



VERITEX

Earnings Presentation

Third Quarter 2017

Safe Harbor Statement

ABOUT VERITEX HOLDINGS, INC.

Headquartered in Dallas, Texas, Veritex Holdings, Inc. (“VBTX”, “Veritex” or the “Company”) is a bank holding company that conducts banking activities through its wholly-owned subsidiary, Veritex Community Bank, with locations throughout the Dallas/Fort Worth (“DFW”) metroplex and in the Houston and Austin metropolitan areas. Veritex Community Bank is a Texas state chartered bank regulated by the Texas Department of Banking and the Board of Governors of the Federal Reserve System. For more information, visit www.veritexbank.com.

NO OFFER OR SOLICITATION

This communication does not constitute an offer to sell, a solicitation of an offer to sell, the solicitation or an offer to buy any securities or a solicitation of any vote or approval. There will be no sale of securities in any jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirement of Section 10 of the Securities Act of 1933, as amended.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger of Veritex and Liberty Bancshares, Inc. (“Liberty”), Veritex filed with the Securities and Exchange Commission (the “SEC”) a registration statement on Form S-4 that includes a proxy statement of Liberty and a prospectus of Veritex, as well as other relevant documents concerning the proposed merger. **WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE REGISTRATION STATEMENT ON FORM S-4 AND THE PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SEC IN CONNECTION WITH THE MERGER BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT VERITEX, LIBERTY AND THE MERGER.** Investors and security holders may obtain free copies of the registration statement on Form S-4 and the related proxy statement/prospectus, as well as other documents filed with the SEC by Veritex through the web site maintained by the SEC at www.sec.gov. Documents filed with the SEC by Veritex are available free of charge by directing a written request to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225 Attn: Investor Relations. Veritex’s telephone number is (972) 349-6200.

NON-GAAP FINANCIAL MEASURES

Veritex reports its results in accordance with United States generally accepted accounting principles (“GAAP”). However, management believes that certain non-GAAP performance measures used in managing the business may provide meaningful information about underlying trends in its business. Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, Veritex’s reported results prepared in accordance with GAAP. Please see Reconciliation of Non-GAAP Measures at the end of this presentation for a reconciliation to the nearest GAAP financial measure.

PARTICIPANTS IN THE TRANSACTION

Veritex, Liberty and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Liberty in connection with the proposed merger. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, are included in the proxy statement/prospectus regarding the proposed transaction. Additional information about Veritex and its directors and officers may be found in the definitive proxy statement of Veritex relating to its 2017 Annual Meeting of Stockholders filed with the SEC on April 10, 2017. The definitive proxy statement can be obtained free of charge from the sources described above.



Forward Looking Statements

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: This presentation may contain certain forward-looking statements within the meaning of the securities laws that are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections about the Company and its subsidiaries. Forward-looking statements include information regarding the Company’s future financial performance, business and growth strategy, projected plans and objectives, and related transactions, integration of the acquired businesses, ability to recognize anticipated operational efficiencies, and 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 our future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to whether the Company can: successfully implement its growth strategy, including identifying acquisition targets and consummating suitable acquisitions; continue to sustain internal growth rate; provide competitive products and services that appeal to its customers and target market; continue to have access to debt and equity capital markets; and achieve its performance goals. For discussion of these and other risks that may cause actual results to differ from expectations, please refer to “Special Cautionary Note Regarding Forward-Looking Statements” and “Risk Factors” in Veritex’s Annual Report on Form 10-K filed with the SEC on March 10, 2017 and any updates to those risk factors set forth in Veritex’s subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K. 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, and Veritex does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New risks and uncertainties arise from time to time, and it is not possible for us to predict those events or how they may affect us. In addition, Veritex cannot assess the impact of each factor on Veritex’s business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. All forward-looking statements, expressed or implied, included in this communication 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. Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.



