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*Creating a Premier Texas Community Banking Franchise*

*July 24, 2018*

# Forward Looking Statements

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This presentation includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on various facts and derived utilizing important 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 impact Veritex expects its proposed acquisition of Green to have on the combined entity's operations, financial condition, and financial results, and Veritex's expectations about its ability to successfully integrate the combined businesses and the amount of cost savings and overall operational efficiencies Veritex expects to realize as a result of the proposed acquisition. The forward-looking statements also include statements about 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 economic 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,” “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. Further, certain factors that could affect future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to, the possibility that the proposed acquisition does not close when expected or at all because required regulatory, shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all, the failure to close for any other reason, changes in Veritex's share price before closing, that the businesses of Veritex and Green will not be integrated successfully, that the cost savings and any synergies from the proposed acquisition may not be fully realized or may take longer to realize than expected, disruption from the proposed acquisition making it more difficult to maintain relationships with employees, customers or other parties with whom Veritex or Green have business relationships, diversion of management time on merger-related issues, risks relating to the potential dilutive effect of shares of Veritex common stock to be issued in the transaction, the reaction to the transaction of the companies' customers, employees and counterparties and other factors, many of which are beyond the control of Veritex and Green. 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, 2017, the Annual Report on Form 10-K filed by Green for the year ended December 31, 2017 and any updates to those risk factors set forth in Veritex's and Green's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings, which have been filed with the U.S. Securities and Exchange Commission (“SEC”) and 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 or Green 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. Neither Veritex nor Green undertakes 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. All forward-looking statements, expressed or implied, included in this presentation are expressly qualified in their entirety by the cautionary statements contained or referred to herein.

# Forward Looking Statements

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## Important Additional Information will be Filed with the SEC

This presentation does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval with respect to the proposed acquisition by Veritex Holdings, Inc. (“Veritex”) of Green Bancorp, Inc. (“Green”). No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, as amended, and no offer to sell or solicitation of an offer to buy shall be made in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the proposed transaction, Veritex plans to file with the SEC a Registration Statement on Form S-4 containing a joint proxy statement of Veritex and Green and a prospectus of Veritex (the “Joint Proxy/Prospectus”), and each of Veritex and Green may file with the SEC other documents regarding the proposed transaction. The definitive Joint Proxy /Prospectus will be mailed to shareholders of Veritex and Green. **SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY/PROSPECTUS REGARDING THE TRANSACTION CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE AND ANY OTHER DOCUMENTS FILED WITH THE SEC BY VERITEX AND GREEN, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.** Investors will be able to obtain free copies of the Registration Statement and the Joint Proxy/Prospectus (when available) and other documents filed with the SEC by Veritex and Green through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). Free copies of the Registration Statement and the Joint Proxy /Prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225, or by directing a request to Green Bancorp, Inc., 4000 Greenbriar Street, Houston, Texas 77098.

## Participants in the Solicitation

Veritex, Green and their respective directors and certain of their executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Green or Veritex in respect of the proposed transaction. Information regarding Veritex's directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 3, 2018, and information regarding Green's directors and executive officers is available in its proxy statement for its 2018 annual meeting of shareholders, which was filed with the SEC on April 13, 2018. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the Joint Proxy/Prospectus and other relevant materials to be filed with the SEC when they become available. Free copies of this document may be obtained as described in the preceding paragraph.

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## *Second Quarter Highlights*

# VBTX Q2 2018 Financial Highlights

(Dollars in Thousands, Except per Share)

## Commentary

- ★ Strong loan production with Q2 annualized growth of 18%
- ★ Record new loan commitments for the quarter of \$443 million
- ★ Expansion of Core ROAA<sup>(1)</sup> from 1.22% to 1.30% linked quarter
- ★ Improvement in Core Efficiency Ratio<sup>(1)</sup> from 57.2% to 51.5% linked quarter
- ★ Excellent credit quality with NPAs at 0.16% of total assets

	Q2 2018	Q1 2018
<b>Balance Sheet</b>		
Total Loans	\$ 2,418,908	\$ 2,316,089
Total Deposits	2,490,418	2,493,794
Total Assets	3,133,627	3,063,319
Stockholders' Equity	508,441	497,433
Book Value per Common Share	\$ 21.03	\$ 20.60
Tangible Common Equity <sup>(1)</sup>	329,512	317,376
Tangible Book Value per Common Share <sup>(1)</sup>	\$ 13.63	\$ 13.14
<b>Income Statement</b>		
Net Interest Income	\$ 27,624	\$ 29,102
Noninterest Income	2,592	2,781
Noninterest Expense	16,169	17,306
Core Noninterest Expense <sup>(1)</sup>	14,705	14,485
Net Income Available to Common	10,193	10,388
Core Net Income Available to Common <sup>(1)</sup>	9,906	8,968
Diluted EPS	\$ 0.42	\$ 0.42
Core Diluted EPS <sup>(1)</sup>	0.40	0.37
<b>Selected Ratios</b>		
Net Interest Margin	4.07%	4.46%
Core Net Interest Margin <sup>(1)</sup>	3.83%	3.84%
Efficiency Ratio	53.5%	54.3%
Core Efficiency Ratio <sup>(1)</sup>	51.5%	57.2%
Return on Average Assets	1.34%	1.41%
Core Return on Average Assets <sup>(1)</sup>	1.30%	1.22%
<b>Credit Quality</b>		
NPAs / Assets	0.16%	0.12%
NPLs / Total Loans	0.20%	0.58%
NCOs / Avg. Loans	0.00%	0.01%


(1) As used in this presentation, tangible common equity, tangible book value per share, core ROAA, core net interest margin, core noninterest expense, core net income available to common, core diluted EPS and core efficiency ratio are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, see the end of the presentation.





# GNBC Q2 2018 Financial Highlights


(Dollars in Thousands, Except per Share)


## Commentary


 Diluted EPS increased to \$0.44 from \$0.25 vs Q1 2018

 ROATCE and ROAA increased to 17.65% and 1.54%, respectively

 Record loan production of over \$367 million in Q2 with annualized loan growth at 10.6%

 NIM expanded to 3.94% in Q2, up 7 bps

 Efficiency ratio improved to 50.1%

 NPAs declined 64 bps to 1.36%

## Balance Sheet

	Q2 2018	Q1 2018
Total Loans	\$ 3,227,100	\$ 3,143,797
Total Deposits	3,426,050	3,453,727
Total Assets	4,391,677	4,225,247
Shareholders' Equity	479,493	468,878
Book Value per Common Share	\$ 12.86	\$ 12.62
Tangible Common Equity <sup>(1)</sup>	386,321	375,400
Tangible Book Value per Share <sup>(1)</sup>	\$ 10.36	\$ 10.10

## Income Statement

Net Interest Income	\$ 39,761	\$ 38,242
Provision Expense	1,897	9,663
Noninterest Income	5,485	5,158
Noninterest Expense	22,645	22,053
Net Income Available to Common	16,421	9,362
Diluted EPS	\$ 0.44	\$ 0.25

## Selected Ratios

Net Interest Margin	3.94%	3.87%
Efficiency Ratio	50.1%	50.8%
Return on Average Assets	1.54%	0.90%
Return on Average Tangible Common Equity <sup>(1)</sup>	17.7%	10.5%

## Credit Quality

NPAs / Assets	1.36%	2.00%
NPLs / Total Loans	1.09%	1.22%
NCOs / Avg. Loans	0.16%	0.08%


Source: GNBC documents.


