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): April 28, 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. o

Item 2.02 Results of Operations and Financial Condition
Item 7.01 Regulation FD Disclosure

On April 28, 2020, Veritex Holdings, Inc. (the "Company"), the holding company for Veritex Community Bank, a Texas state chartered bank, issued a press release describing its results of operations for the first quarter ended March 31, 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On Wednesday, April 29, 2020 at 8:30 a.m., Central Time, the Company will host an investor conference call and webcast to review its first quarter financial results. The webcast will include a slide presentation that consists of information regarding the Company's operating and growth strategies and financial performance. The presentation materials will be posted on the Company's website on April 29, 2020. The presentation materials are attached hereto as Exhibit 99.2, which is incorporated by reference.

As provided in General Instruction B.2 to Form 8-K, the information furnished in Item 2.02, Item 7.01, Exhibit 99.1 and Exhibit 99.2 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 8.01 Other Events

On April 28, 2020, the Company issued a press release announcing the declaration of a quarterly cash dividend of $0.17 per share on its outstanding common stock. The dividend will be paid on or after May 21, 2020 to shareholders of record as of the close of business on May 7, 2020. The press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	Press release, dated April 28, 2020
99.2	Presentation materials
99.3	Press release, dated April 28, 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:	April 28, 2020

VERITEX HOLDINGS, INC. REPORTS FIRST QUARTER OPERATING RESULTS

Dallas, TX — April 28, 2020 —Veritex Holdings, Inc. (“Veritex” or the “Company”) (Nasdaq: VBTX), the holding company for Veritex Community Bank, today announced the results for the quarter ended March 31, 2020.

“The COVID-19 pandemic has affected millions of people and changed our lives in ways we could not have anticipated”, said C. Malcolm Holland, III, the Company’s Chairman and Chief Executive Officer. “Our thoughts and prayers go out to all of those people personally affected and dealing with this awful virus. Needless to say, we have focused on maintaining a safe work environment while continuing to meet the needs of our clients. Our company was an active participant in the Payroll Protection Plan. I am very proud of how our team embraced this challenge and delivered much needed financial help to our small business community. Despite the challenging environment we find ourselves in, our company continues to operate profitably, efficiently and with a spirit of commitment to our shareholders and other key stakeholders.”

First Quarter Highlights

- Net income of $4.1 million, or $0.08 diluted earnings per share (“EPS”), compared to $29.1 million, or $0.56 diluted EPS, for the quarter ended December 31, 2019 and $7.4 million, or $0.13 diluted EPS, for the quarter ended March 31, 2019;
- Pre-tax, pre-provision operating earnings [1] totaled $39.1 million, compared to $42.1 million for the quarter ended December 31, 2019 and $46.4 million or the quarter ended March 31, 2019;
- Provision for credit losses and unfunded commitments was $35.7 million as a result of disruptions in the global economy from the COVID-19 pandemic and its impact on economic forecasts that drive the Company’s current expected credit loss model;
- Net loans held for investment, excluding mortgage warehouse, increased $116.2 million, or 8.1% annualized;
- Efficiency ratio was 47.61% for the first quarter of 2020;
- On March 16, 2020, Veritex suspended its stock buyback program; however, in the first quarter of 2020, Veritex repurchased 2,002,211 shares of its outstanding common stock under its stock buyback program for an aggregate of $49.6 million; and
- Declared quarterly cash dividend of $0.17 payable on May 21, 2020.

Financial Highlights

	Q1 2020	Q4 2019
	(Dollars in thousands)	
GAAP		
Net income	$ 4,134	$ 29,051
Diluted EPS	0.08	0.56
Return on average assets [2]	0.20 %	1.43 %
Efficiency ratio	47.61	47.12
Book value per common share	$ 23.19	$ 23.32
Non-GAAP [1]		
Operating net income	$ 4,134	$ 30,294
Diluted operating EPS	0.08	0.58
Pre-tax, pre-provision operating net revenue	39,107	42,068
Pre-tax, pre-provision operating return on average assets	1.94	2.07
Operating return on average assets [2]	0.20	1.49
Operating efficiency ratio	47.61	45.67
Tangible book value per common share	$ 14.39	$ 14.73

[1] Refer to the section titled “Reconciliation of Non-GAAP Financial Measures” for a reconciliation of these non-GAAP financial measures to their most directly comparable GAAP measures.
[2] Annualized ratio.

Recent Developments

The COVID-19 pandemic has caused significant disruptions to the global economy and the communities which we serve. In response to the pandemic, we have implemented our operational response and preparedness plan which includes dispersion of critical operational processes, increased monitoring focused on higher risk operations, enhanced remote access security and further restricted internet access, enhanced security around wire transfer execution and flexible scheduling provided to those that are unable to work from home. Additionally, we are focused on taking care of our clients and communities who may be experiencing financial hardship due to the pandemic, including our loan deferment program and participation in the Paycheck Protection Program designed to provide a direct incentive for small businesses.

Results of Operations for the Three Months Ended March 31, 2020

Net Interest Income

For the three months ended March 31, 2020, net interest income before provision for loan losses was $67.4 million and net interest margin was 3.67% compared to $69.9 million and 3.81%, respectively, for the three months ended December 31, 2019. The $2.5 million decrease in net interest income was primarily due to a $4.6 million decrease in interest income on loans offset by a $1.7 million decrease in interest expense on transaction and savings deposits. N et interest margin decreased 14 basis points from the three months ended December 31, 2019 primarily due to a decrease in yields earned on loan balances, partially offset by decreases in the average rates paid on interest-bearing demand and savings deposits and certificate and other time deposits during the three months ended March 31, 2020. As a result, the a verage cost of interest-bearing deposits decreased 20 basis points to 1.39% for the three months ended March 31, 2020 and December 31, 2019.

Net interest income before provision for credit losses decreased by $5.5 million from $72.9 million to $67.4 million and net interest margin decrease d by 50 basis point s from 4.17% to 3.67% for the three months ended March 31, 2020 as compared to the same period in 2019. The decrease in net interest income before provision for credit losses was primarily due to a $7.9 million decrease in interest income on loans, partially offset by a $3.8 million decrease in interest earned on interest-bearing demand and savings deposits during the three months ended March 31, 2020 compared to the three months ended March 31, 2019. Net interest margin decreased 50 basis points from the three months ended March 31, 2019 primarily due to a decrease in yields earned on loan balances, partially offset by decreases in the average rate paid on interest-bearing demand and savings deposits for the three months ended March 31, 2020 compared to the three months ended March 31, 2019. As a result, the average cost of interest-bearing deposits decreased 23 basis points to 1.39% for the three months ended March 31, 2020 from 1.62% for the three months ended March 31, 2019.

Noninterest Income

Noninterest income for the three months ended March 31, 2020 was $7.2 million, an increase of $115 thousand, or 1.6%, compared to the three months ended December 31, 2019. The increase was primarily due to a $751 thousand increase in gain on asset disposals and a $438 thousand decrease in loss on sales of investment securities, partially offset by a $1.1 million decrease in loan fees earned during the three months ended March 31, 2020.

Compared to the three months ended March 31, 2019, noninterest income for the three months ended March 31, 2020 decreased by $1.2 million, or 14.6%. The decrease was primarily due to a $1.6 million decrease in gain on sales of loans and a $832 thousand decrease in loan fees, partially offset by a $772 thousand decrease in loss on sales of investment securities during the three months ended March 31, 2020.

Noninterest Expense

Noninterest expense was $35.5 million for the three months ended March 31, 2020, compared to $36.3 million for the three months ended December 31, 2019, a decrease of $739 thousand , or 2.0%. The decrease w as primarily driven by a $918 thousand decrease in merger and acquisition expenses. Merger and acquisition expenses recognized during the three months ended December 31, 2019 were primarily re lated to residual legal, retention, taxes, and other expenses following our acquisition of Green Bancorp, Inc. (“Green”). There were no merger and acquisition expenses for the three months ended March 31, 2020.

Compared to the three months ended March 31, 2019, noninterest expense for the three months ended March 31, 2020 decreased by $31.4 million, or 46.9%. The decrease was primarily driven by a $31.2 million decrease in merger and acquisition expenses. Merger and acquisition expenses recognized during the three months ended March 31, 2019 were mainly driven by an increase in stock-based compensation due to the accelerated vesting of outstanding restricted stock units and stock options of $17.7 million, severance payments of $7.6 million and legal and professional fees of $4.8 million in connection with our acquisition of Green. There were no merger and acquisition expenses for the three months ended March 31, 2020.

Financial Condition

Total loans were $6.2 billion at March 31, 2020, an increase of $304.7 million, or 20.53% annualized, compared to December 31, 2019. The net increase was the result of Veritex's growth strategy and a $187.5 million increase in mortgage warehouse driven by low interest rates.

Total deposits were $5.8 billion at March 31, 2020, a decrease of $94.4 million, or 1.6%, compared to December 31, 2019. The decrease was primarily the result of decreases of $118.1 million and $7.2 million in interest-bearing accounts and noninterest-bearing demand deposits, respectively, offset by an increase of $30.9 million in certificates and other time deposits, due to normal course of business.

