55% penetration
- Net charge-offs, excluding energy, to average loans has averaged 0.016% for the past five quarters

Customer and Community Focused

- Maintain focus on the community we serve including donations and outreach where most needed in our community
- Provide constant support to customers helping navigate and respond to the most urgent needs during these uncharted times
- Care, concern and work flexibility with increased protocol for entire staff

Supplemental

Reconciliation of Non-GAAP Financial Measures

	As of				
	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	June 30, 2019
	(Dollars in thousands, except per share data)				
Tangible Common Equity					
Total stockholders' equity	$ 1,163,749	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,840)	(370,463)	(370,221)
Core deposit intangibles	(62,661)	(65,112)	(67,563)	(70,014)	(72,465)
Tangible common equity	$ 730,248	$ 713,317	$ 752,394	$ 765,053	$ 762,607
Common shares outstanding	49,633	49,557	51,064	52,373	53,457
Book value per common share	$ 23.45	$ 23.19	$ 23.32	$ 23.02	$ 22.55
Tangible book value per common share	$ 14.71	$ 14.39	$ 14.73	$ 14.61	$ 14.27

	As of				
	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	June 30, 2019
	(Dollars in thousands)				
Tangible Common Equity					
Total stockholders' equity	$ 1,163,749	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,840)	(370,463)	(370,221)
Core deposit intangibles	(62,661)	(65,112)	(67,563)	(70,014)	(72,465)
Tangible common equity	$ 730,248	$ 713,317	$ 752,394	$ 765,053	$ 762,607
Tangible Assets					
Total assets	$ 8,587,858	$ 8,531,624	$ 7,954,937	$ 7,962,883	$ 8,010,106
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,840)	(370,463)	(370,221)
Core deposit intangibles	(62,661)	(65,112)	(67,563)	(70,014)	(72,465)
Tangible Assets	$ 8,154,357	$ 8,095,672	$ 7,516,534	$ 7,522,406	$ 7,567,420
Tangible Common Equity to Tangible Assets	8.96 %	8.81 %	10.01 %	10.17 %	10.08 %

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended					For the Six Months Ended	
	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	June 30, 2019	June 30, 2020	June 30, 2019
	(Dollars in thousands)						
Net income available for common stockholders adjusted for amortization of core deposit intangibles							
Net income	$ 24,028	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 28,162	$ 34,283
Adjustments:							
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,451	4,902	4,928
Less: Tax benefit at the statutory rate	515	515	515	515	515	1,030	1,035
Net income available for common stockholders adjusted for amortization of core deposit intangibles	$ 25,964	$ 6,070	$ 30,987	$ 29,341	$ 28,812	$ 32,034	$ 38,176
Average Tangible Common Equity							
Total average stockholders' equity	$1,155,798	$1,183,116	$1,197,191	$1,210,147	$1,200,632	$1,142,626	$1,193,990
Adjustments:							
Average goodwill	(370,840)	(370,840)	(370,463)	(370,224)	(369,255)	(370,840)	(368,524)
Average core deposit intangibles	(64,151)	(66,439)	(68,913)	(71,355)	(73,875)	(65,296)	(75,293)
Average tangible common equity	$ 720,807	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 706,490	$ 750,173
Return on Average Tangible Common Equity (Annualized)	14.49 %	3.27 %	16.22 %	15.15 %	15.26 %	9.12 %	10.26 %

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended					For the Six Months Ended	
	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	June 30, 2019	June 30, 2020	June 30, 2019
	(Dollars in thousands)						
Operating Earnings							
Net income	$ 24,028	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 28,162	$ 34,283
Plus: (Gain) loss on sale of securities available for sale, net	(2,879)	—	438	—	642	(2,879)	1,414
Plus: Loss on sale of disposed branch assets[1]	—	—	—	—	359	—	359
Plus: FHLB pre-payment fees	1,561	—	—	—	—	1,561	—
Plus: Merger and acquisition expenses	—	—	918	1,035	5,431	—	36,648
Operating pre-tax income	22,710	4,134	30,407	28,440	33,308	26,844	72,704
Less: Tax impact of adjustments	(277)	—	(23)	217	1,351	(277)	8,068
Plus: Other M&A tax items[2]	—	—	829	406	277	—	277
Plus: Discrete tax adjustments[3]	(1,799)	—	(965)	—	—	(1,799)	—
Operating earnings	$ 21,188	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 25,322	$ 64,913
Weighted average diluted shares outstanding	49,727	51,056	52,263	53,873	54,929	50,383	54,929
Diluted EPS	$ 0.48	$ 0.08	$ 0.56	$ 0.51	$ 0.49	$ 0.56	$ 0.62
Diluted operating EPS	0.43	0.08	0.58	0.53	0.59	0.50	1.18

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

[2] Other M&A tax items of $829 thousand, $406 thousand and $277 thousand recorded during the three months ended December 31, 2019, September 30, 2019 and June 30, 2019, respectively, relate to permanent tax expense recognized by the Company as a result of deduction limitations on compensation paid to covered employees in excess of the 162(m) limitation directly due to change-in-control payments made to covered employees in connection with the Green acquisition.