(1) As used in this presentation, tangible common equity, tangible book value per share and return on average tangible common equity are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, see the end of the presentation.



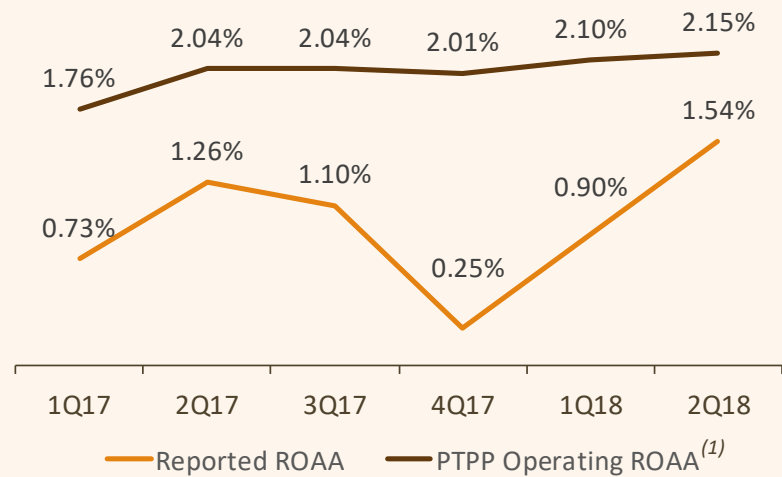
# GNBC Inflection Point

## Key Observations

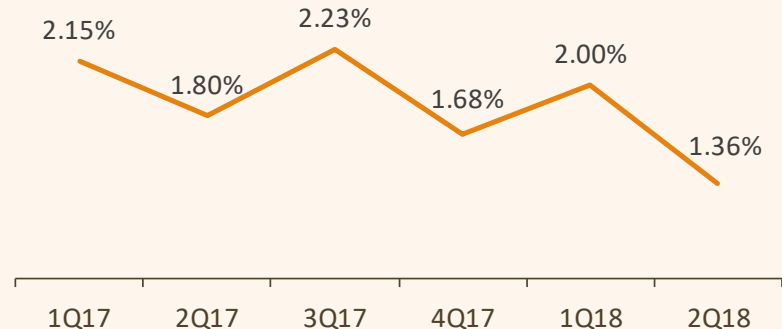
 GNBC's core earnings power as illustrated by PTPP ROAA<sup>(1)</sup> of 2.15% for Q2 continues to improve reflecting the benefits of an asset sensitive balance sheet.

 Risk inherent in GNBC balance sheet post the decision to exit energy lending has reached the lowest point in years as NPAs declined 64 bps. Management's outlook for the remainder of the year is for continued improvement in NPAs

## ROAA



## NPAs / Assets



Source: GNBC documents.

(1) As used in this presentation, PTPP Operating ROAA is a non-GAAP financial measure. For a reconciliation of this non-GAAP financial measure to its comparable GAAP measure, see the end of the presentation.

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# *Merger Overview*



# Strategic and Financial Rationale

## Compelling Strategic Rationale

### Enhances Franchise

- ★ Creates a premier Texas community bank centered in DFW and Houston
- ★ Increases scarcity value with top 10 pro forma deposit market share among Texas-based commercial banks in Texas, DFW and Houston<sup>(1)</sup>

### Increases Scale

- ★ Combines strengths of leadership teams at both companies
- ★ Drives positive operating leverage and ability to increase investment in technology

### Broadens Opportunities

- ★ Improves customer service offering – breadth of products and lending capacity
- ★ Strengthens ability to serve and attract employees and customers

## Financially Attractive

- ★ GAAP EPS accretion of ~25%+ in 2019E and 2020E
- ★ Manageable tangible book value per share dilution (12.0%) with earnback of ~2.8 years
- ★ Enhances ROATCE by ~400+ bps
- ★ Internal rate of return in excess of ~20%
- ★ Strong pro forma capital levels with substantial internal capital generation to fund future growth
- ★ Comprehensive reciprocal due diligence conducted and conservative modeling assumptions

(1) Excludes thrifts.

# Overview of Transaction Terms

<b>Transaction:</b>	Green Bancorp, Inc. (“GNBC”) to merge with and into Veritex Holdings, Inc. (“VBTX”)	
<b>Legal and Accounting Acquiror:</b>	Veritex Holdings, Inc.	
<b>Consideration:</b>	100% stock (exchange ratio of 0.79 VBTX shares per GNBC share)	
<b>Options Treatment</b>	GNBC options rolled into VBTX options Stock appreciation rights net settled in cash	
<b>Aggregate Transaction Value:</b>	Deal Value: \$1.0 billion <sup>(1)</sup> , or \$25.89 per GNBC share Price / TBVPS : 2.50x Price / 2018E EPS <sup>(2)</sup> : 15.2x Price / 2019E EPS <sup>(2)</sup> : 13.0x	
<b>Headquarters:</b>	Dallas, TX	
<b>Expected Fully Diluted Ownership Split:</b>	~45% VBTX, ~55% GNBC	
<b>Named Executives:</b>	Chairman & CEO: Malcolm Holland (VBTX) CFO: Terry Earley (GNBC)	DFW City President: Jeffrey Kesler (VBTX) Houston City President: Geoffrey Greenwade (GNBC) CCO: Clay Riebe (VBTX)
<b>Board Composition:</b>	Six board seats VBTX, three board seats GNBC (including Manny Mehos, Chairman & CEO of GNBC)	
<b>Required Approvals:</b>	Customary regulatory and shareholder approvals	
<b>Expected Closing:</b>	1Q 2019	

Note: Aggregate transaction value is based off of VBTX’s trading price of \$32.77 and GNBC’s trading price of \$22.50 as of 7/23/18.