Asset Quality and Adoption of ASU 2016-13

Credit quality remains strong. Nonperforming assets totaled $51.3 million, or 0.60% of total assets at March 31, 2020, compared to $39.4 million, or 0.50% of total assets, at December 31, 2019. The Company had a net recovery of $236 thousand for the quarter.

On January 1, 2020, the Company adopted Accounting Standards Update (“ASU”) 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments (“ASU 2016-13”), which replaces the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (“CECL”) methodology. The measurement of expected credit losses under the CECL methodology is applicable to financial assets measured at amortized cost, including loan receivables and held-to-maturity debt securities. It also applies to off-balance sheet credit exposures not accounted for as insurance (loan commitments, standby letters of credit, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor in accordance with ASU 2016-02, Leases (Topic 842). In addition, ASU 2016-13 made changes to the accounting for available-for-sale debt securities. One such change is to require credit losses to be presented as an allowance rather than as a write-down on available-for-sale debt securities that management does not intend to sell or believes that it is more likely than not they will be required to sell.

The Company adopted ASU 2016-13 using the modified retrospective method for all financial assets measured at amortized cost, net investments in leases and off-balance sheet credit exposures. Results for reporting periods beginning after January 1, 2020 are presented under ASU 2016-13 while prior period amounts continue to be reported in accordance with previously applicable GAAP. The Company recorded a net increase in the allowance for credit losses of $39.1 million on January 1, 2020, which was primarily driven by the allowance for credit loss required on recently acquired non-purchased credit deteriorated loans that have not required an allowance under the incurred loss model.

We recorded a provision for credit losses for the three months ended March 31, 2020 of $31.8 million, compared to $3.5 million and $5.0 million for the three months ended December 31, 2019 and March 31, 2019, respectively. The increase in the recorded provision for credit losses for the three months ended March 31, 2020 was primarily attributable to the incorporated change in the economic forecasts used in the CECL model late in the first quarter of 2020 to reflect the expected impact of the COVID-19 pandemic as of March 31, 2020, as compared to our initial adoption of CECL. In the first quarter of 2020, we also recorded a $3.9 million provision for unfunded commitments which was also attributable to the change in the economic forecasts as a result of the COVID-19 pandemic. Allowance for credit losses as a percentage of loans held for investment, excluding mortgage warehouse, was 1.73%, 0.52% and 0.38% of total loans at March 31, 2020, December 31, 2019 and March 31, 2019, respectively.

Income Taxes

Income tax benefit for the three months ended March 31, 2020 totaled $684 thousand, compared to an income tax expense of $8.2 million for the three months ended December 31, 2019. The Company's effective tax rate was approximately (19.8)% and 21.9% for the three months ended March 31, 2020 and December 31, 2019, respectively. The decrease in the effective tax rate was primarily due to a net discrete tax benefit of $1.4 million primarily associated with the recognition of excess tax benefit realized on share-based payment awards. The effective tax rate prior to discrete tax adjustments was 22.1% for the three months ended March 31, 2020.

Dividend Information

On April 28, 2020, Veritex's Board of Directors declared a quarterly cash dividend of $0.17 per share on its outstanding shares of common stock. The dividend will be paid on or after May 21, 2020 to stockholders of record as of the close of business on May 7, 2020.

Non-GAAP Financial Measures

Veritex's management uses certain non-GAAP (generally accepted accounting principles) financial measures to evaluate its operating performance and provide information that is important to investors. 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. Specifically, Veritex reviews and reports tangible book value, tangible book value per common share, operating net income, tangible common equity to tangible assets, return on average tangible common equity, pre-tax, pre-provision operating earnings, pre-tax, pre-provision operating return on average assets, diluted operating earnings per share, operating return on average assets, operating return on average tangible common equity and operating efficiency ratio. Veritex has included in this earnings release information related to these non-GAAP financial measures for the applicable periods presented. Please refer to "Reconciliation of Non-GAAP Financial Measures" after the financial highlights at the end of this earnings release for a reconciliation of these non-GAAP financial measures.

Conference Call

The Company will host an investor conference call to review the results on Wednesday, April 29, 2020 at 8:30 a.m. Central Time. Participants may pre-register for the call by visiting **https://edge.media-server.com/mmc/p/aqy7st3q** and will receive a unique PIN, which can be used when dialing in for the call. This will allow attendees to access the call immediately. Alternatively, participants may call toll-free at (877) 703-9880.

The call and corresponding presentation slides will be webcast live on the home page of the Company's website, https://ir.veritexbank.com/. An audio replay will be available one hour after the conclusion of the call at (855) 859-2056, Conference
#7880587. This replay, as well as the webcast, will be available until May 6, 2020.

About Veritex Holdings, Inc.

Headquartered in Dallas, Texas, Veritex is a bank holding company that conducts banking activities through its wholly owned subsidiary, Veritex Community Bank, with locations throughout the Dallas-Fort Worth metroplex and in the Houston metropolitan area. 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.

Media Contact:
LaVonda Renfro
972-349-6200
lrenfro@veritexbank.com

Investor Relations:
Susan Caudle
972-349-6132

scaudle@veritexbank.com

Forward-Looking Statements

This earnings release 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's quarterly cash dividend impact of certain changes in Veritex's accounting policies, standards and interpretations, the effects of COVID-19 pandemic and actions taken in response thereto, Veritex's future financial performance, business and growth strategy, projected plans and objectives, as well as other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact broader economic and industry trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "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 earnings release 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.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Financial Highlights
(Unaudited)

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars and shares in thousands)				
Per Share Data (Common Stock):					
Basic EPS	$ 0.08	$ 0.56	$ 0.52	$ 0.50	$ 0.14
Diluted EPS	0.08	0.56	0.51	0.49	0.13
Book value per common share	23.19	23.32	23.02	22.55	21.88
Tangible book value per common share [1]	14.39	14.73	14.61	14.27	13.76
Common Stock Data:					
Shares outstanding at period end	49,557	51,064	52,373	53,457	54,563
Weighted average basic shares outstanding for the period	50,725	51,472	52,915	53,969	54,293
Weighted average diluted shares outstanding for the period	51,056	52,263	53,873	54,929	55,439
Summary of Credit Ratios:					
Nonperforming assets to total assets	0.60 %	0.50 %	0.21 %	0.54 %	0.29 %
Net charge-offs to average total outstanding	—	—	0.14	—	0.05
Summary Performance Ratios:					
Return on average assets [2]	0.20 %	1.43 %	1.36 %	1.36 %	0.38 %
Return on average equity [2]	1.41	9.63	8.98	8.98	2.52
Return on average tangible common equity [1, 2]	3.27	16.22	15.15	15.26	5.09
Efficiency ratio	47.61	47.12	43.67	51.49	82.30
Selected Performance Metrics - Operating:					
Diluted operating EPS [1]	$ 0.08	$ 0.58	$ 0.53	$ 0.59	$ 0.59
Pre-tax, pre-provision operating return on average assets [1, 2]	1.94 %	2.07 %	2.26 %	2.22 %	2.40 %
Operating return on average assets [1, 2]	0.20	1.49	1.42	1.63	1.69
Operating return on average tangible common equity [1, 2]	3.27	16.87	15.78	18.09	18.81
Operating efficiency ratio [1]	47.61	45.67	42.36	43.66	43.54
Veritex Holdings, Inc. Capital Ratios:					
Average stockholders' equity to average total assets	14.56 %	14.88 %	15.11 %	15.13 %	15.92 %
Tier 1 capital to average assets (leverage)	9.49	10.17	10.33	10.47	10.57
Common equity tier 1 capital	9.53	10.60	10.82	11.32	11.07
Tier 1 capital to risk-weighted assets	9.92	11.02	11.26	11.77	11.50
Total capital to risk-weighted assets	12.48	13.10	12.26	12.80	12.45
Tangible common equity to tangible assets [1]	8.81	10.01	10.17	10.08	10.02
Veritex Bank Capital Ratios:					
Tier 1 capital to average assets (leverage)	10.83 %	11.08 %	10.64 %	10.80 %	10.65 %
Common equity tier 1 capital	11.31	12.00	11.61	12.16	11.61
Tier 1 capital to risk-weighted assets	11.31	12.00	11.61	12.16	11.61
Total capital to risk-weighted assets	12.37	12.44	12.00	12.54	11.93

[1] Refer to the section titled "Reconciliation of Non-GAAP Financial Measures" after the financial highlights for a reconciliation of these non-GAAP financial measures to their most directly comparable GAAP measures.
[2] Annualized ratio.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Financial Highlights
(In thousands)