Today's Presenters

Executive Management



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

- ★ 34 years of Texas banking experience, all in the Dallas metropolitan area
- ★ Former CEO of Texas region for Colonial Bank, which grew from \$625 million to \$1.6 billion
- ★ Former President of First Mercantile Bank



Noreen E. Skelly
Chief Financial Officer

- ★ 30 years of banking experience
- ★ Former CFO of Highlands Bancshares, Inc.
- ★ Former Senior Vice President responsible for finance functions at Comerica Bank and LaSalle Bank



Clay Riebe
Chief Credit Officer

- ★ 34 years of banking experience
- ★ Former Chief Lending Officer of American Momentum Bank
- ★ Former senior executive responsible for various credit and lending functions at Citibank and First American Bank Texas

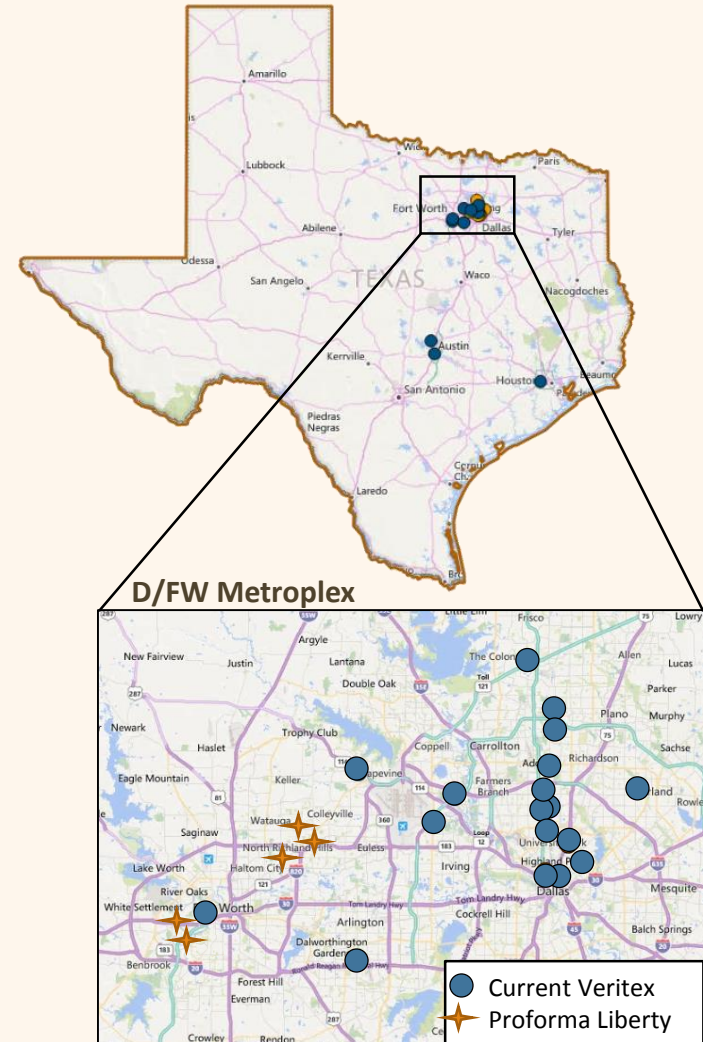


Veritex – “Truth in Texas Banking”

Overview

- ★ Established in 2010 and headquartered in Dallas, Texas
- ★ 21 locations within several of the fastest growing metropolitan markets in the U.S.
- ★ Strong commercial lending focus and core deposit mix
- ★ Significant organic growth profile complemented by disciplined M&A
- ★ Strategic focus on DFW and Houston markets
- ★ Acquisition of Fort Worth-based Liberty Bancshares, Inc. announced on August 1, 2017
 - Ranked 11th in deposits in Tarrant County
 - Ranked 5th among Texas-based banks
- ★ Focus on DFW and Houston markets result in sale of Austin branches announced on October 24, 2017

Franchise Footprint



Third Quarter Highlights

STRATEGIC GROWTH

- ★ Closed Sovereign acquisition which contributed \$1.1 billion of growth in assets over prior quarter
- ★ Organic loan growth from the legacy Veritex portfolio was \$53.3 million, 4.8% growth from prior quarter end or 18.9% annualized

CAPITAL STEWARDSHIP

- ★ Completed a public offering of 2,285,050 share of Veritex common stock on August 7, 2017 with net proceeds of \$56.7 million to support growth initiatives
- ★ Core efficiency ratio improved from 58.1% over prior quarter to 56.5% for the quarter ending September 30, 2017

OPERATIONAL EXCELLENCE

- ★ Converted and integrated Sovereign acquisition
- ★ Engaged teams in the integration and conversion planning process for the Liberty acquisition
- ★ Invested in finance and compliance staffing to support current and future acquisitions

CULTURE

- ★ Received American Bankers' "Best Bank to Work For" for the fourth consecutive year
- ★ Continued commitment to local community investments including outreach to those in the Houston area impacted by Hurricane Harvey