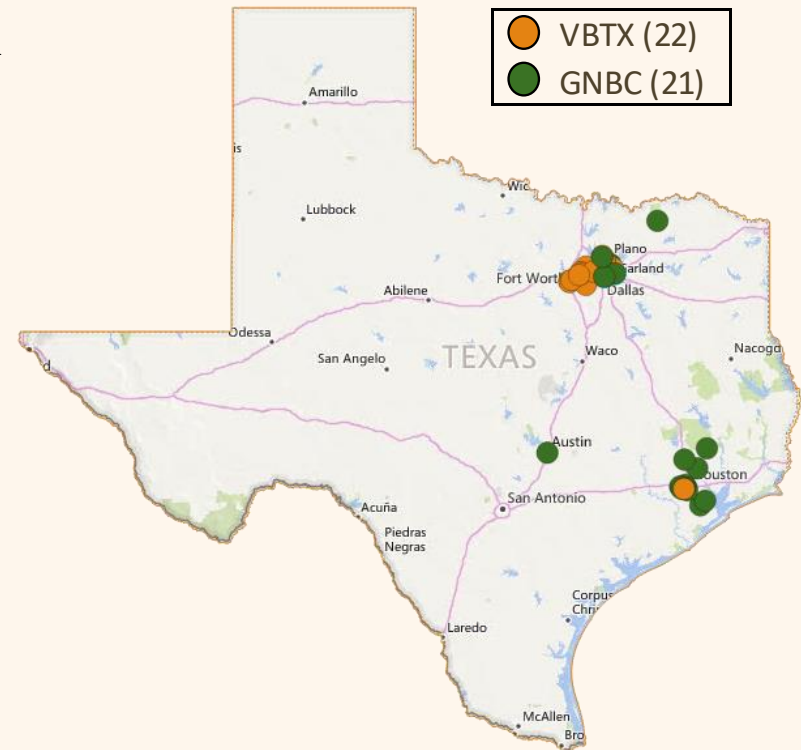
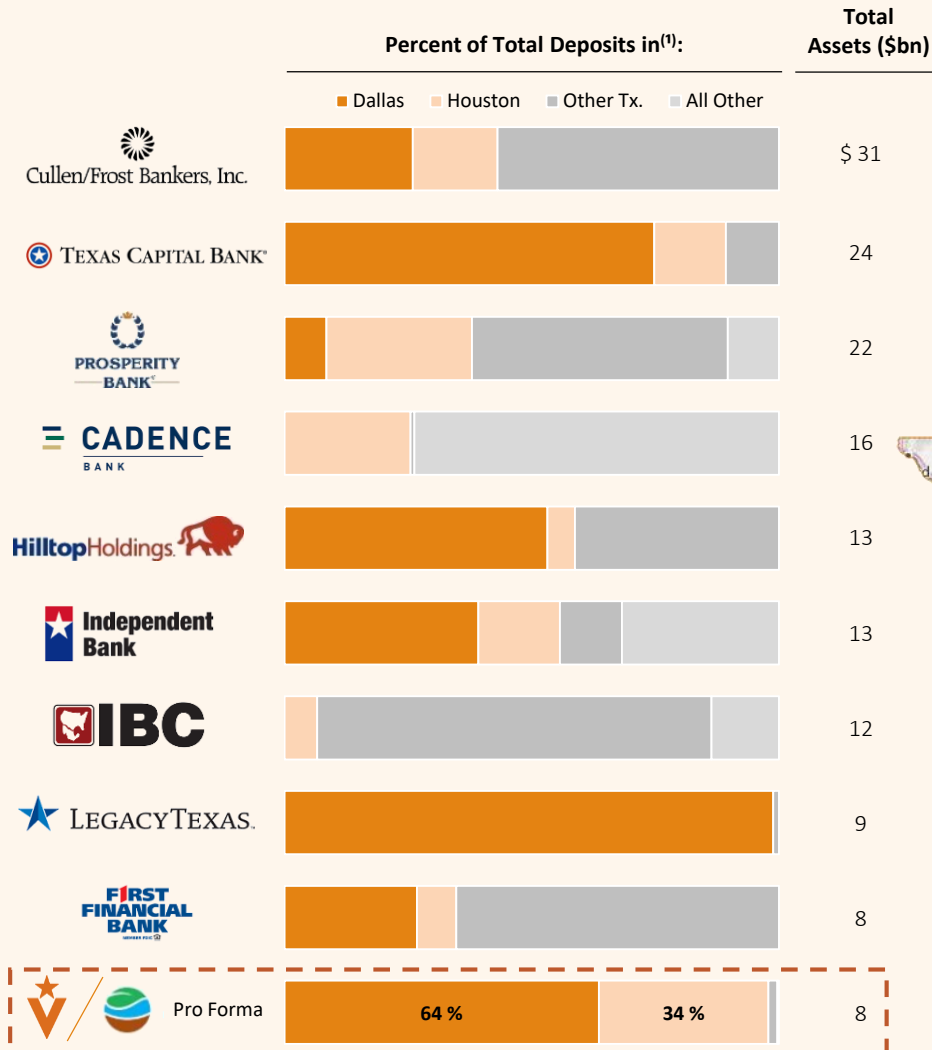
(1) Based on 38.9 million acquisition shares.

(2) Based on consensus estimates.



# Uniquely Attractive Texas Franchise

Creates the only Texas bank focused primarily across the attractive DFW and Houston MSAs



Source: S&P Global Market Intelligence.

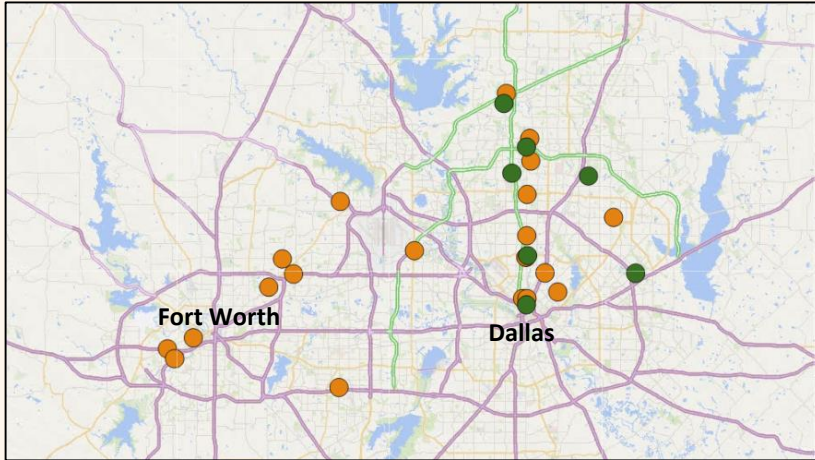
Note: Deposit market share data as of June 30, 2017.

(1) Companies ranked by asset size as of March 31, 2018. CADE and IBTX pro forma for recent transactions. Rankings exclude NexBank Capital and Beal Financial.