	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(unaudited)		(unaudited)	(unaudited)	(unaudited)
ASSETS					
Cash and cash equivalents	$ 430,842	$ 251,550	$ 252,592	$ 265,822	$ 339,473
Securities	1,117,804	997,330	1,023,393	1,020,279	950,671
Other securities	112,775	84,063	85,007	76,016	70,429
Loans held for sale	15,048	14,080	10,715	7,524	8,002
Loans held for investment, mortgage warehouse	371,161	183,628	233,577	200,017	114,158
Loans held for investment	5,853,735	5,737,577	5,654,027	5,731,833	5,663,721
Total loans	6,239,944	5,935,285	5,898,319	5,939,374	5,785,881
Allowance for credit losses	(100,983)	(29,834)	(26,243)	(24,712)	(21,603)
Bank-owned life insurance	81,395	80,915	80,411	79,899	79,397
Bank premises, furniture and equipment, net	116,056	118,536	118,449	115,373	119,354
Other real estate owned	7,720	5,995	4,625	1,748	151
Intangible assets, net	69,444	72,263	75,363	78,347	81,245
Goodwill	370,840	370,840	370,463	370,221	368,268
Other assets	85,787	67,994	80,504	87,739	74,965
Branch assets held for sale	—	—	—	—	83,516
Total assets	$ 8,531,624	$ 7,954,937	$ 7,962,883	$ 8,010,106	$ 7,931,747
LIABILITIES AND STOCKHOLDERS' EQUITY					
Deposits:					
Noninterest-bearing deposits	$ 1,549,260	$ 1,556,500	$ 1,473,126	$ 1,476,668	$ 1,439,630
Interest-bearing transaction and savings deposits	2,536,865	2,654,972	2,528,293	2,646,154	2,617,117
Certificates and other time deposits	1,713,820	1,682,878	1,876,427	2,042,266	2,240,968
Total deposits	5,799,945	5,894,350	5,877,846	6,165,088	6,297,715
Accounts payable and other liabilities	56,339	37,427	45,475	44,414	42,621
Accrued interest payable	5,407	6,569	6,054	7,069	6,846
Advances from Federal Home Loan Bank	1,377,832	677,870	752,907	512,945	252,982
Subordinated debentures and subordinated notes	140,406	145,571	72,284	72,486	72,719
Securities sold under agreements to repurchase	2,426	2,353	2,787	2,811	2,778
Branch liabilities held for sale	—	—	—	—	62,381
Total liabilities	7,382,355	6,764,140	6,757,353	6,804,813	6,738,042
Commitments and contingencies					
Stockholders' equity:					
Common stock	554	549	524	535	546
Additional paid-in capital	1,119,757	1,117,879	1,114,659	1,112,238	1,109,386
Retained earnings	127,812	147,911	125,344	104,652	84,559
Accumulated other comprehensive income	45,306	19,061	23,837	17,741	7,016
Treasury stock	(144,160)	(94,603)	(58,834)	(29,873)	(7,802)
Total stockholders' equity	1,149,269	1,190,797	1,205,530	1,205,293	1,193,705
Total liabilities and stockholders' equity	$ 8,531,624	$ 7,954,937	$ 7,962,883	$ 8,010,106	$ 7,931,747

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Financial Highlights
(In thousands, except per share data)

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
Interest income:					
Loans, including fees	$ 77,861	$ 82,469	$ 85,811	$ 86,786	$ 85,747
Investment securities	7,397	7,168	7,687	7,397	7,232
Deposits in financial institutions and Fed Funds sold	871	1,285	1,329	1,372	1,554
Other investments	850	820	816	622	691
Total interest income	86,979	91,742	95,643	96,177	95,224
Interest expense:					
Transaction and savings deposits	6,552	8,203	10,381	11,405	10,366
Certificates and other time deposits	8,240	9,455	10,283	10,145	8,792
Advances from FHLB	2,879	2,661	3,081	2,187	2,055
Subordinated debentures and subordinated notes	1,903	1,559	1,024	998	1,094
Total interest expense	19,574	21,878	24,769	24,735	22,307
Net interest income	67,405	69,864	70,874	71,442	72,917
Provision for credit losses	31,776	3,493	9,674	3,335	5,012
Provision for unfunded commitments	3,881	—	—	—	—
Net interest income after provisions	31,748	66,371	61,200	68,107	67,905
Noninterest income:					
Service charges and fees on deposit accounts	3,642	3,728	3,667	3,422	3,517
Loan fees	845	1,921	2,252	1,932	1,677
Loss on sales of investment securities	—	(438)	—	(642)	(772)
Gain on sales of loans	746	536	853	1,104	2,370
Rental income	551	371	369	373	368
Other	1,463	1,014	1,289	(155)	1,324
Total noninterest income	7,247	7,132	8,430	6,034	8,484
Noninterest expense:					
Salaries and employee benefits	18,870	18,917	17,530	17,459	18,885
Occupancy and equipment	4,273	4,198	4,044	4,014	4,129
Professional and regulatory fees	2,196	2,615	2,750	2,814	3,418
Data processing and software expense	2,089	1,880	2,252	2,309	1,924
Marketing	1,083	971	708	961	619
Amortization of intangibles	2,696	2,696	2,712	2,719	2,760
Telephone and communications	319	466	361	625	395
Merger and acquisition expense	—	918	1,035	5,790	31,217
Other	4,019	3,623	3,238	3,205	3,646
Total noninterest expense	35,545	36,284	34,630	39,896	66,993
Income before income tax expense	3,450	37,219	35,000	34,245	9,396
Income tax (benefit) expense	(684)	8,168	7,595	7,369	1,989
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Basic EPS	$ 0.08	$ 0.56	$ 0.52	$ 0.50	$ 0.14
Diluted EPS	$ 0.08	$ 0.56	$ 0.51	$ 0.49	$ 0.13
Weighted average basic shares outstanding	50,725	51,472	52,915	53,969	54,293
Weighted average diluted shares outstanding	51,056	52,263	53,873	54,929	55,439

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Financial Highlights
(In thousands except percentages)

	For the Three Months Ended								
	March 31, 2020			December 31, 2019			March 31, 2019		
	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate	Average Outstanding Balance	Interest Earned/ Interest Paid	Average Yield/ Rate
Assets									
Interest-earning assets:									
Loans [1]	$ 5,784,965	$ 76,527	5.32 %	$ 5,692,773	$ 80,779	5.63 %	$ 5,731,062	$ 84,194	5.96 %
Loans held for investment, mortgage warehouse	163,646	1,334	3.28	191,132	1,690	3.51	119,781	1,553	5.26
Securities	1,038,954	7,397	2.86	1,004,342	7,168	2.83	926,347	7,232	3.17
Interest-bearing deposits in other banks	308,546	871	1.14	312,530	1,285	1.63	264,138	1,554	2.39
Other investments [2]	91,917	850	3.72	71,791	820	4.53	56,909	691	4.92
Total interest-earning assets	7,388,028	86,979	4.74	7,272,568	91,742	5.00	7,098,237	95,224	5.44
Allowance for loan losses	(44,270)			(27,564)			(20,065)		
Noninterest-earning assets	782,024			798,501			763,095		
Total assets	$ 8,125,782			$ 8,043,505			$ 7,841,267		
Liabilities and Stockholders' Equity									
Interest-bearing liabilities:									
Interest-bearing demand and savings deposits	$ 2,638,633	$ 6,552	1.00 %	$ 2,621,163	$ 8,203	1.24 %	$ 2,562,304	$ 10,366	1.64 %
Certificates and other time deposits	1,650,678	8,240	2.01	1,789,544	9,455	2.10	2,244,194	8,792	1.59
Advances from FHLB	937,901	2,879	1.23	726,352	2,661	1.45	310,697	2,055	2.68
Subordinated debentures and subordinated notes	145,189	1,903	5.27	118,193	1,559	5.23	75,813	1,094	5.85
Total interest-bearing liabilities	5,372,401	19,574	1.47	5,255,252	21,878	1.65	5,193,008	22,307	1.74
Noninterest-bearing liabilities:									
Noninterest-bearing deposits	1,523,702			1,540,406			1,427,970		
Other liabilities	46,563			50,656			30,023		
Total liabilities	6,942,666			6,846,314			6,651,001		
Stockholders' equity	1,183,116			1,197,191			1,190,266		
Total liabilities and stockholders' equity	$ 8,125,782			$ 8,043,505			$ 7,841,267		
Net interest rate spread [3]			3.27 %			3.35 %			3.70 %
Net interest income		$ 67,405			$ 69,864			$ 72,917	
Net interest margin [4]			3.67 %			3.81 %			4.17 %

[1] Includes average outstanding balances of loans held for sale of $10,995, $10,643 and $7,709 for the three months ended March 31, 2020, December 31, 2019, and March 31, 2019, respectively, and average balances of loans held for investment, excluding mortgage warehouse.
[2] The Company historically reported dividend income in other noninterest income and has re-classed $678 of dividend income into other investments as of March 31, 2019 in order to align with industry peers for comparability purposes.
[3] Net interest rate spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.
[4] Net interest margin is equal to net interest income divided by average interest-earning assets.

Yield Trend

	For the Three Months Ended				
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Average yield on interest-earning assets:					
Loans [1]	5.32 %	5.63 %	5.85 %	5.92 %	5.96 %
Loans held for investment, mortgage warehouse	3.28	3.51	3.88	4.56	5.26
Securities	2.86	2.83	2.98	3.10	3.17
Interest-bearing deposits in other banks	1.14	1.63	2.25	2.41	2.39
Other investments	3.72	4.53	4.50	4.19	4.92
Total interest-earning assets	4.74 %	5.00 %	5.26 %	5.39 %	5.44 %
Average rate on interest-bearing liabilities:					
Interest-bearing demand and savings deposits	1.00 %	1.24 %	1.57 %	1.69 %	1.64 %
Certificates and other time deposits	2.01	2.10	2.09	1.93	1.59
Advances from FHLB	1.23	1.45	1.93	2.62	2.68
Subordinated debentures and subordinated notes	5.27	5.23	5.43	5.32	5.85
Total interest-bearing liabilities	1.47 %	1.65 %	1.86 %	1.90 %	1.74 %
Net interest rate spread [2]	3.27 %	3.35 %	3.40 %	3.49 %	3.70 %
Net interest margin [3]	3.67 %	3.81 %	3.90 %	4.00 %	4.17 %

[1] Includes average outstanding balances of loans held for sale of $10,995, $10,643, $8,525, $8,140 and $7,709 for the three months ended March 31, 2020, December 31, 2019, September 30, 2019, June 30, 2019 and March 31, 2019, respectively, and average balances of loans held for investment, excluding mortgage warehouse.
[2] Net interest rate spread is the average yield on interest-earning assets minus the average rate on interest-bearing liabilities.
[3] Net interest margin is equal to net interest income divided by average interest-earning assets.