Third Quarter Financial Highlights

	For the quarter ended			Linked Q Δ	YoY Q Δ
	Sept 30, 2017	June 30, 2017	Sept 30, 2016		
Selected balance sheet					
Total loans	\$ 1,907,509	\$ 1,122,468	\$ 926,712	69.9 %	105.8%
Total deposits	1,985,658	1,211,107	1,221,696	64.0	84.3
Total assets	2,494,861	1,508,859	1,269,194	65.3	96.6
Selected profitability					
Net interest income	\$ 19,129	\$ 12,376	\$ 10,517	54.6%	81.9%
Net interest margin	3.78%	3.53%	3.70%	25 bps	8 bps
Core net interest margin ⁽¹⁾	3.66	3.49	3.65	17 bps	1 bp
Noninterest expense	\$ 12,522	\$ 7,782	\$ 7,029	60.9%	78.1%
Core noninterest expense ⁽¹⁾	11,131	7,589	6,834	46.7	62.9
Net income available to common	5,140	3,615	3,375	42.2	52.3
Core net income available to common ⁽¹⁾	5,630	3,653	3,424	54.1	64.4
Reported diluted EPS	0.25	0.23	0.31	8.7	-19.4
Core diluted EPS ⁽¹⁾	0.28	0.23	0.31	21.7	-9.7
Reported efficiency ratio	61.52%	58.96%	57.75%	4.3	6.5
Core efficiency ratio ⁽¹⁾	56.45	58.09	56.70	-2.8	-0.4
Tangible common equity to tangible assets ⁽¹⁾	12.76	14.77	9.14	13.6	39.6
Tangible book value per common share ⁽¹⁾	\$ 13.23	\$ 14.35	\$ 10.55	7.8	25.4

Source: Company documents.

⁽¹⁾As used in this presentation, core net interest margin, core noninterest expense, core net income, core diluted EPS, core efficiency ratio, tangible common equity to tangible assets and tangible book value per common share are non-GAAP financial measures. For a reconciliation of these non-GAAP financial measures to their comparable GAAP measures, see slides 15 and 16 of this presentation.



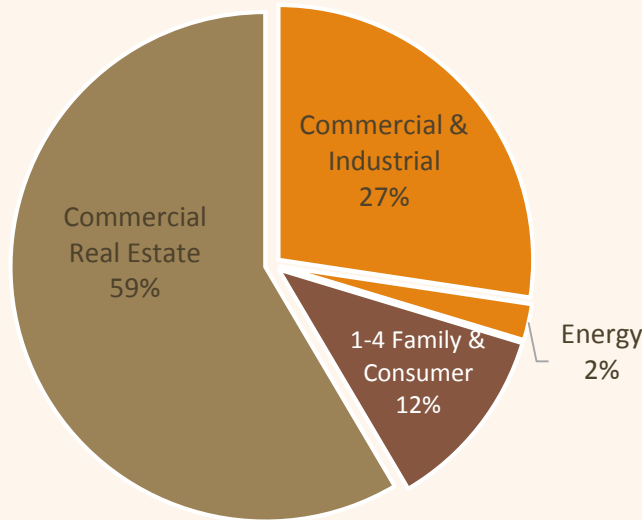
Successful Growth of a Diversified Loan Portfolio

For the period ended Sept. 30, 2017, loan balances increased \$785.0 million over June 30, 2017

- ★ Legacy Veritex loan portfolio grew \$53.3 million, 4.8% over prior quarter end or 19.2% annualized
- ★ Acquired Sovereign loans at quarter end represented \$731.6 million of the increase and included an estimated accretible purchase discount of \$6.4 million