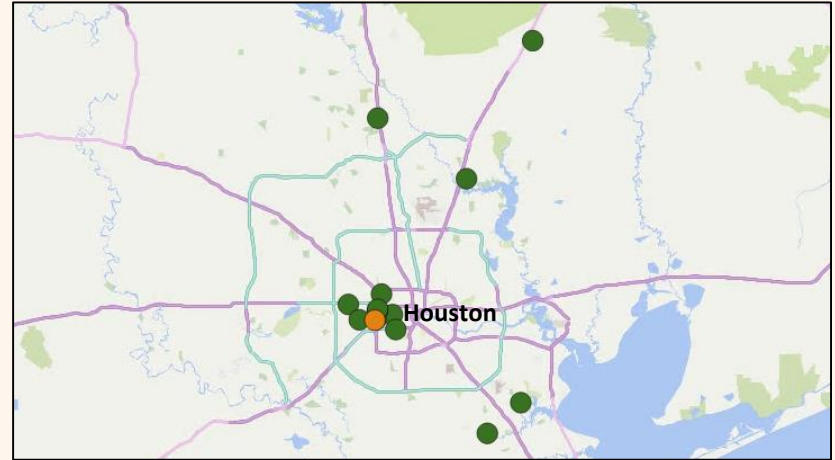


# Significant Scarcity Value Across Robust Banking Markets

## DFW

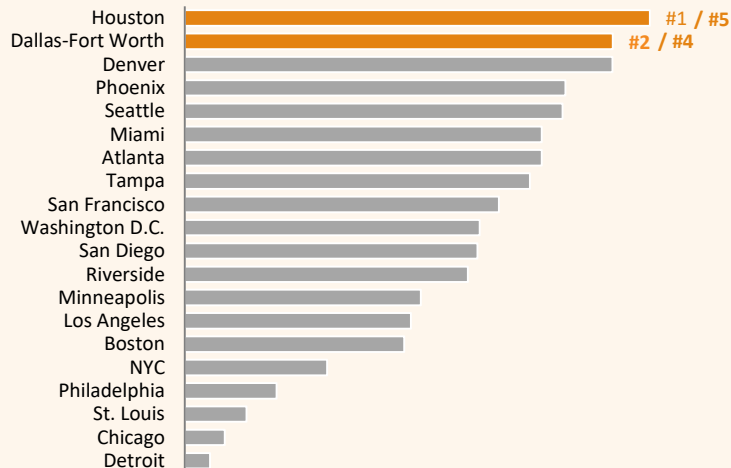


## Houston

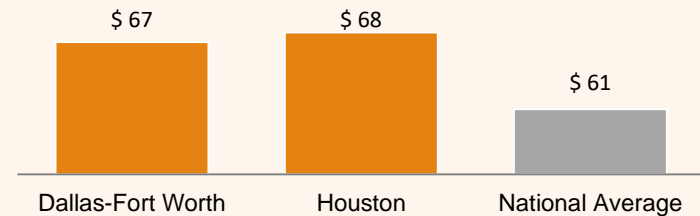


Two fastest growing markets among the top 20 largest U.S. MSAs

**Projected Population Growth / Size Rankings in the U.S**



**Median Household Income (\$ in thousands)**



**# of Fortune 500 Companies HQ Rankings**

Market	# of Companies	Rank
Dallas-Fort Worth	22	#3
Houston	21	#4

Source: S&P Global Market Intelligence, Greater Houston Partnership

Note: Branch deposits data for deposit market share represents combined VBTX and GNBC as of June 30, 2017.

# Complementary Business Models

**Opportunity to expand products, expertise, best practices and technology across the pro forma franchise**

			Pro Forma
Strong DFW Presence	✓		✓
Strong Houston Presence		✓	✓
Branch-Light Strategy	✓	✓	✓
Commercial Lending Focus	✓	✓	✓
Real Estate Lending Expertise	✓	✓	✓
Mortgage Warehouse Lending		✓	✓
SBA / USDA Lending	✓	✓	✓
Treasury Management	✓	✓	✓
Correspondent Banking	✓		✓
Public Funds Strategy		✓	✓

# Compelling Financial Impact

<b>Expected Merger Impact</b>	2019E GAAP EPS Accretion (65% of Cost Savings Phased-In)	~25%+
	2020E GAAP EPS Accretion (Fully Integrated)	~25%+
	TBVPS Dilution (Including One-Time Merger Costs)	~12.0%
	TBVPS Earnback (Crossover and Accretion Method)	~2.8 years
	Internal Rate of Return	~20%
	TCE / TA	> 9.0%
	Total RBC (LLR + Disc.) / Gross Loans	> 12.0% ~1.80%
<b>Conservative Merger Assumptions</b>	Net Cost Savings / Combined Noninterest Expense	< 11.0%
	Revenue Synergies	Identified but not included
	Pre-Tax Gross Loan Credit Mark <sup>(1)</sup>	\$59 million
	<i>% of Total Loans</i>	1.82%
	Pre-Tax Loan Rate Mark	\$15 million
	Pre-Tax Fair Value Adjustment to Sub Debt / TruPs	\$8 million
	Core Deposit Intangible on Non-Time Deposits	2.00%
	<i>Amortization Period (Straight Line)</i>	10 years
Pre-Tax Merger and Integration Costs	\$45 million	

(1) Gross loan credit mark includes existing legacy credit marks on GNBC's loan portfolio of \$4.7 million as June 30, 2018.

# Comprehensive Due Diligence

## Overview

- ★ Reciprocal due diligence process completed by VBTX and GNBC
- ★ Third party credit reviews were conducted on both loan portfolios
- ★ Review of balance sheets, earnings, systems, processes, regulatory, tax, HR and litigation

## Credit Quality

### Review of GNBC:

- ★ Comprehensive loan review covering 81.5% of the portfolio
- ★ 924 individual loans reviewed
- ★ All loans over \$100,000 30 days or more past due were reviewed

### Review of VBTX:

- ★ Substantial loan review representing 50.6% of the portfolio
- ★ 311 individual loans reviewed
- ★ All loans designated criticized or worse and all of the largest borrowers were reviewed

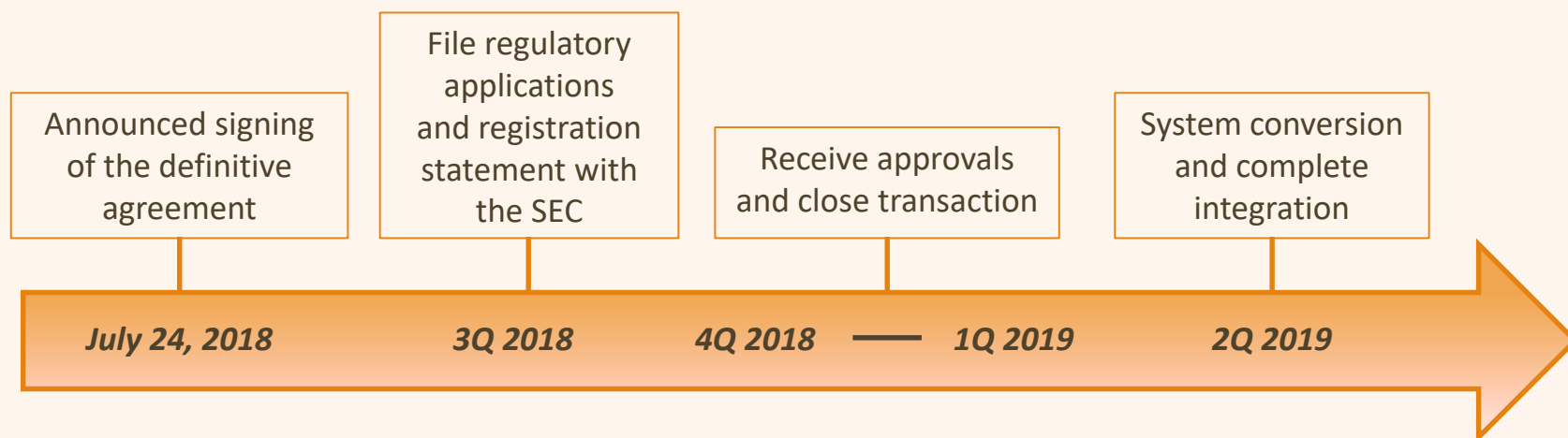
## Compliance and Risk

- ★ Strong risk management and audit functions and robust BSA program
- ★ Thorough review of BSA policy, risk assessment and external audit
- ★ Detailed compliance and cybersecurity assessments

# Integration, Planning and Timeline

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- ★ Leadership team is highly experienced with merger integrations
  - ★ Combined both banks have executed nine bank deals since 2010
  - ★ Executive management from GNBC and VBTX have recent experience integrating large scale transactions
  - ★ Operational and integration experience with core operating platform being evaluated by management teams at VBTX and GNBC





# Fully Integrated Financial Metrics

(Dollars in Millions)

				
	Time Period	2Q18	2Q18	Fully Integrated <sup>(1)</sup>
<b>Balance Sheet</b>	Assets	\$3,133	\$4,392	~\$8B+
	Loans / Deposits	97.1%	94.0%	~95.0%
	Demand Deposits / Total Deposits <sup>(2)</sup>	25.9%	27.1%	> 25%
	TCE / TA <sup>(4)</sup>	11.2%	9.0%	> 9.0%
	CL&D 100% Guideline <sup>(3)</sup>	82%	27%	~75%
	CRE 300% Guideline <sup>(3)</sup>	310%	251%	~300%
<b>Core Profitability (Fully Integrated)</b>	Fee Income / Total Revenue	8.6%	12.1%	~10%+
	Efficiency Ratio	53.5%	50.1%	45% - 47%
	ROAA	1.34%	1.54%	> 1.65%
	ROATCE <sup>(4)</sup>	14.1%	17.7%	> 18.0%
<b>Credit</b>	NPAs / Assets	0.16%	1.36%	< 0.75%
	(LLR + Disc.) / Gross Loans	1.29%	1.23%	1.10% - 1.25%

(1) Represents fully integrated financial metrics and not pro forma 2Q18 financial results.