Supplemental Yield Trend

	For the Three Months Ended				
	March 31, 2020	December 31, 2019	September 30, 2019	June 30, 2019	March 31, 2019
Average cost of interest-bearing deposits	1.39 %	1.59 %	1.79 %	1.79 %	1.62 %
Average costs of total deposits, including noninterest-bearing	1.02	1.18	1.36	1.38	1.25

Loans Held for Investment ("LHI") and Deposit Portfolio Composition

	March 31, 2020		December 31, 2019		September 30, 2019		June 30, 2019		March 31, 2019	
	(Dollars in thousands)									
LHI [1]										
Commercial	$ 1,777,603	30.4 %	$ 1,712,838	29.9 %	$ 1,711,256	30.3 %	$ 1,788,044	31.2 %	$ 1,812,670	32.0 %
Real Estate:										
Owner occupied commercial	723,839	12.4	706,782	12.3	716,130	12.7	746,768	13.0	745,114	13.2
Commercial	1,828,386	31.2	1,784,201	31.1	1,710,510	30.3	1,727,525	30.1	1,701,443	30.0
Construction and land	566,470	9.7	629,374	11.0	623,622	11.0	543,850	9.5	514,709	9.1
Farmland	14,930	0.3	16,939	0.3	7,986	0.1	17,472	0.3	10,028	0.2
1-4 family residential	536,892	9.2	549,811	9.6	559,310	9.9	557,056	9.7	570,599	10.1
Multi-family residential	388,374	6.6	320,041	5.6	306,966	5.4	330,877	5.8	287,713	5.1
Consumer	15,771	0.2	17,457	0.2	18,113	0.3	20,562	0.4	21,767	0.3
Total acquired LHI	$ 5,852,265	100 %	$ 5,737,443	100 %	$ 5,653,893	100 %	$ 5,732,154	100 %	$ 5,664,043	100 %
Mortgage warehouse	373,161		183,628		233,577		200,017		114,158	
Total LHI [2]	$ 6,225,426		$ 5,921,071		$ 5,887,470		$ 5,932,171		$ 5,778,201	
Deposits [1]										
Noninterest-bearing	$ 1,549,260	26.7 %	$ 1,556,500	26.4 %	$ 1,473,126	25.1 %	$ 1,476,668	24.0 %	$ 1,439,630	22.9 %
Interest-bearing transaction	306,641	5.3	388,877	6.6	373,997	6.4	373,982	6.1	334,868	5.3
Money market	2,143,874	37.0	2,180,017	37.0	2,066,315	35.2	2,178,274	35.3	2,169,049	34.4
Savings	86,350	1.5	86,078	1.5	87,981	1.5	93,898	1.5	113,200	1.8
Certificates and other time deposits	1,713,820	29.5	1,682,878	28.6	1,876,427	31.8	2,042,266	33.1	2,240,968	35.6
Total deposits	$ 5,799,945	100 %	$ 5,894,350	100 %	$ 5,877,846	100 %	$ 6,165,088	100 %	$ 6,297,715	100 %
Loan to Deposit Ratio	107.3 %		100.5 %		100.2 %		96.2 %		91.8 %	
Loan to Deposit Ratio, excluding mortgage warehouse	100.9 %		97.3 %		96.2 %		93.0 %		89.9 %	

[1] LHI and deposit portfolio composition exclude assets and liabilities held for sale as of March 31, 2019.
[2] Total LHI does not include deferred costs of $1.5 million at March 31, 2020, $134 thousand at December 31, 2019 and September 30, 2019, respectively, and deferred fees of $321 thousand at June 30, 2019 and March 31, 2019, respectively.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Financial Highlights
(In thousands except percentages)

Asset Quality

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Nonperforming Assets ("NPAs"):					
Nonaccrual loans	$ 38,836	$ 29,779	$ 10,172	$ 15,733	$ 18,683
Accruing loans 90 or more days past due [1]	4,764	3,660	2,194	25,774	4,303
Total nonperforming loans held for investment ("NPLs")	43,600	33,439	12,366	41,507	22,986
Other real estate owned	7,720	5,995	4,625	1,748	151
Total NPAs	$ 51,320	$ 39,434	$ 16,991	$ 43,255	$ 23,137
Charge-offs:					
Residential	$ —	$ —	$ —	$ (157)	$ —
Commercial	—	—	(8,101)	(143)	(2,654)
Consumer	(68)	(48)	(113)	(30)	(74)
Total charge-offs	(68)	(48)	(8,214)	(330)	(2,728)
Recoveries:					
Residential	1	5	—	54	8
Commercial	29	135	71	10	10
Consumer	274	6	—	40	46
Total recoveries	304	146	71	104	64
Net charge-offs	$ 236	$ 98	$ (8,143)	$ (226)	$ (2,664)
CECL transition adjustment	$ 39,137	$ —	$ —	$ —	$ —
Allowance for credit losses ("ACL") at end of period	$ 100,983	$ 29,834	$ 26,243	$ 24,712	$ 21,603
Asset Quality Ratios:					
NPAs to total assets	0.60 %	0.50 %	0.21 %	0.54 %	0.29 %
NPLs to total LHI, excluding mortgage warehouse	0.75	0.58	0.22	0.72	0.41
ACL to total LHI, excluding mortgage warehouse	1.73	0.52	0.46	0.43	0.38
Net charge-offs to average loans outstanding	—	—	0.14	—	0.05

[1] Accruing loans greater than 90 days past due exclude purchase credit deteriorated loans greater than 90 days past due.

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures
(Unaudited)

We identify certain financial measures discussed in this earnings release as being “non-GAAP financial measures.” In accordance with SEC rules, we classify a financial measure as being a non-GAAP financial measure if that financial measure excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are included or excluded, as the case may be, in the most directly comparable measure calculated and presented in accordance with generally accepted accounting principles as in effect from time to time in the United States (“GAAP”), in our statements of income, balance sheets or statements of cash flows. Non-GAAP financial measures do not include operating and other statistical measures or ratios calculated using exclusively either one or both of (i) financial measures calculated in accordance with GAAP and (ii) operating measures or other measures that are not non-GAAP financial measures.

The non-GAAP financial measures that we present in this earnings release should not be considered in isolation or as a substitute for the most directly comparable or other financial measures calculated in accordance with GAAP. Moreover, the manner in which we calculate the non-GAAP financial measures that we present in this earnings release may differ from that of other companies reporting measures with similar names. You should understand how such other financial institutions calculate their financial measures that appear to be similar or have similar names to the non-GAAP financial measures we have discussed in this earnings release when comparing such non-GAAP financial measures.

Tangible Book Value Per Common Share. Tangible book value is a non-GAAP measure generally used by financial analysts and investment bankers to evaluate financial institutions. We calculate: (a) tangible common equity as total stockholders’ equity less goodwill and core deposit intangibles, net of accumulated amortization; and (b) tangible book value per common share as tangible common equity (as described in clause (a)) divided by number of common shares outstanding. For tangible book value per common share, the most directly comparable financial measure calculated in accordance with GAAP is book value per common share.

We believe that this measure is important to many investors in the marketplace who are interested in changes from period to period in book value per common share exclusive of changes in core deposit intangibles. Goodwill and other intangible assets have the effect of increasing total book value while not increasing our tangible book value.

The following table reconciles, as of the dates set forth below, total stockholders’ equity to tangible common equity and presents our tangible book value per common share compared with our book value per common share:

	As of				
	Mar 31, 2020	**Dec 31, 2019**	**Sep 30, 2019**	**Jun 30, 2019**	**Mar 31, 2019**
	(Dollars in thousands, except per share data)				
Tangible Common Equity					
Total stockholders' equity	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293	$ 1,193,705
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible common equity	$ 713,317	$ 752,394	$ 765,053	$ 762,607	$ 750,521
Common shares outstanding	49,557	51,064	52,373	53,457	54,563
Book value per common share	$ 23.19	$ 23.32	$ 23.02	$ 22.55	$ 21.88
Tangible book value per common share	$ 14.39	$ 14.73	$ 14.61	$ 14.27	$ 13.76

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures
(Unaudited)

Tangible Common Equity to Tangible Assets . Tangible common equity to tangible assets is a non-GAAP measure generally used by financial analysts and investment bankers to evaluate financial institutions. We calculate: (a) tangible common equity as total stockholders' equity, less goodwill and core deposit intangibles, net of accumulated amortization; (b) tangible assets as total assets less goodwill and core deposit intangibles, net of accumulated amortization; and (c) tangible common equity to tangible assets as tangible common equity (as described in clause (a)) divided by tangible assets (as described in clause (b)). For tangible common equity to tangible assets, the most directly comparable financial measure calculated in accordance with GAAP is total stockholders' equity to total assets.