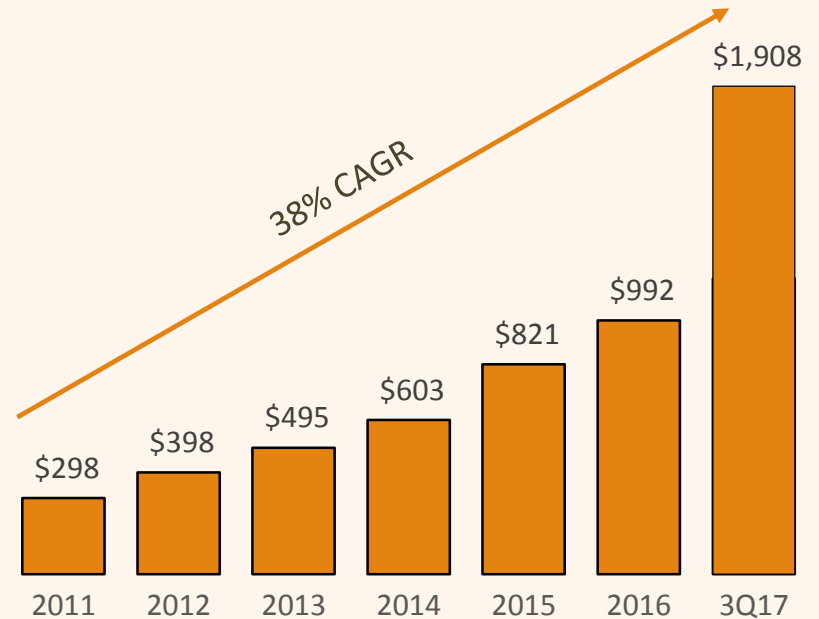
Total Loans Held for Investment

As of September 30, 2017



Third quarter yield on loans⁽¹⁾ was 5.00% including 14 basis points of estimated purchase discount accretion relating to loans acquired from Sovereign

Ending Balances
\$ in millions



Source: Company documents.
(1) Includes average outstanding balance of loans held for sale of \$1.5 million.

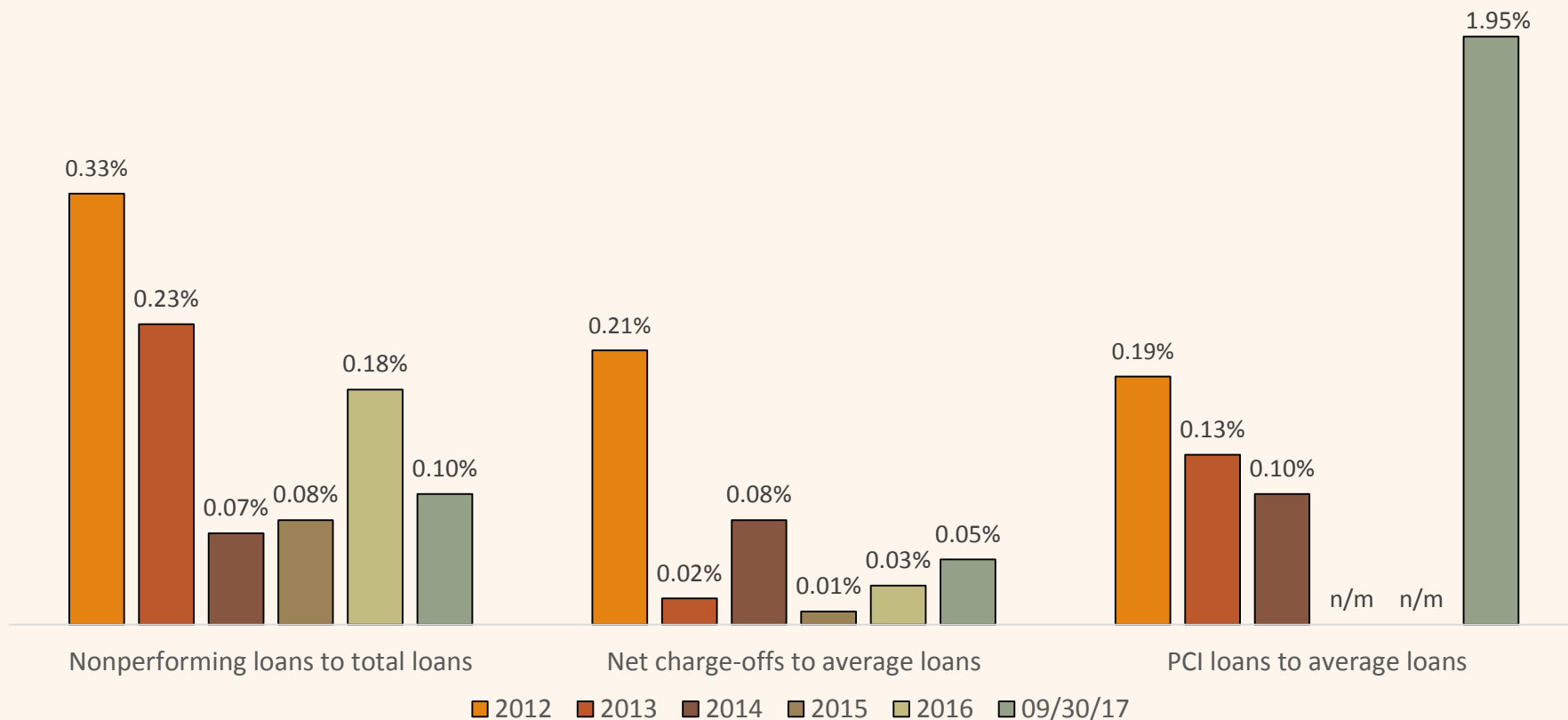


Superior Credit Quality

Originated loans from the legacy Veritex portfolio continue to have limited credit issues

