Department of the Treasury Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

► See separate instructions.

OMB No. 1545-2224

P	art Reporting	ssuer								
1	Issuer's name		2 Issuer's employer identification number (EIN)							
Vori	itev Holdings Inc				27-0973565					
	Veritex Holdings, Inc. 3 Name of contact for additional information 4			ne No. of contact	5 Email address of contact					
Sea	n Reinig		info@veritexbank.com							
	Number and street (or F	O. box if mail is not	7 City, town, or post office, state, and Zip code of contact							
821	4 Westchester Drive, S	uite 400	Dallas, TX 75225							
8 Date of action 9 Classification and description										
08/0	01/2017									
10			12 Ticker symbol	13 Account number(s)						
				VBTX	NA					
Pa	art II Organizatio	onal Action Atta	ch additiona	statements if needed. S	ee back of form for additional questions.					
14	Describe the organiza	tional action and, if	applicable, the	e date of the action or the da	ate against which shareholders' ownership is measured for					
	the action ► On Aug	just 1, 2017 (the "Ef	fective Date), Sovereign Bancshares,	Inc. ("Sovereign") was merged with and into Veritex					
Hol	dings, Inc. ("VBTX"), w	ith Veritex as the si	urviving entit	y, pursuant to the terms a	nd conditions of the Agreement and Plan of					
Rec	organization (the "Merg	er Agreement"), da	ted as of Dec	ember 14. 2016, by and be	tween Veritex and Sovereign.					
				· · · · · ·						
15		_			ity in the hands of a U.S. taxpayer as an adjustment per					
	share or as a percenta	age of old basis ► <u>P</u>	ursuant to the	e Merger Agreement, hold	ers of Sovereign received 0.9596 shares of VBTX					
con	nmon stock and \$10.54	in cash. In addition	<u>ı, cash was p</u>	aid for any fractional shar	e interests.					
A s	hareholders' tax basis	in one share of VI	BTX commor	stock received in exchai	nge for Sovereign common stock should equal the share-					
hole	der's basis in one share	e of Sovereign com	mon stock di	vided by 0.9596. Alternative	vely, a shareholder's tax basis in one share of VBTX					
common stock received in exchange for Sovereign common stock would equal 104.210% of the shareholders' tax basis in one share of										
Sovereign common stock.										
The aggregate tax basis of the VBTX commons shares received by Sovereign shareholders as a result of the merger (excluding any fractional										
share interest deemed received and redeemed for cash) will be the same as the aggregate tax basis of the Sovereign shares surrendered in										
exchange therfore, reduced by the amount of cash received on the exchange, and increased by the amount of any gain recognized upon the										
	hange, in accordance									
	nango, m aosor aanos		<u> </u>							
16	Describe the calculation	on of the change in h	asis and the	data that supports the calcul	ation, such as the market values of securities and the					
-		· ·		• • • • • • • • • • • • • • • • • • • •	ne Veritex common shares received by Sovereign					
sha					med received and redeemed for cash) will be the same as					
					reduced by the amount of cash received on the exchange,					
			ner Sovereign shareholder must allocate the tax basis so							
and	i inicicascu by life dill	ount or any yaill it	Jooginzeu ul	on the exchange. A follo	iei oovereigii siiarenoluei must anocate tile tax basis so					

calculated across the total number of the shareholder's new Veritex common shares received in the merger. By doing this allocation, a tax

shareholder. To the extent that a Sovereign shareholder received cash in lieu of a fractional Veritex common share, a portion of the total tax basis must be allocated to the fractional share and such fractional share will be deemed to be received and then exchanged for cash. The

basis per share can be computed. The actual tax basis will differ with respect to each separate former Sovereign shareholder and, additionally, tax basis may differ with respect to separate and distinct blocks of common shares owned by any former Sovereign

period of the shares of Sovereign common stock exchanged for such Veritex common stock.

Firm's name

Firm's address ▶

Use Only

Form 89	37 (Rev	. 12-2011)			Page 2			
Part		Organizational Action (continued)						
into Ve	eritex o	on August 1, 2017 qualifies as a reorga general, the income tax consequences	(s) and subsection(s) upon which the tax treanization within the meaning of Section to the former Sovereign shareholders	368 (a) of the I	nternal Revenue Code of 1986, as			
section	ıs 368	(a)(1)(A), 354, 356, 358 and 1221.						
			ign shareholders generally will not reco					
			h received in lieu of fractional share of vectors of the comon stock, the Sovereign sharehold					
			nption by Veritex. As a result, the Sover					
			f cash received and the Sovereign shal					
			pain or loss generally will be capital gain er's holding period with respect to the fra					
			ceeds one year. Special rules apply to So					
			n employee stock option, through a tax		ent plan or otherwise as			
compe	nsatio	n, and such Sovereign shareholders are	e instructed to consult their own tax advi	sors.				
			ment the adjustment, such as the reportable	tax year ►				
The me	erger b	ecame effective on August 1, 2017; the	refore, thereportable tax year is 2017.					
	1							
C: mm			ined this return, including accompanying schedule preparer (other than officer) is based on all inform					
Sign Here								
	Signa	ature ►		ate •				
	Print	your name ► Sean Reinig			of Accounting			
Paid		Print/Type preparer's name	Preparer's signature	Date	Check if PTIN			
Prepa	arer		1		self-employed			

Firm's EIN ►

Phone no.