(2) Bank level demand deposits / total deposits as of 3/31/18.

(3) Represents holding company ratios.

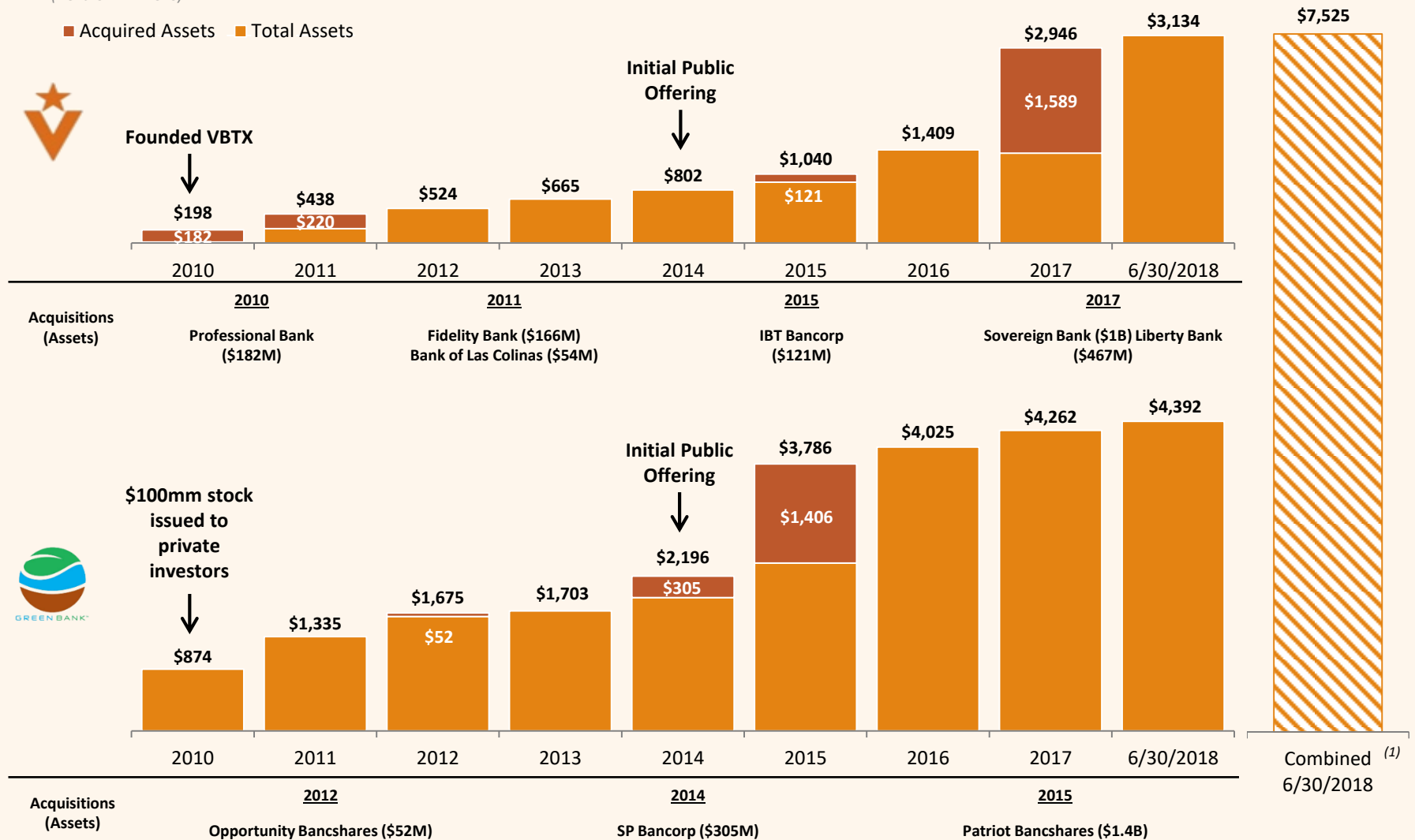
(4) As used in this presentation, TCE / TA and ROATCE are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, see the end of the presentation.



# Successful Organic Growth and M&A Strategy

(Dollars in Millions)

■ Acquired Assets ■ Total Assets



Source: S&P Global Market Intelligence and company information.

(1) Pro forma represents combined assets for VBTX and GNBC as of 6/30/18, excluding purchase accounting adjustments.



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# *Exhibits*

# DFW & Houston Pro Forma Deposit Market Share

Dallas-Fort Worth-Arlington, TX						
Rank	TX Based Banks Rank	Parent Company	Parent State	Branches	Deposits (\$'000)	Market Share (%)
1		Bank of America Corp.	NC	139	77,166,546	29.40
2		JPMorgan Chase & Co.	NY	221	57,128,947	21.77
3		Wells Fargo & Co.	CA	179	19,362,167	7.38
4	1	Texas Capital Bancshares Inc.	TX	7	13,087,106	4.99
5		Banco Bilbao Vizcaya Argentaria	-	100	10,413,244	3.97
6	2	Cullen/Frost Bankers Inc.	TX	36	6,458,574	2.46
7	3	LegacyTexas Financial Group Inc.	TX	43	6,352,435	2.42
8	4	Comerica Inc.	TX	54	5,090,246	1.94
9		BOK Financial Corp.	OK	21	4,062,668	1.55
10	5	Hilltop Holdings Inc.	TX	20	4,012,330	1.53
11	6	Independent Bank Group Inc.	TX	38	3,938,066	1.50
		<b>Pro Forma Veritex</b>	<b>TX</b>	<b>29</b>	<b>3,413,484</b>	<b>1.30</b>
12		BB&T Corp.	NC	54	3,025,503	1.15
13		Capital One Financial Corp.	VA	35	2,739,667	1.04
14	7	ANB Corp.	TX	25	2,424,486	0.92
15	8	Inwood Bancshares Inc.	TX	14	2,116,728	0.81
16	9	<b>Veritex Holdings Inc.</b>	<b>TX</b>	<b>21</b>	<b>2,090,576</b>	<b>0.80</b>
17		Simmons First National Corp.	AR	18	1,857,281	0.71
18	10	First Financial Bankshares Inc.	TX	26	1,617,091	0.62
19	11	Independent Bankers Financial Corp.	TX	1	1,484,960	0.57
20		Bank of the Ozarks	AR	10	1,429,441	0.54
21	12	<b>Green Bancorp Inc.</b>	<b>TX</b>	<b>8</b>	<b>1,322,908</b>	<b>0.50</b>
22	13	Prosperity Bancshares Inc.	TX	33	1,315,969	0.50
23	14	North Dallas Bank & Trust Co.	TX	6	1,205,636	0.46
24	15	Beal Financial Corp.	TX	7	1,196,921	0.46
25		Pinnacle Bancorp Inc.	NE	21	1,046,790	0.40