We believe that this measure is important to many investors in the marketplace who are interested in the relative changes from period to period in common equity and total assets, in each case, exclusive of changes in core deposit intangibles. Goodwill and other intangible assets have the effect of increasing both total stockholders' equity and assets while not increasing our tangible common equity or tangible assets.

The following table reconciles, as of the dates set forth below, total stockholders' equity to tangible common equity and total assets to tangible assets and presents our tangible common equity to tangible assets:

	As of				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Tangible Common Equity					
Total stockholders' equity	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293	$ 1,193,705
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible common equity	$ 713,317	$ 752,394	$ 765,053	$ 762,607	$ 750,521
Tangible Assets					
Total assets	$ 8,531,624	$ 7,954,937	$ 7,962,883	$ 8,010,106	$ 7,931,747
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible Assets	$ 8,095,672	$ 7,516,534	$ 7,522,406	$ 7,567,420	$ 7,488,563
Tangible Common Equity to Tangible Assets	8.81 %	10.01 %	10.17 %	10.08 %	10.02 %

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures
(Unaudited)

Return on Average Tangible Common Equity . Return on average tangible common equity is a non-GAAP measure generally used by financial analysts and investment bankers to evaluate financial institutions. We calculate: (a) return as net income available for common stockholders adjusted for amortization of core deposit intangibles as net income, plus amortization of core deposit intangibles, less tax benefit at the statutory rate; (b) average tangible common equity as total average stockholders' equity less average goodwill and average core deposit intangibles, net of accumulated amortization; and (c) return (as described in clause (a)) divided by average tangible common equity (as described in clause (b)). For return on average tangible common equity, the most directly comparable financial measure calculated in accordance with GAAP is return on average equity.

We believe that this measure is important to many investors in the marketplace who are interested in the return on common equity, exclusive of the impact of core deposit intangibles. Goodwill and core deposit intangibles have the effect of increasing total stockholders' equity while not increasing our tangible common equity. This measure is particularly relevant to acquisitive institutions that may have higher balances in goodwill and core deposit intangibles than non-acquisitive institutions.

The following table reconciles, as of the dates set forth below, average tangible common equity to average common equity and net income available for common stockholders adjusted for amortization of core deposit intangibles, net of taxes to net income and presents our return on average tangible common equity:

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Net income available for common stockholders adjusted for amortization of core deposit intangibles					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Adjustments:					
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,477
Less: Tax benefit at the statutory rate	515	515	515	515	520
Net income available for common stockholders adjusted for amortization of intangibles	$ 6,070	$ 30,987	$ 29,341	$ 28,812	$ 9,364
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,183,116	$ 1,197,191	$ 1,210,147	$ 1,200,632	$ 1,190,266
Adjustments:					
Average goodwill	(370,840)	(370,463)	(370,224)	(369,255)	(366,795)
Average core deposit intangibles	(66,439)	(68,913)	(71,355)	(73,875)	(76,727)
Average tangible common equity	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 746,744
Return on Average Tangible Common Equity (Annualized)	3.27 %	16.22 %	15.15 %	15.26 %	5.09 %

VERITEX HOLDINGS, INC. AND SUBSIDIARY
Reconciliation of Non-GAAP Financial Measures
(Unaudited)

Operating Net Income, Pre-tax, Pre-provision Operating Earnings and performance metrics calculated using Operating Earnings and Pre-tax, Pre-provision Operating Net Income, including Diluted Operating Earnings per Share, Operating Return on Average Assets, Pre-tax, Pre-Provision Operating Return on Average Assets, Operating Return on Average Tangible Common Equity and Operating Efficiency Ratio. Operating earnings and pre-tax, pre-provision operating earnings are non-GAAP measures used by management to evaluate the Company's financial performance. We calculate (a) operating net income as net income plus loss on sale of securities available for sale, net, plus loss (gain) on sale of disposed branch assets, plus lease exit costs, net, plus branch closure expenses, plus one-time issuance of shares to all employees, plus merger and acquisition expenses, less tax impact of adjustments, plus re-measurement of deferred tax assets as a result of the reduction in the corporate income tax rate under the Tax Cuts and Jobs Act, plus other merger and acquisition discrete tax items. We calculate (b) pre-tax, pre-provision operating earnings as operating earnings as described in clause (a) plus provision for income taxes, plus provision for loan losses. We calculate (c) diluted operating earnings per share as operating earnings as described in clause (a) divided by weighted average diluted shares outstanding. We calculate (d) operating return on average tangible common equity as operating earnings as described in clause (a) divided by total average tangible common equity (average stockholders' equity less average goodwill and average core deposit intangibles, net of accumulated amortization.) We calculate (e) operating efficiency ratio as non interest expense plus adjustments to operating non interest expense divided by (i) non interest income plus adjustments to operating non interest income plus (ii) net interest income.

We believe that these measures and the operating metrics calculated utilizing these measures are important to management and many investors in the marketplace who are interested in understanding the ongoing operating performance of the Company and provide meaningful comparisons to its peers.

The following tables reconcile, as of the dates set forth below, operating net income and pre-tax, pre-provision operating earnings and related metrics:

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Operating Earnings					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Plus: Loss on sale of securities available for sale, net	—	438	—	642	772
Plus: Loss on sale of disposed branch assets [1]	—	—	—	359	—
Plus: Merger and acquisition expenses	—	918	1,035	5,431	31,217
Operating pre-tax income	4,134	30,407	28,440	33,308	39,396
Less: Tax impact of adjustments	—	(23)	217	1,351	6,717
Plus: Other M&A tax items [2]	—	829	406	277	—
Plus: Discrete tax adjustments [3]	—	(965)	—	—	—
Operating earnings	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 32,679
Weighted average diluted shares outstanding	51,056	52,263	53,873	54,929	55,439
Diluted EPS	$ 0.08	$ 0.56	$ 0.51	$ 0.49	$ 0.13
Diluted operating EPS	0.08	0.58	0.53	0.59	0.59

[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.

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Pre-Tax, Pre-Provision Operating Earnings					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Plus: (Benefit) provision for income taxes	(684)	8,168	7,595	7,369	1,989
Pus: Provision for credit losses and unfunded commitments	35,657	3,493	9,674	3,335	5,012
Plus: Loss on sale of securities available for sale, net	—	438	—	642	772
Plus: Loss on sale of disposed branch assets [1]	—	—	—	359	—
Plus: Merger and acquisition expenses	—	918	1,035	5,431	31,217
Pre-tax, pre-provision operating earnings	$ 39,107	$ 42,068	$ 45,709	$ 44,012	$ 46,397
Average total assets	$ 8,125,782	$ 8,043,505	$ 8,009,377	$ 7,937,319	$ 7,841,267
Pre-tax, pre-provision operating return on average assets [2]	1.94 %	2.07 %	2.26 %	2.22 %	2.40 %
Average total assets	$ 8,125,782	$ 8,043,505	$ 8,009,377	$ 7,937,319	$ 7,841,267
Return on average assets [2]	0.20 %	1.43 %	1.36 %	1.36 %	0.38 %
Operating return on average assets [2]	0.20	1.49	1.42	1.63	1.69
Operating earnings adjusted for amortization of intangibles					
Operating net income	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 32,679
Adjustments:					
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,477
Less: Tax benefit at the statutory rate	515	515	515	515	520
Operating earnings adjusted for amortization of intangibles	$ 6,070	$ 32,230	$ 30,565	$ 34,170	$ 34,636
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,183,116	$ 1,197,191	$ 1,210,147	$ 1,200,632	$ 1,190,266
Adjustments:					
Less: Average goodwill	(370,840)	(370,463)	(370,224)	(369,255)	(366,795)
Less: Average core deposit intangibles	(66,439)	(68,913)	(71,355)	(73,875)	(76,727)
Average tangible common equity	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 746,744
Operating return on average tangible common equity [2]	3.27 %	16.87 %	15.78 %	18.09 %	18.81 %
Efficiency ratio	47.61 %	47.12 %	43.67 %	51.49 %	82.30 %
Operating efficiency ratio	47.61 %	45.67 %	42.36 %	43.66 %	43.54 %

[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.

VERITEX

Investor Presentation

1st Quarter 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.

Risk Factor Update

The novel coronavirus ("COVID-19") and the impact of actions to mitigate it could have a material adverse effect our business, financial condition and results of operations, and such effects will depend on future developments, which are highly uncertain and are difficult to predict.