- ★ Purchase credit impaired (“PCI”) loans are carried at \$32.2 million and are 1.95% of average loans outstanding
- ★ Nonperforming assets, which excludes PCI loans, represents 0.11% of total assets as of Sept. 30, 2017

Credit Quality – Nonperforming Loans, Net Charge-Offs and PCI Loans



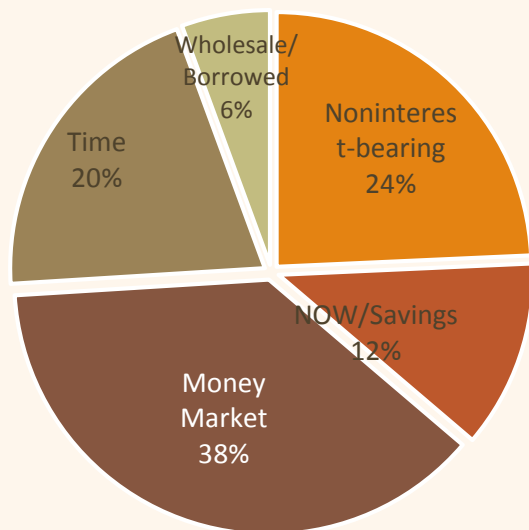
Core Funded Deposit Mix

For the period ended Sept 30, 2017, deposit balances increased \$774.6 million over June 30, 2017

- ★ Assumed \$809.4 million of deposits from Sovereign
- ★ Sold \$118 million of acquired investment securities, as a result, did not renew \$80 million of assumed short term FHLB borrowings

Total Funding Sources

As of September 30, 2017

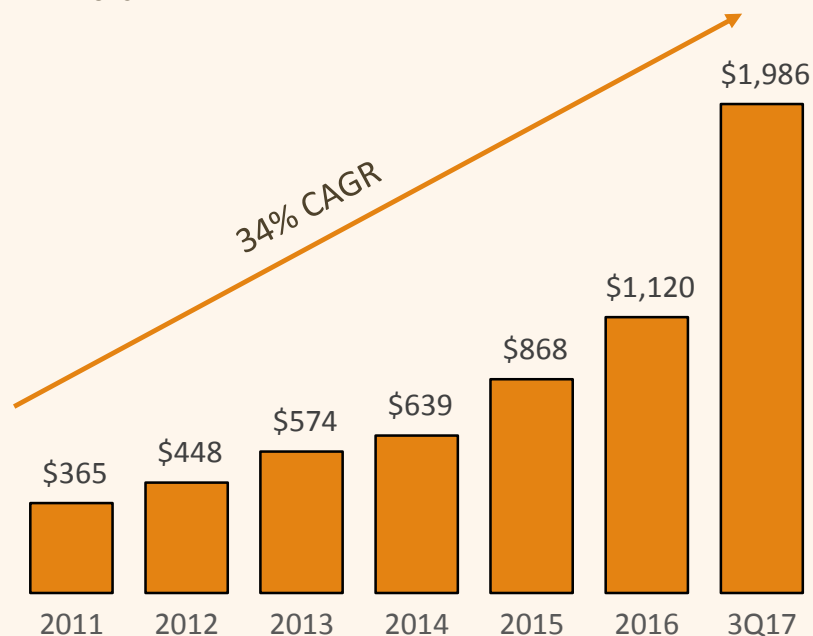


Third quarter average rates:

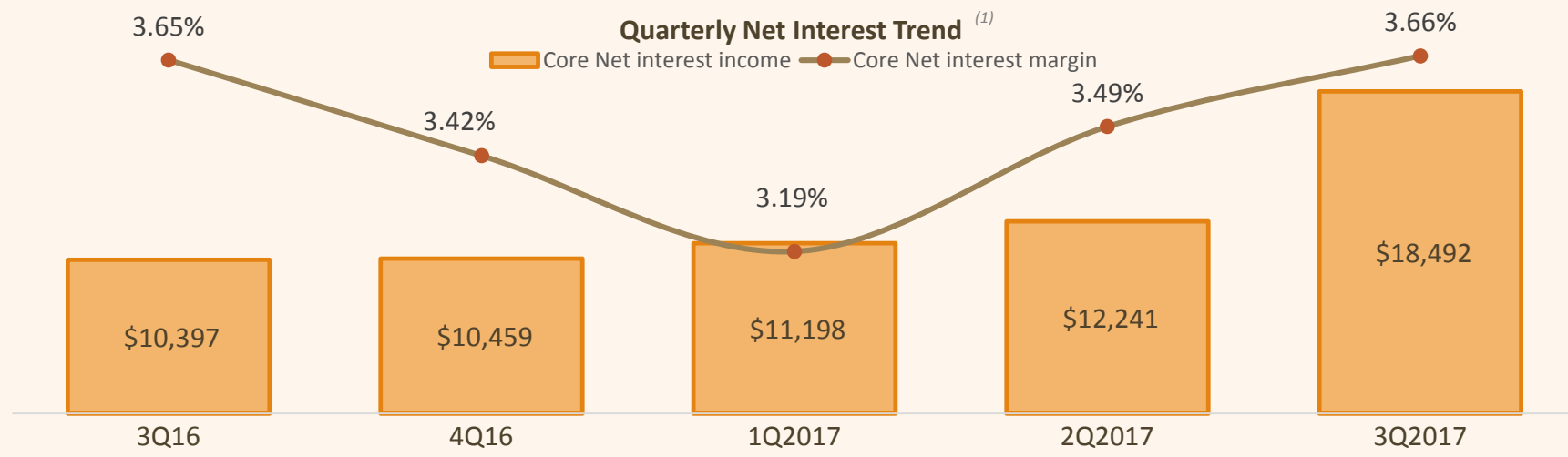
- interest-bearing deposits 0.86%
- Total cost of funds 0.62%

Total Deposits

Ending Balances
\$ in millions

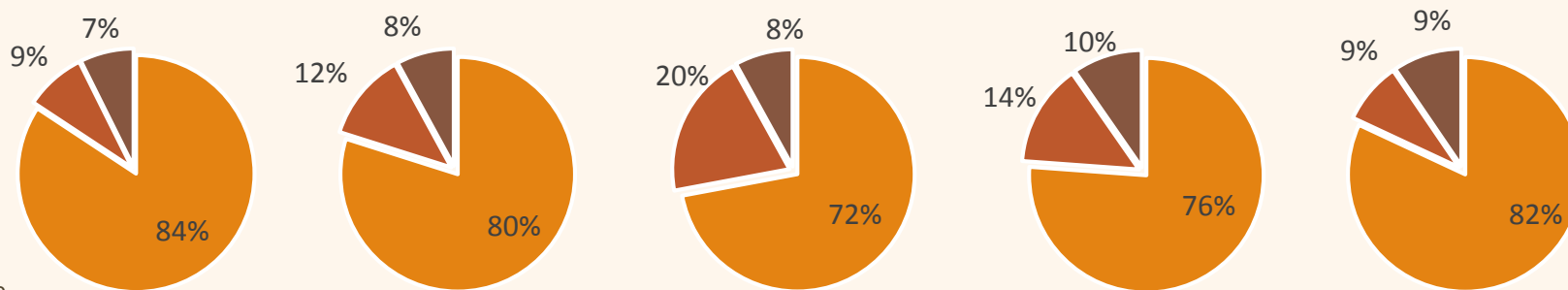


Core Net Interest Income and Margin Growth



Quarterly Average Earning Asset Mix

Investment Securities Interest-bearing deposits in other banks Loans



Average Yield/Rate	3Q2016	4Q2016	1Q2017	2Q2017	3Q2017
Loans ⁽¹⁾	4.78%	4.76%	4.76%	4.83%	4.85%
Deposits	0.76	0.81	0.78	0.80	0.86

Source: Company documents.