Houston-The Woodlands-Sugar Land, TX						
Rank	TX Based Banks Rank	Parent Company	Parent State	Branches	Deposits (\$'000)	Market Share (%)
1		JPMorgan Chase & Co.	NY	194	102,378,375	44.40
2		Wells Fargo & Co.	CA	199	29,193,644	12.66
3		Bank of America Corp.	NC	111	20,631,966	8.95
4		Zions Bancorp.	UT	62	9,687,767	4.20
5		Banco Bilbao Vizcaya Argentaria	-	76	9,525,563	4.13
6	1	Prosperity Bancshares Inc.	TX	58	5,028,843	2.18
7		Capital One Financial Corp.	VA	40	4,781,912	2.07
8	2	Cullen/Frost Bankers Inc.	TX	34	4,403,967	1.91
9	3	Woodforest Financial Group Inc.	TX	102	3,315,054	1.44
10	4	Allegiance Bancshares Inc.	TX	28	3,238,623	1.40
11	5	Comerica Inc.	TX	48	3,165,915	1.37
12	6	Cadence Bancorp.	TX	10	3,079,080	1.34
13	7	Texas Capital Bancshares Inc.	TX	2	2,538,854	1.10
		<b>Pro Forma Veritex</b>	<b>TX</b>	<b>14</b>	<b>1,978,875</b>	<b>0.86</b>
14	8	<b>Green Bancorp Inc.</b>	<b>TX</b>	<b>13</b>	<b>1,916,391</b>	<b>0.83</b>
15		BOK Financial Corp.	OK	12	1,811,118	0.79
16	9	Independent Bank Group Inc.	TX	14	1,659,586	0.72
17		Regions Financial Corp.	AL	24	1,334,020	0.58
18	10	CBTX Inc.	TX	16	1,323,832	0.57
19		East West Bancorp Inc.	CA	9	1,288,643	0.56
20		IBERIABANK Corp.	LA	7	1,189,207	0.52
21		BB&T Corp.	NC	23	1,131,857	0.49
22	11	Industry Bancshares Inc.	TX	5	1,099,422	0.48
23	12	Texas Independent Bancshares Inc.	TX	20	864,467	0.37
24	13	Moody Bancshares Inc.	TX	14	786,986	0.34
25		Hancock Holding Co.	MS	5	744,254	0.32
74	51	<b>Veritex Holdings Inc.</b>	<b>TX</b>	<b>1</b>	<b>62,484</b>	<b>0.03</b>

**VBTX will be ranked 7th in deposit market share in DFW and 8th in Houston among Texas-based banks**

Source: S&P Global Market Intelligence.

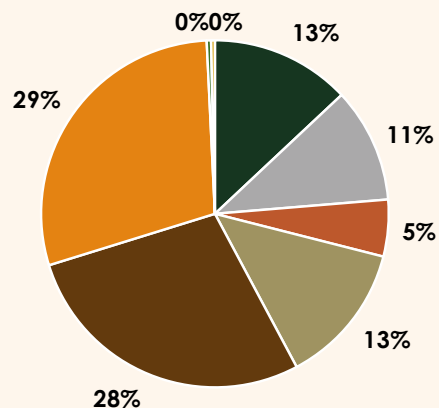
Note: Branch deposits data for deposit market share represents combined VBTX and GNBC as of June 30, 2017.



# Pro Forma Loan Composition

(Dollars in Thousands)

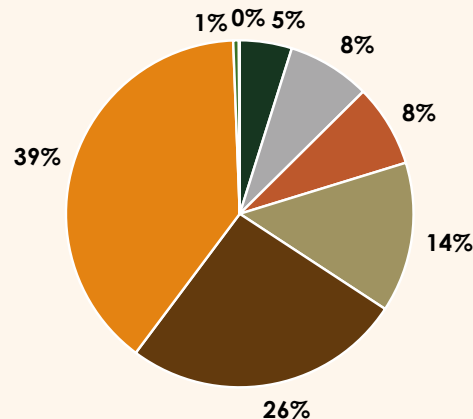
## VBTX



Loans		
Construction & Land		13%
1-4 Family		11%
Multi-Family		5%
CRE - Owner-Occupied		13%
CRE - Income Producing		28%
C&I		29%
Farm		0%
Consumer & Other		0%
<b>Total</b>		<b>100%</b>

<b>Total Loans:</b>	\$	<b>2,316,089</b>
<b>1Q18 Yield on Total Loans:</b>		<b>5.75%</b>

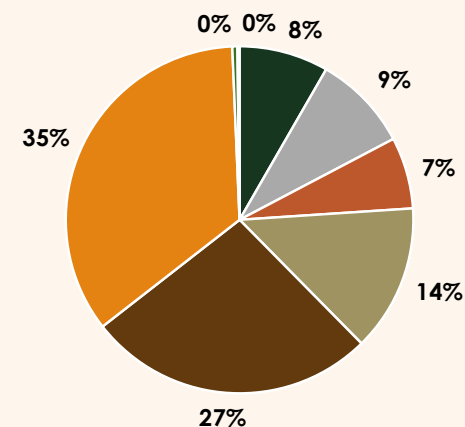
## GNBC



Loans		
Construction & Land		5%
1-4 Family		8%
Multi-Family		8%
CRE - Owner-Occupied		14%
CRE - Income Producing		26%
C&I		39%
Farm		1%
Consumer & Other		0%
<b>Total</b>		<b>100%</b>

<b>Total Loans:</b>	\$	<b>3,143,797</b>
<b>1Q18 Yield on Total Loans:</b>		<b>5.42%</b>

## Pro Forma <sup>(1)</sup>



Loans		
Construction & Land		8%
1-4 Family		9%
Multi-Family		7%
CRE - Owner-Occupied		14%
CRE - Income Producing		27%
C&I		35%
Farm		0%
Consumer & Other		0%
<b>Total</b>		<b>100%</b>

<b>Total Loans:</b>	\$	<b>5,459,886</b>
<b>1Q18 Yield on Total Loans:</b>		<b>5.56%</b>

**Strong commercial lending focus with complementary C&D and C&I portfolios**

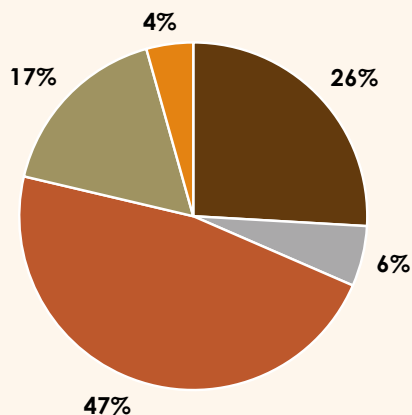
Source: Loan composition is bank level information from S&P Global Market Intelligence as of 3/31/18. Total loans and 1Q18 yield on total loans from company public filings.  
 (1) Pro forma represents combined VBTX and GNBC as of 3/31/18, excluding purchase accounting adjustments.