COVID-19 has led to federal, state and local governments enacting various restrictions in an attempt to limit the spread of the virus, including the declaration of a federal National Emergency; multiple cities' and states' declarations of states of emergency; school and business closings; limitations on social or public gatherings and other social distancing measures, such as working remotely, travel restrictions, quarantines and shelter in place orders. Such measures have significantly contributed to rising unemployment and reductions in consumer and business spending. In response to the economic and financial effects of COVID-19, the Federal Reserve Board has sharply reduced interest rates and instituted quantitative easing measures as well as domestic and global capital market support programs. In addition, the Trump Administration, Congress, various federal agencies and state governments have taken measures to address the economic and social consequences of the pandemic, including the passage of the Coronavirus Aid, Relief, and Economic Security Act, or CARES Act, and the Main Street Lending Program. The CARES Act, among other things, provides certain measures to support individuals and businesses in maintaining solvency through monetary relief, including in the form of financing, loan forgiveness and automatic forbearance. Beginning in early April 2020, we began processing loan applications under the Paycheck Protection Program created under the CARES Act. The Federal Reserve's Main Street Lending Program will offer deferred interest on 4-year loans to small and mid-sized businesses. Other banking regulatory agencies have encouraged lenders to extend additional loans, and the federal government is considering additional stimulus and support legislation focused on providing aid to various sectors, including small businesses. The full impact on our business activities as a result of new government and regulatory policies, programs and guidelines, as well as regulators' reactions to such activities, remains uncertain.

The economic effects of the COVID-19 outbreak have had a destabilizing effect on financial markets, key market indices and overall economic activity. The uncertainty regarding the duration of the pandemic and the resulting economic disruption has caused increased market volatility and may lead to an economic recession and/or a significant decrease in consumer confidence and business generally. The continuation of these conditions caused by the outbreak, including the impacts of the CARES Act and other federal and state measures, specifically with respect to loan forbearances, can be expected to adversely impact our businesses and results of operations and the operations of our borrowers, customers and business partners. In particular, these events can be expected to, among other things:

- impair the ability of borrowers to repay outstanding loans or other obligations, resulting in increases in delinquencies;
- impair the value of collateral securing loans (particularly with respect to real estate);
- impair the value of our securities portfolio;
- require an increase in our allowance for credit losses or unfunded commitments;
- adversely affect the stability of our deposit base, or otherwise impair our liquidity;
- reduce our wealth management revenues and the demand for our products and services;
- create stress on our operations and systems associated with our participation in the Paycheck Protection Program as a result of high demand and volume of applications;
- result in increased compliance risk as we become subject to new regulatory and other requirements associated with the Paycheck Protection Program and other new programs in which we participate;
- impair the ability of loan guarantors to honor commitments;
- negatively impact our regulatory capital ratios;
- negatively impact the productivity and availability of key personnel and other employees necessary to conduct our business, and of third-party service providers who perform critical services for us, or otherwise cause operational failures due to changes in our normal business practices necessitated by the outbreak and related governmental actions;
- increase cyber and payment fraud risk, given increased online and remote activity; and
- broadly result in lost revenue and income.

Prolonged measures by health or other governmental authorities encouraging or requiring significant restrictions on travel, assembly or other core business practices could further harm our business and those of our customers, in particular our small to medium sized business customers. Although we have business continuity plans and other safeguards in place, there is no assurance that they will be effective.

The ultimate impact of these factors is highly uncertain at this time and we do not yet know the full extent of the impacts on our business, our operations or the global economy as a whole. However, the decline in economic conditions generally and a prolonged negative impact on small to medium sized businesses, in particular, due to COVID-19 may result in a material adverse effect to our business, financial condition and results of operations and may heighten many of our known risks described in the "Risk Factors" section of our Annual Report on Form 10-K for the year ended December 31, 2019.

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.

First Quarter 2020 Financial Highlights

Balance Sheet	March 31, 2020	December 31, 2019	Linked Qtr $ Change	Linked Qtr % Change
Total Loans Held for Investment ("LHFI")	$ 6,225,426	$ 5,921,071	$ 304,355	5%
Allowance for Credit Loss/Total LHFI, exc. MW[1]	1.73%	0.52%	N/M	N/M
Total Assets	$ 8,531,624	$ 7,954,937	$ 576,687	7%
Total Deposits	5,799,945	5,894,350	(94,405)	(2)%
Tangible Common Equity[2]	8.81%	10.01%	-120 bps	(12)%
Book Value per Common Share	$ 23.19	$ 23.32	$ (0.13)	(1)%
Tangible Book Value per Common Share[2]	14.39	14.73	(0.34)	(2)%
Income Statement				
Net Interest Income	$ 67,405	$ 69,864	$ (2,459)	(4)%
Provision for Credit Losses and Unfunded Commit.	35,657	3,493	N/M	N/M
Noninterest Income	7,247	7,132	115	2%
Noninterest Expense	35,545	36,284	(739)	2%
Net Income	4,134	29,051	(24,917)	(86)%
Pre-tax Pre-Provision ("PTPP") Operating Return[2]	39,107	42,068	(2,961)	(7)%
Diluted EPS	0.08	0.56	(0.48)	(86)%
Dividends Declared per Common Share	0.17	0.17	-	-
Selected Ratios				
PTPP Operating Return on Average Assets[2]	1.94%	2.07%	-13 bps	(6)%
Efficiency Ratio	47.61%	47.12%	-49 bps	(1)%
Return on Avg. Tangible Common Equity[2]	3.27%	16.22%	-13 bps	(80)%
ROAE (annualized)[2]	1.41%	9.63%	-8 bps	(85)%

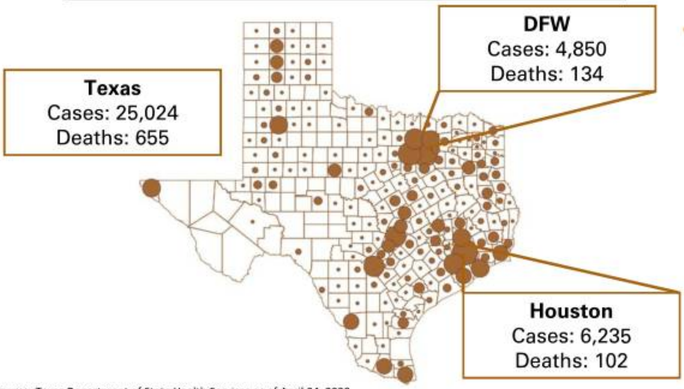
[1] "MW" refers to Mortgage Warehouse.
[2] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Pandemic Response

Business as "Unusual"

TOP 5 PRIORITIES

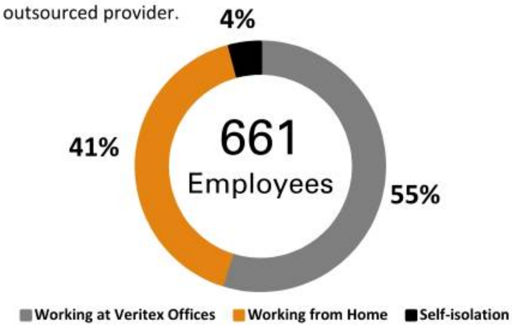
- Protection of life/safety of people
- Sustaining/supporting critical processes
- Communicate frequently and effectively
- Support remote working success
- Provide seamless service to clients



Source: Texas Department of State Health Services as of April 24, 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.
- Changed debit card ordering process by sending all non-fraud related debit card replacements to be completed through outsourced provider.



Taking Care of Clients and Communities

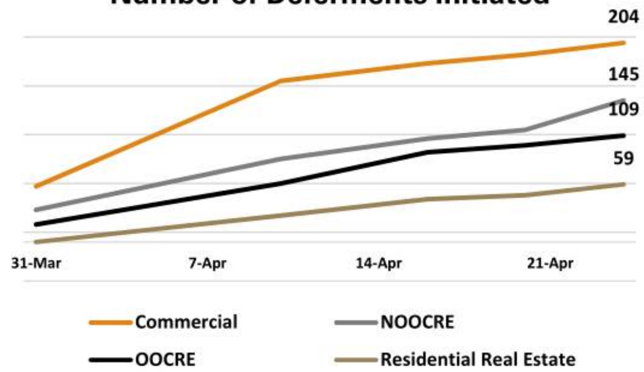
Loan Deferment Program:

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***

Deferment Request Process

1. Request Deferment in Writing (E-mail) →
2. Underwriting Deferment Begins →
3. Senior Credit Officer Reviews Underwriting →
4. Loan Servicing Preps Deferment Form →
5. Deferment Form Sent to Borrower for Execution →
6. Payment Due Date Extended *90 Days*

Number of Deferments Initiated



All loan deferments qualified for temporary suspension of troubled debt restructuring requirements per Section 4013 of the Coronavirus Aid, Relief, and Economic Security Act

As of April 24, 2020

$ of Deferments

CRE Retail	$292.3 million
CRE Hospitality	$189.0 million
CRE Office	$144.3 million
C&I	$107.5 million
CRE Warehouse	$62.0 million
CRE Multifamily	$44.2 million
Residential RE	$33.8 million
CRE Other	$14.6 million
Construction	$5.3 million
Consumer	$546 thousand
Total	**$893.5 million**
% of Total Commitments	**10.5%**

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.