(1) Excludes 5 bps, 2 bps, 2 bps, 5 bps and 15 bps of income recognized on acquired loans for 3Q16, 4Q16, 1Q2017, 2Q2017 and 3Q2017, respectively. See Reconciliation of Non-GAAP Financial Measures

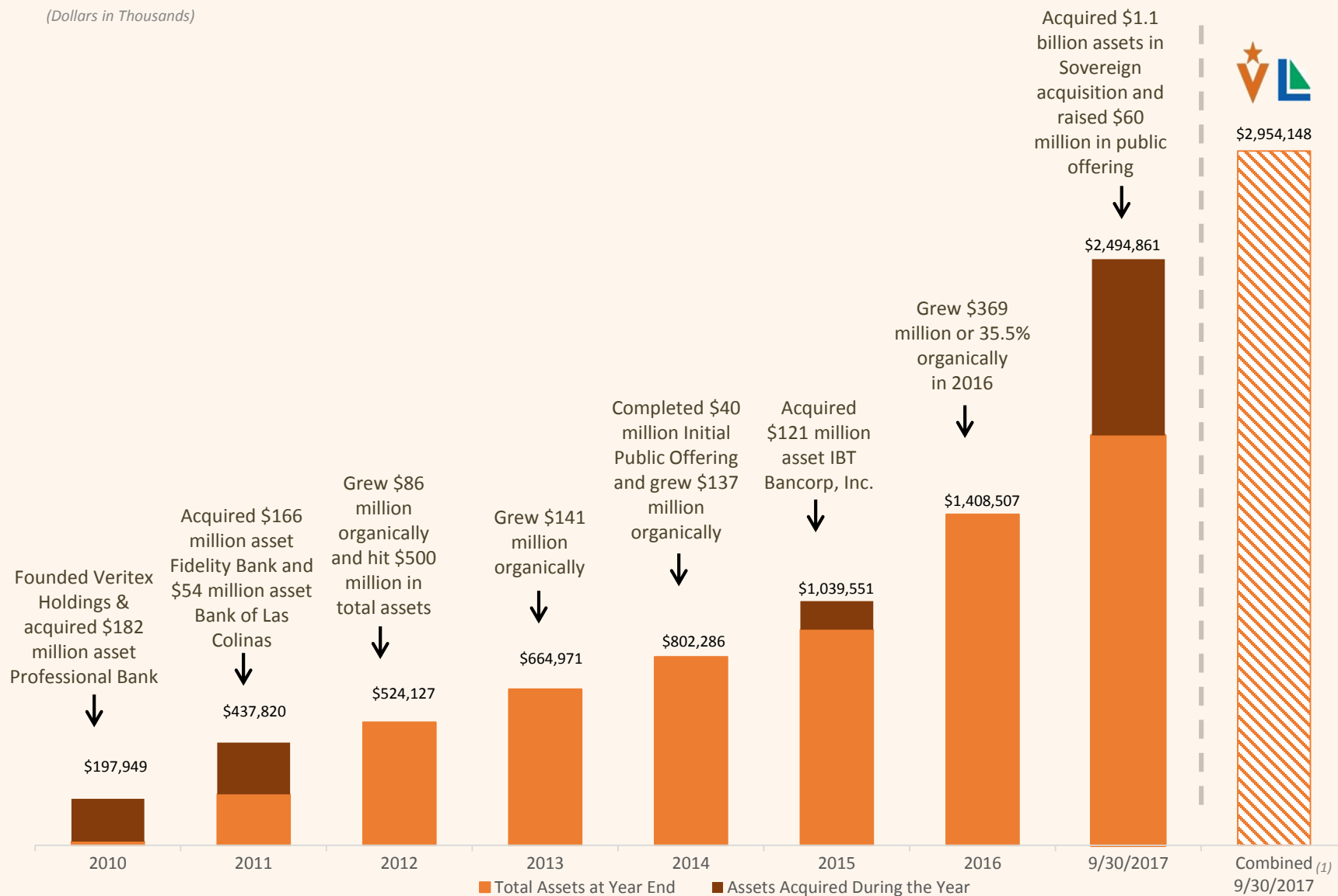


Acquisition and Integration Update



Successful Organic Growth and M&A Strategy

(Dollars in Thousands)



Source: SNL Financial and Company documents.

(1) Combined assets is the sum of ending balance assets for Veritex Holdings, Inc. at 9/30/2017 and Liberty Bancshares, Inc. as of 6/30/17.