[3] Discrete tax adjustments of $965 thousand were recorded during the fourth quarter of 2019 primarily due to the Company recording a net tax benefit of $1.6 million as a result of the Company settling an audit with the IRS. The Company released an uncertain tax position reserve that was assumed in the Green acquisition resulting in a $2.2 million tax benefit, offset by tax expense totaling $598 thousand that were recorded due to the Tax Cuts and Jobs Act rate change on deferred tax assets resulting from the IRS audit settlement. The net IRS settlement was offset by various discrete, non-recurring tax expenses totaling $0.6 million. A discrete tax benefit of $1,799 was recorded as a result of the Company amending a prior year Green tax return to carry back a net operating loss ("NOL") incurred by Green on January 1, 2019. The Company was allowed to carry back this NOL as result of a provision in the CARES Act which permits NOLs generated in tax years 2018, 2019 or 2020 to be carried back five years.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended					For the Six Months Ended	
	June 30, 2020	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	June 30, 2019	June 30, 2020	June 30, 2019
	(Dollars in thousands)						
Pre-Tax, Pre-Provision Operating Earnings							
Net income	$ 24,028	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 28,162	$ 34,283
Plus: Provision (benefit) for income taxes	3,987	(684)	8,168	7,595	7,369	3,303	9,358
Pus: Provision for credit losses and unfunded commitments	18,971	35,657	3,493	9,674	3,335	54,628	8,347
Plus: (Gain) loss on sale of securities available for sale, net	(2,879)	—	438	—	642	(2,879)	1,414
Plus: Loss on sale of disposed branch assets[1]	—	—	—	—	359	—	359
Plus: FHLB pre-payment fees	1,561	—	—	—	—	1,561	—
Plus: Merger and acquisition expenses	—	—	918	1,035	5,431	—	36,648
Pre-tax, pre-provision operating earnings	$ 45,668	$ 39,107	$ 42,068	$ 45,709	$ 44,012	$ 84,775	$ 90,409
Average total assets	$8,689,774	$8,125,782	$8,043,505	$8,009,377	$7,937,319	$8,380,947	$7,888,043
Pre-tax, pre-provision operating return on average assets[2]	2.11 %	1.94 %	2.07 %	2.26 %	2.22 %	2.03 %	2.31 %
Average total assets	$8,689,774	$8,125,782	$8,043,505	$8,009,377	$7,937,319	$8,380,947	$7,888,043
Return on average assets[2]	1.11 %	0.20 %	1.43 %	1.36 %	1.36 %	0.68 %	0.88 %
Operating return on average assets[2]	0.98	0.20	1.49	1.42	1.63	0.61	1.66
Operating earnings adjusted for amortization of core deposit intangibles							
Operating earnings	$ 21,188	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 25,322	$ 64,913
Adjustments:							
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,451	4,902	4,928
Less: Tax benefit at the statutory rate	515	515	515	515	515	1,030	1,035
Operating earnings adjusted for amortization of core deposit intangibles	$ 23,124	$ 6,070	$ 32,230	$ 30,565	$ 34,170	$ 29,194	$ 68,806
Average Tangible Common Equity							
Total average stockholders' equity	$1,155,798	$1,183,116	$1,197,191	$1,210,147	$1,200,632	$1,142,626	$1,193,990
Adjustments:							
Less: Average goodwill	(370,840)	(370,840)	(370,463)	(370,224)	(369,255)	(370,840)	(368,524)
Less: Average core deposit intangibles	(64,151)	(66,439)	(68,913)	(71,355)	(73,875)	(65,296)	(75,293)
Average tangible common equity	$ 720,807	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 706,490	$ 750,173
Operating return on average tangible common equity[2]	12.90 %	3.27 %	16.87 %	15.78 %	18.09 %	8.31 %	18.50 %
Efficiency ratio	46.02 %	47.61 %	47.12 %	43.67 %	51.49 %	46.76 %	67.28 %
Operating efficiency ratio	45.74 %	47.61 %	45.67 %	42.36 %	43.66 %	46.62 %	43.60 %

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

Reconciliation of Non-GAAP Financial Measures

	As of				
	30-Jun-20	31-Mar-20	31-Dec-19	30-Sep-19	30-Jun-19
	(Dollars in thousands, except per share data)				
Operating Noninterest Income					
Noninterest income	$ 21,290	$ 7,247	$ 7,132	$ 8,430	$ 6,034
Plus: Loss (gain) on sale of securities availablefor sale, net	(2,879)	-	438	-	642
Operating noninterest income	$ 18,411	$ 7,247	$ 7,570	$ 8,430	$ 6,676
Operating Noninterest Expense					
Noninterest expense	$ 40,061	$ 35,545	$ 36,284	$ 34,630	$ 39,896
Plus: Loss (gain) on sale of disposed branch assets[1]	-	-	-	-	359
Plus: FHLB pre-payment fees	1,561	-	-	-	-
Plus: Merger and acquisition expenses	-	-	918	1,035	5,431
Operating noninterest expense	$ 38,500	$ 35,545	$ 35,366	$ 33,595	$ 34,106

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

VERITEX