As of April 24, 2020

	Phase 1	
Loan Status	# of Loans	$ of Loans
SBA E-Tran Numbers Issued	1,142	$ 324.9 million
Loans Funded	1,047	$ 308.0 million

Average loan approximately $340 thousand; Weighted average fee – 2.89%

This project required personnel from many areas of the Bank to set up and work as a team to deliver these results. Team members who were part of this effort include:

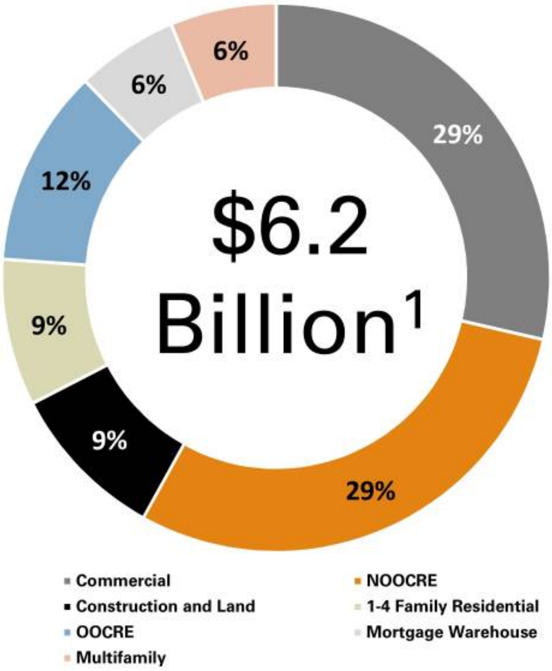
- SBA Department 10
- Commercial Lending Team 36
- Credit/Risk Management 8
- Loan Operations 20
- Retail Banking 19
- IT 2

Total Dedicated to Project 95

Loan Origination Pool	Total $ Applied For		# of Loans
< $350,000	$	95,263	951
$350,000 - $2,000,000	$	116,751	162
> $2,000,000	$	112,858	29
TOTAL	**$**	**324,872**	**1,142**

Credit Outlook

Loan Portfolio by Loan Type



[1] Total loans excludes Loans Held for Sale.

Commercial

Outstanding:	$1.8 Billion
Unfunded:	$575.3 Million
Average Loan:	$763 Thousand
NPA:	1.05%

OOCRE

Outstanding:	$723.8 Million
Unfunded:	$9.8 Million
Average Loan:	$906.3 Thousand
WA LTV:	62%
NPA:	0.52%

NOOCRE

Outstanding:	$1.8 Billion
Unfunded:	$108.6 Million
Average Loan:	$2.8 Million
WA LTV:	59%
NPA:	1.04%

Construction

Outstanding:	$566.5 Million
Unfunded:	$658.4 Million
Average Loan:	$1.08 Million
WA LTV:	57%
NPA:	0.14%
WA % Complete:	**51%**

Multifamily

Outstanding:	$388.4 Million
Unfunded:	$11.8 Million
Average Loan:	$5.2 Million
WA LTV:	69%
NPA:	0%

Portfolio Drill Down

Hospitality

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
Term	74	$	309.6	$	305.4	$	4.1
In-Process Construction	6	$	65.4	$	9.2	$	1.5
SBA / USDA	47	$	30.4	$	29.7	$	0.6
Total	**127**	**$**	**405.4**	**$**	**344.3**	**$**	**2.7**
% of Total Loans[1]				**5.9%**			

- ***27%*** Top Tier Hotels (Marriott, Hilton, Starwood, Hyatt) / ***49%*** National Economy Hotels (Intercontinental, Wyndham, Best Western) / ***20%*** Luxury Boutique / ***4%*** No Flag
- Weighted average LTV of ***61%*** on total outstanding
- Approximately 80% of exposure is located within the Bank's primary MSAs
- ***No*** hotel loans were non-performing as of March 31, 2020
- 7 loans over $10 million each account for approximately $150 million, or 44%, of the outstanding balance. Each loan has a strong national flag or iconic boutique identity. None dependent on convention business.
- 2 relationship managers oversee overwhelming majority of this portfolio. They are very experienced in this industry specifically.
- Bulk downgrade of this portfolio to Watch as of March 31, 2020

Restaurant

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
Term	97	$	104.7	$	95.4	$	1.0
In-Process Construction	11	$	10.3	$	8.9	$	0.8
SBA / USDA	47	$	11.6	$	11.6	$	0.3
Total	**155**	**$**	**126.6**	**$**	**115.9**	**$**	**0.7**
% of Total Loans[1]				**2.0%**			

- ***59%*** Quick Service / ***41%*** Full Service
- A total of ***80%*** of the portfolio is secured by real estate assets with an average LTV of ***60%***
- Approximately ***81%*** of exposure is located within the Bank's primary MSAs
- **3.5%**[2] of restaurant loans were non-performing as of March 31, 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.
- Bulk downgrade of this portfolio to Watch as of March 31, 2020

[1] Total loans excludes Loans Held for Sale and Mortgage Warehouse.
[2] Excludes $2.2 million of purchased credit deteriorated loans that are accounted for on a pooled basis.

Portfolio Drill Down

Energy

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
E&P	1	$	1.3	$	1.3	$	1.3
Oilfield Services	20	$	24.6	$	14.4	$	0.7
Total	**21**	**$**	**26.6**	**$**	**15.7**	**$**	**0.8**
% of Total Loans[1]					**0.3%**		

- Subsequent to quarter end, Veritex received approximately $500 thousand in payments on our ***only*** E&P credit
- ***3*** oilfield services customers with combined loan balances of approximately $8 million are backed by commercial real estate with a current LTV of 70%

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

Healthcare

($ in millions)	#	$ Commitment		$ Outstanding		Avg. Loan Amount	
Assisted Living	9	$	39.7	$	38.3	$	4.3
Independent Living	1	$	14.6	$	12.7	$	12.7
Skilled Nursing	5	$	14.9	$	14.9	$	2.9
Total	**15**	**$**	**69.2**	**$**	**65.9**	**$**	**4.4**
% of Total Loans[1]					**1.1%**		

- Weighted average LTV of ***65%*** on total outstanding
- Largest Healthcare exposure is $20 million of a syndication on 5 assisted living properties located in Texas and New Mexico and operated by a very experienced operator in the Houston market
- Second largest exposure is $14.5 million of an independent living project located in the Dallas market with an LTV of 58%
- ***No*** healthcare loans were non-performing as of March 31, 2020
- Healthcare detail does not include practice professionals

Portfolio Drill Down

Retail

($ in millions)	#	$ Commitment	$ Outstanding	Avg. Loan Amount
NOOCRE Retail	129	$ 375.5	$ 354.5	$ 2.7
Construction Retail	25	$ 150.5	$ 81.8	$ 3.3
Total	**154**	**$ 526.0**	**$ 436.3**	**$ 2.8**
% of Total Loans[1]			**7.5%**	

- $55.0 million of $ outstanding consists of ***Grocery Anchored Retail Centers***
- Weighted average LTV of **59%** on total outstanding
- ***7*** borrowers with loans in excess of $10 million with an average LTV of ***62%***
- Approximately ***78%*** of exposure is located within the Bank's primary MSAs
- ***No*** retail loans were non-performing as of March 31, 2020

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

Leveraged Lending

($ in millions)	#	$ Commitment	$ Outstanding	Avg. Loan Amount
Finance (Insurance)	1	$ 11.7	$ 11.7	$ 11.7
Consumer Products	1	$ 11.9	$ 10.8	$ 10.8
Commercial Legal Services	1	$ 7.8	$ 6.9	$ 6.9
Total	**3**	**$ 31.4**	**$ 29.5**	**$ 9.8**
% of Total Loans[1]			**0.5%**	

- Commitments greater than $3 million per loan
- Leverage exceeds 3x senior debt; 4x total debt
- Proceeds used for an acquisition, buy-out or capital distribution
- ***No*** leveraged lending relationships were non-performing as of March 31, 2020
- One of the leveraged lending relationships reports leverage ratios below the stated definition of a leveraged loan (3x senior; 4x total debt)

Portfolio Drill Down

Advances on Lines of Credit

($ in millions)	#	$ March 13th Outstanding	$ March 31st Outstanding	$ Advances
Commercial	1,093	$ 1,008.6	$ 1,050.1	$ 41.5
Loans to Non-depos. Institutions	17	$ 132.7	$ 137.6	$ 4.9
Total	**1,110**	**$ 1,141.3**	**$ 1,187.7**	**$ 46.4**
% of Total Loans[1]			**19.5%**	

- Advances on lines of credit increased by ***$67.7 million*** from December 31, 2019 to March 31, 2020
- ***$46.4 million*** increase in usage of outstanding lines of credit from March 13, 2020 to March 31, 2020

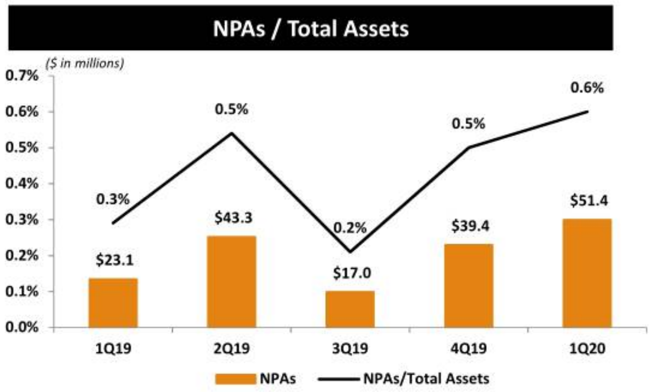
Shared National Credits (SNCs)