Look Forward

STRATEGIC GROWTH

- ★ Focused loan originations with continued emphasis on credit quality and relationship banking
- ★ Strategically grow line of businesses: Community Banking, C&I, CRE, Government Lending, and Correspondent Banking

CAPITAL STEWARDSHIP

- ★ Disciplined acquisition management
- ★ Management of efficiencies, particularly cost savings targets
- ★ Focus on EPS, ROAA, and efficiency ratios

OPERATIONAL EXCELLENCE

- ★ Consolidation of backroom operations and acquisition integrations
- ★ Addition and integration of Chief Information Officer
- ★ Dedication to maintaining excellence in compliance, BSA, and CRA

CULTURE

- ★ Investment in our communities and people with a focus on maintaining our “Best Bank to Work For” status
- ★ Respectful management of teammates impacted by the pace of acquisitions and growth
- ★ Commitment to employee ownership through stock ownership plan

Reconciliation of Non-GAAP Measures

(Dollars in Thousands, Except Per Share)

The Company's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its performance. The Company 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				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Net interest income (as reported)	\$ 19,129	\$ 12,376	\$ 11,253	\$ 10,520	\$ 10,517
Adjustment: Income recognized on acquired loans	(637)	(135)	(55)	(61)	(120)
Core net interest income	18,492	12,241	11,198	10,459	10,397
Provision for loan losses (as reported)	752	943	890	440	238
Noninterest income (as reported)	1,977	1,766	1,535	1,824	1,893
Noninterest expense (as reported)	12,522	7,782	7,450	7,084	7,029
Adjustment: Merger and acquisition costs	(1,391)	(193)	(89)	(279)	(195)
Core noninterest expense	11,131	7,589	7,361	6,805	6,834
Core net income from operations	8,586	5,475	4,482	5,038	5,218
Income tax expense (as reported)	2,650	1,802	1,350	1,630	1,768
Adjustment: Tax impact of adjustments	264	20	12	76	26
Core net income	5,672	3,653	3,120	3,332	3,424
Core net income available to common stockholders	\$ 5,630	\$ 3,653	\$ 3,120	\$ 3,332	\$ 3,424
Weighted average diluted shares outstanding	20,392	15,637	15,632	11,653	11,025
Earnings Per Share					
Diluted earnings per share (as reported)	\$ 0.25	\$ 0.23	\$ 0.20	\$ 0.27	\$ 0.31
Core diluted earnings per share	0.28	0.23	0.20	0.29	0.31
Efficiency Ratio					
Efficiency Ratio (as reported)	61.52%	58.96%	62.62%	59.51%	57.75%
Core Efficiency Ratio	56.45%	58.09%	62.15%	57.46%	56.70%
Net Interest Margin					
Net interest margin (as reported)	3.78%	3.53%	3.21%	3.44%	3.70%
Core net interest margin	3.66%	3.49%	3.19%	3.42%	3.65%

Source: Company documents.



Reconciliation of Non-GAAP Measures

(Dollars in Thousands, Except Per Share)

The Company'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. The Company 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				
	September 30, 2017	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016
Tangible Common Equity					
Total stockholders' equity	\$ 445,929	\$ 247,602	\$ 242,725	\$ 239,088	\$ 142,423
Adjustments:					
Goodwill	(135,832)	(26,865)	(26,865)	(26,865)	(26,865)
Intangible assets	(10,531)	(2,171)	(2,161)	(2,181)	(2,257)
Total tangible common equity	<u>\$ 299,566</u>	<u>\$ 218,566</u>	<u>\$ 213,699</u>	<u>\$ 210,042</u>	<u>\$ 113,301</u>
Tangible Assets					
Total assets	\$ 2,494,861	\$ 1,508,589	\$ 1,522,015	\$ 1,408,507	\$ 1,269,194
Adjustments:					
Goodwill	(135,832)	(26,865)	(26,865)	(26,865)	(26,865)
Intangible assets	(10,531)	(2,171)	(2,161)	(2,181)	(2,257)
Total tangible assets	<u>\$ 2,348,498</u>	<u>\$ 1,479,553</u>	<u>\$ 1,492,989</u>	<u>\$ 1,379,461</u>	<u>\$ 1,240,072</u>
Tangible Common Equity to Tangible Assets	12.76%	14.77%	14.31%	15.23%	9.14%
Common shares outstanding	22,644	15,233	15,229	15,195	10,736
Book value per common share	\$ 19.69	\$ 16.25	\$ 15.94	\$ 15.73	\$ 13.27
Tangible book value per common share	13.23	14.35	14.03	13.82	10.55

Source: Company documents.





VERITEX

COMMUNITY BANK

TRUTH IN TEXAS BANKING