# Pro Forma Deposit Composition

(Dollars in Thousands)

## VBTX

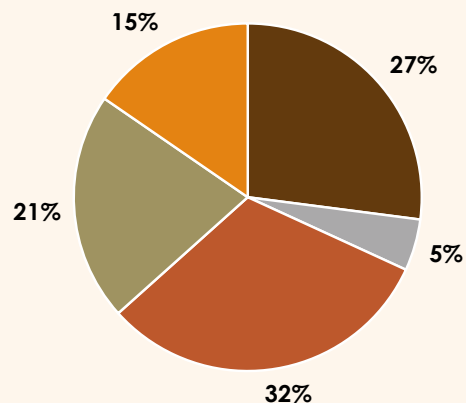


### Deposits

Demand Deposits	26%
NOW & Other	6%
MMDA & Savings	47%
Retail CDs	17%
Jumbo CDs	4%
<b>Total Deposits</b>	<b>100%</b>

<b>Total Deposits:</b>	<b>\$</b>	<b>2,493,794</b>
<b>1Q18 Cost of Total Deposits:</b>		<b>0.73%</b>

## GNBC

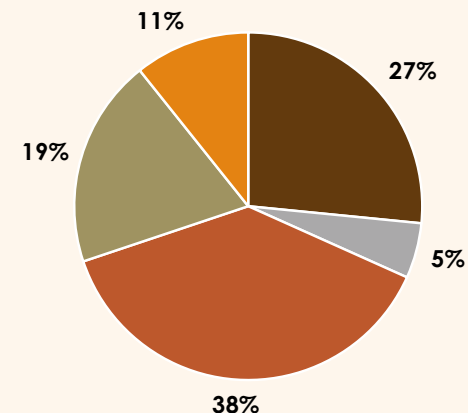


### Deposits

Demand Deposits	27%
NOW & Other	5%
MMDA & Savings	32%
Retail CDs	21%
Jumbo CDs	15%
<b>Total Deposits</b>	<b>100%</b>

<b>Total Deposits:</b>	<b>\$</b>	<b>3,453,727</b>
<b>1Q18 Cost of Total Deposits:</b>		<b>0.79%</b>

## Pro Forma<sup>(1)</sup>



### Deposits

Demand Deposits	27%
NOW & Other	5%
MMDA & Savings	38%
Retail CDs	19%
Jumbo CDs	11%
<b>Total Deposits</b>	<b>100%</b>

<b>Total Deposits:</b>	<b>\$</b>	<b>5,947,521</b>
<b>1Q18 Cost of Total Deposits:</b>		<b>0.76%</b>

**Attractive deposit mix diversified across DFW and Houston markets**

Source: Deposit composition is bank level information from S&P Global Market Intelligence as of 3/31/18. Total deposits and 1Q18 cost of deposits from company public filings.

(1) Pro forma represents combined VBTX and GNBC as of 3/31/18, excluding purchase accounting adjustments.



# VBTX Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

VBTX's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance. VBTX has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

		As of or For the Quarter Ended				
		June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
	<b>Net interest income (as reported)</b>	<b>27,624</b>	<b>\$ 29,102</b>	<b>\$ 25,750</b>	<b>\$ 19,129</b>	<b>\$ 12,376</b>
Adjustment:	Income recognized on acquired loans	(1,664)	(4,009)	(2,955)	(637)	(135)
	<b>Core net interest income</b>	<b>25,960</b>	<b>25,093</b>	<b>22,795</b>	<b>18,492</b>	<b>12,241</b>
	<b>Provision for loan losses (as reported)</b>	<b>1,504</b>	<b>678</b>	<b>2,529</b>	<b>752</b>	<b>943</b>
	<b>Noninterest income (as reported)</b>	<b>2,592</b>	<b>2,781</b>	<b>2,298</b>	<b>1,977</b>	<b>1,766</b>
Adjustment:	Gain on sale of branch locations	-	(388)	-	-	-
	<b>Core noninterest income</b>	<b>2,592</b>	<b>2,393</b>	<b>2,298</b>	<b>1,977</b>	<b>1,766</b>
	<b>Noninterest expense (as reported)</b>	<b>16,169</b>	<b>17,306</b>	<b>15,035</b>	<b>12,522</b>	<b>7,782</b>
Adjustment:	Sublease one-time consent fee, net	-	(1,071)	-	-	-
	Branch closure expenses	-	(172)	-	-	-
	One-time issuance of shares to all employees	(421)	-	-	-	-
	Corporate development and other related expenses	(1,043)	(335)	(1,018)	(1,391)	(193)
	<b>Core noninterest expense</b>	<b>14,705</b>	<b>15,728</b>	<b>14,017</b>	<b>11,131</b>	<b>7,589</b>
	<b>Core net income from operations</b>	<b>12,558</b>	<b>11,080</b>	<b>8,547</b>	<b>8,586</b>	<b>5,475</b>
	<b>Income tax expense (as reported)</b>	<b>2,350</b>	<b>3,511</b>	<b>7,227</b>	<b>2,650</b>	<b>1,802</b>
Adjustment:	Tax impact of adjustments	-40	(579)	(678)	264	20
	Deferred tax asset re-measurement due to Tax Act	127	(820)	(3,051)	-	-
	Other corporate development discrete tax items	-	-	(398)	-	-
	<b>Core income tax expense</b>	<b>2,437</b>	<b>2,112</b>	<b>3,100</b>	<b>2,914</b>	<b>1,822</b>
	<b>Net income (as reported)</b>	<b>10,193</b>	<b>10,388</b>	<b>3,257</b>	<b>5,182</b>	<b>3,615</b>
	<b>Core net income</b>	<b>9,906</b>	<b>8,968</b>	<b>5,447</b>	<b>5,672</b>	<b>3,653</b>
	<b>Core net income available to common stockholders</b>	<b>9,906</b>	<b>\$ 8,968</b>	<b>\$ 5,447</b>	<b>\$ 5,630</b>	<b>\$ 3,653</b>
	Weighted average diluted shares outstanding	24,546	24,539	23,524	20,392	15,637
<b>Earnings Per Share</b>						
	Diluted earnings per share (as reported)	\$ 0.42	\$ 0.42	\$ 0.14	\$ 0.25	\$ 0.23
	Core diluted earnings per share	0.40	0.37	0.23	0.28	0.23
<b>Efficiency Ratio</b>						
	Efficiency Ratio (as reported)	53.51%	54.28%	53.60%	59.33%	55.03%
	Core Efficiency Ratio	51.50%	57.22%	55.86%	54.38%	54.18%
<b>Net Interest Margin</b>						
	Net interest margin (as reported)	4.07%	4.46%	4.24%	3.78%	3.53%
	Core net interest margin	3.83%	3.84%	3.75%	3.66%	3.49%
<b>Net Interest Margin</b>						
	Return on average assets (as reported)	1.34%	1.41%	0.48%	0.94%	0.97%
	Core return on average assets	1.30%	1.22%	0.80%	1.02%	0.98%



# VBTX Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

VBTX's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance including tangible book value per common share and tangible common equity to tangible assets. VBTX has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

	For the Three Months Ended				
	June 30, 2018	March 31, 2018	December 31, 2017	September 30, 2017	June 30, 2017
<b>Tangible Common Equity</b>					
Total stockholders' equity	\$ 508,441	\$ 497,433	\$ 488,929	\$ 445,929	\$ 247,602
Adjustments:					
Goodwill	(161,447)	(161,685)	(159,452)	(135,832)	(26,865)
Intangible assets	(17,482)	(18,372)	(22,165)	(10,531)	(2,171)
Total tangible common equity	<u>\$ 329,512</u>	<u>\$ 317,376</u>	<u>\$ 307,312</u>	<u>\$ 299,566</u>	<u>\$ 218,566</u>
<b>Tangible Assets</b>					
Total assets	\$ 3,133,627	\$ 3,063,319	\$ 2,945,583	\$ 2,494,861	\$ 1,508,589
Adjustments:					
Goodwill	(161,447)	(161,685)	(159,452)	(135,832)	(26,865)
Intangible assets	(17,482)	(18,372)	(22,165)	(10,531)	(2,171)
Total tangible assets	<u>\$ 2,954,698</u>	<u>\$ 2,883,262</u>	<u>\$ 2,763,966</u>	<u>\$ 2,348,498</u>	<u>\$ 1,479,553</u>
<b>Tangible Common Equity to Tangible Assets</b>	11.15%	11.01%	11.12%	12.76%	14.77%
<b>Common shares outstanding</b>	24,181	24,149	24,110	22,644	15,233
Book value per common share	\$ 21.03	\$ 20.60	\$ 20.28	\$ 19.69	\$ 16.25
Tangible book value per common share	13.63	13.14	12.75	13.23	14.35



# GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance including tangible book value per common share and tangible common equity to tangible assets. GNBC has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

	As of and for the Quarter Ended				
	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017
<b>Tangible Common Equity</b>					
Total shareholders' equity	\$ 479,493	\$ 468,878	\$ 463,795	\$ 462,311	\$ 451,741
Adjustments:					
Goodwill	85,291	85,291	85,291	85,291	85,291
Core deposit intangibles	7,881	8,187	8,503	8,835	9,215
<b>Tangible common equity</b>	<b>\$ 386,321</b>	<b>\$ 375,400</b>	<b>\$ 370,001</b>	<b>\$ 368,185</b>	<b>\$ 357,235</b>
Common shares outstanding <sup>(1)</sup>	37,289	37,163	37,103	37,096	37,035
<b>Book value per common share<sup>(1)</sup></b>	<b>\$ 12.86</b>	<b>\$ 12.62</b>	<b>\$ 12.50</b>	<b>\$ 12.46</b>	<b>\$ 12.20</b>
<b>Tangible book value per common share<sup>(1)</sup></b>	<b>\$ 10.36</b>	<b>\$ 10.10</b>	<b>\$ 9.97</b>	<b>\$ 9.93</b>	<b>\$ 9.65</b>

# GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance including tangible book value per common share and tangible common equity to tangible assets. GNBC has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

	As of and for the Quarter Ended					For the Six Months Ended	
	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Jun 30, 2018	Jun 30, 2017
Net income adjusted for amortization of core deposit intangibles							
<b>Net income</b>	\$ 16,421	\$ 9,362	\$ 2,619	\$ 11,407	\$ 12,898	\$ 25,783	\$ 20,110
Adjustments:							
Plus: Amortization of core deposit intangibles	306	316	330	380	380	622	760
Less: Tax benefit at the statutory rate	64	66	116	133	133	130	266
<b>Net income (loss) adjusted for amortization of core deposit intangibles</b>	\$ 16,663	\$ 9,612	\$ 2,833	\$ 11,654	\$ 13,145	\$ 26,275	\$ 20,604
Average Tangible Common Equity							
Total average shareholders' equity	\$ 471,958	\$ 466,015	\$ 465,859	\$ 457,303	\$ 445,334	\$ 469,001	\$ 440,541
Adjustments:							
Average goodwill	85,291	85,291	85,291	85,291	85,291	85,291	85,291
Average core deposit intangibles	8,029	8,343	8,661	9,065	9,461	8,185	9,652
<b>Average tangible common equity</b>	\$ 378,638	\$ 372,381	\$ 371,907	\$ 362,947	\$ 350,582	\$ 375,525	\$ 345,598
<b>Return on Average Tangible Common Equity (Annualized)</b>	17.65 %	10.47 %	3.02 %	12.74 %	15.04 %	14.11 %	12.02 %

# GNBC Reconciliation of Non-GAAP Financial Measures

(Dollars in Thousands, Except per Share)

GNBC's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance including tangible book value per common share and tangible common equity to tangible assets. GNBC has included in this presentation information related to these non-GAAP financial measures for the applicable periods presented. Reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures are presented in the table below.

	As of and for the Quarter Ended					For the Six Months Ended	
	Jun 30, 2018	Mar 31, 2018	Dec 31, 2017	Sep 30, 2017	Jun 30, 2017	Jun 30, 2018	Jun 30, 2017
<b>Operating Earnings</b>							
Net Income (loss)	\$ 16,421	\$ 9,362	\$ 2,619	\$ 11,407	\$ 12,898	25,783	20,110
Plus: Loss (gain) on sale of securities available-for-sale, net	(66)	—	—	332	(294)	(66)	(294)
Plus: Loss (gain) on held for sale loans, net	—	—	1,098	1,294	(222)	—	(84)
Plus: Stock based compensation expense for performance option vesting	—	—	3,051	—	—	—	—
Plus: Shelf and secondary offering expenses	337	397	—	—	—	734	—
Less: Tax benefit at the statutory rate	57	83	\$ 1,452	569	(181)	\$ 140	\$ (132)
<b>Net operating earnings</b>	<b>\$ 16,635</b>	<b>\$ 9,676</b>	<b>\$ 5,316</b>	<b>\$ 12,464</b>	<b>\$ 12,563</b>	<b>\$ 26,311</b>	<b>\$ 19,864</b>
<b>Weighted average diluted shares outstanding</b>	<b>37,646</b>	<b>37,586</b>	<b>37,393</b>	<b>37,332</b>	<b>37,264</b>	<b>37,613</b>	<b>37,234</b>
<b>Diluted earnings per share</b>	<b>\$ 0.44</b>	<b>\$ 0.25</b>	<b>\$ 0.07</b>	<b>\$ 0.31</b>	<b>\$ 0.35</b>	<b>0.69</b>	<b>0.54</b>
<b>Diluted operating earnings per share</b>	<b>0.44</b>	<b>0.26</b>	<b>0.14</b>	<b>0.33</b>	<b>0.34</b>	<b>0.70</b>	<b>0.53</b>
<b>Pre-Tax, Pre-Provision Operating Earnings</b>							
Net Income (loss)	\$ 16,421	\$ 9,362	\$ 2,619	\$ 11,407	\$ 12,898	\$ 25,783	\$ 20,110
Plus: Provision (benefit) for income taxes	4,283	2,322	10,142	5,895	6,985	6,605	10,927
Plus: Provision for loan losses	1,897	9,663	4,405	2,300	1,510	11,560	7,655
Plus: Loss (gain) on sale of securities available-for-sale, net	(66)	—	—	332	(294)	(66)	(294)
Plus: Loss (gain) on held for sale loans, net	—	—	1,098	1,294	(222)	—	(84)
Plus: Stock based compensation expense for performance option vesting	—	—	3,051	—	—	—	—
Plus: Shelf and secondary offering expenses	337	397	—	—	—	734	—
<b>Net pre-tax, pre-provision operating earnings</b>	<b>\$ 22,872</b>	<b>\$ 21,744</b>	<b>\$ 21,315</b>	<b>\$ 21,228</b>	<b>\$ 20,877</b>	<b>\$ 44,616</b>	<b>\$ 38,314</b>
<b>Total average assets</b>	<b>\$ 4,264,173</b>	<b>\$ 4,204,200</b>	<b>\$ 4,204,105</b>	<b>\$ 4,131,706</b>	<b>\$ 4,096,386</b>	<b>\$ 4,236,207</b>	<b>\$ 4,056,784</b>
<b>Pre-tax, pre-provision operating return on average assets (annualized)</b>	<b>2.15 %</b>	<b>2.10 %</b>	<b>2.01 %</b>	<b>2.04 %</b>	<b>2.04 %</b>	<b>2.12 %</b>	<b>1.90 %</b>



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TRUTH IN TEXAS BANKING