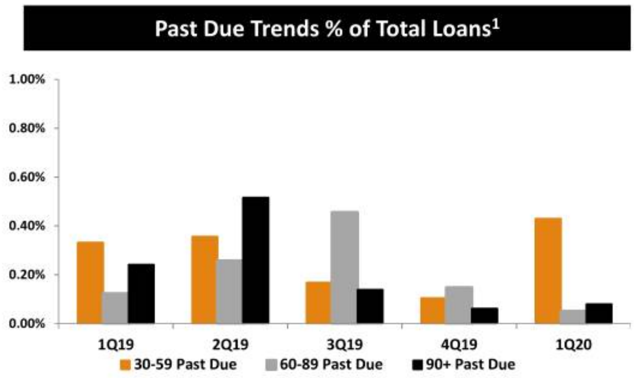
($ in millions)	#	$ Commitment	$ Outstanding	Avg. Loan Amount
Financial Services	5	$ 151.0	$ 108.2	$ 21.6
CRE	6	$ 100.0	$ 71.3	$ 11.9
Services	2	$ 59.7	$ 46.9	$ 23.4
Commodities	2	$ 29.6	$ 19.1	$ 9.6
Residential RE	1	$ 30.6	$ 6.1	$ 6.1
Total	**16**	**$ 370.9**	**$ 251.6**	**$ 15.7**
% of Total Loans[1]			**4.3%**	

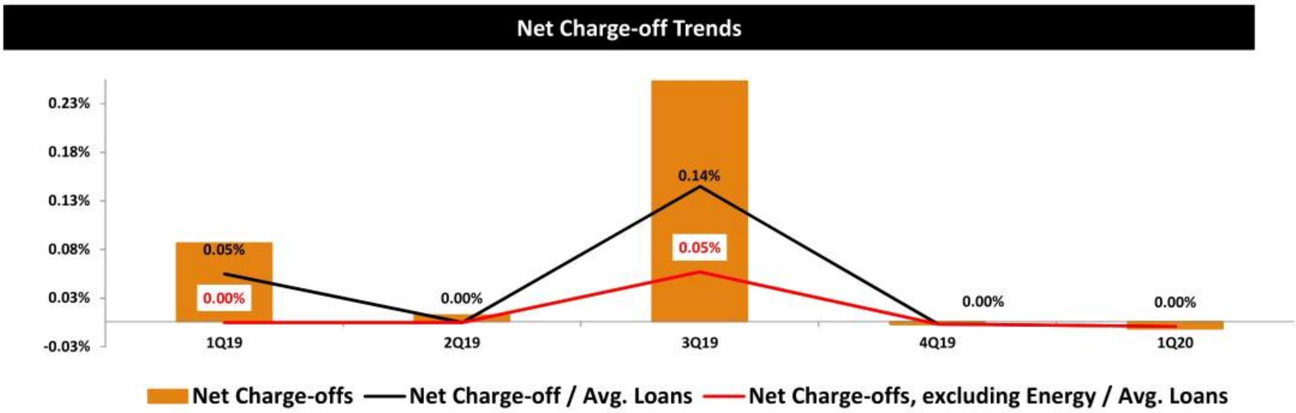
- ***All*** SNC commitments are the result of direct relationships with the management/ownership of the borrowers financed
- **67.8%** of total commitment outstanding
- August 2019 SNC Exam resulted in ***no*** downgrades
- 13 different bank agents with no agent accounting for more than 2 loan relationships

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

Asset Quality







[1] Total loans excludes Loans Held for Sale, Mortgage Warehouse and Non-Accrual loans.

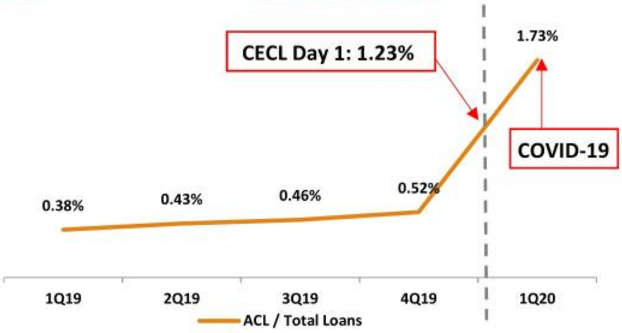
CECL Adoption

CECL - Reserve Build

($ in thousands)	December 31, 2019	January 1, 2020 Adoption Impact	January 1, 2020	Q1 Reserve Build	March 31, 2020
Pooled Loans					
Commercial	$ 10,754	$ 8,348	$ 19,102	$ 5,712	$ 24,814
CRE	9,702	7,649	17,351	11,268	28,619
Multifamily	1,965	628	2,593	2,307	4,900
Construction and Land	3,755	(575)	3,180	2,992	6,172
1-4 Family Residential	1,341	3,753	5,094	2,489	7,583
Consumer	122	216	338	(15)	323
Total	**$ 27,639**	**$ 20,019**	**$ 47,658**	**$ 24,753**	**$ 72,411**
Specific Reserves	$ 1,602	$ -	$ 1,602	$ 4,319[2]	$ 5,921
PCD Reserves	$ 593	$ 19,118	$ 19,711	$ 2,940	$ 22,651
Net Recoveries				$ (236)	$ (236)
Allowance for Credit Loss	**$ 29,834**	**$ 39,137**	**$ 68,971**	**$ 31,776**	**$ 100,983**
Reserve for Unfunded	$ 878	$ 840	$ 1,718	$ 3,881	$ 5,599
Total	**$ 30,712**		**$ 70,689**		**$ 106,582**

Discounted Cash Flow
Quarterly Forecast Assumptions[1]

Forecasts	Jan. 1 (1Q20 – 4Q20 range)	Mar. 31 (2Q20 – 1Q21 range)
Texas Unemployment	3.5% – 3.7%	8.0% – 6.0%
Texas GDP Growth (YOY)	2.2% - 2.9%	(5.0%) – (0.9%)



[1] Source: Moody's 2Q20-1Q21 Baseline Forecasts updated on April 2, 2020.

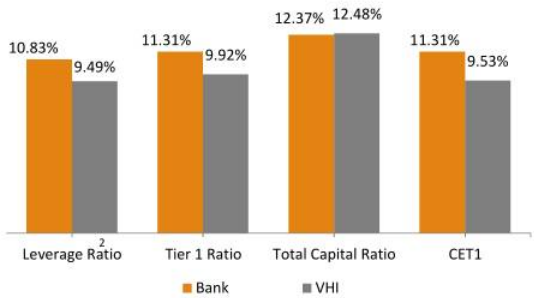
[2] Increase in specific reserves is a result of 2 credits with specific reserves approximately $1.7 million each.

Capital and Financial Results

Capital

($ in thousands)		March 31, 2020		December 31, 2019
Basel III Standarized[1]				
CET1 capital	$	701,401	$	742,675
CET1 capital ratio		9.5%		10.6%
Leverage capital	$	730,461	$	771,679
Leverage capital ratio		9.9%		10.2%
Tier 1 capital	$	730,461	$	771,679
Tier 1 capital ratio		9.9%		11.0%
Total capital	$	918,866	$	917,939
Total capital ratio		12.5%		13.1%
Risk weighted assets	$	7,359,811	$	7,005,619
Total assets as of March 31, 2020	$	8,531,624	$	7,954,937
Tangible common equity / Tangible Assets		8.81%		10.01%

Ratios as of March 31, 2020

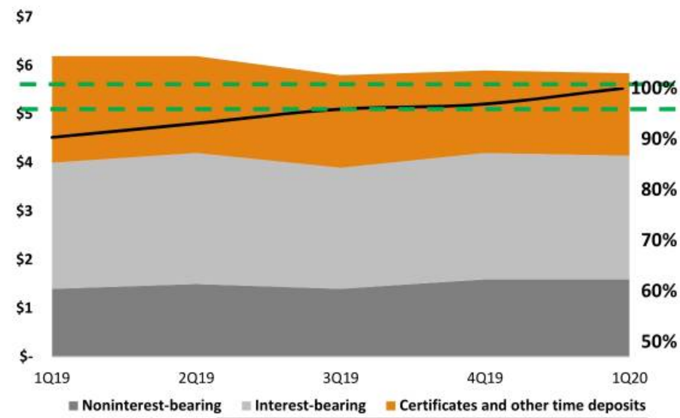


[1] Estimated capital measures inclusive of CECL capital transition provisions as of March 31, 2020.

- Dividends
  - On April 28, 2020, declared quarterly cash dividend of $0.17 per common share payable in May 2020
  - Will continuously review dividend with Board of Directors throughout the COVID-19 pandemic
- Stock Buyback Program
  - ***Suspended*** on March 16, 2020
- 2020 Return to Shareholders
  - **QTD return of $58.3 million** ($49.6 million in stock buyback on 2,002,211 shares and $8.7 million in common dividends)
- Elected option to delay CECL transition impact on regulatory capital for 2 years, followed by a three-year transition period

Deposits

- Total deposits, excluding time deposits, decreased $94 million, or 1.6%, during the first quarter of 2020.
- Noninterest-bearing deposits totaled $1.6 billion, which comprised 26.7% of total deposits as of March 31, 2020.
- Excluding mortgage warehouse, the loan to deposit ratio was 100.9% at March 31, 2020.
- Reliance on less valuable time deposits has decreased from 36% in 1Q19 to 30% in 1Q20.
- Cost of interest-bearing deposits, excluding deposit premium accretion, declined 30 bps in 1Q20 to 1.35%.

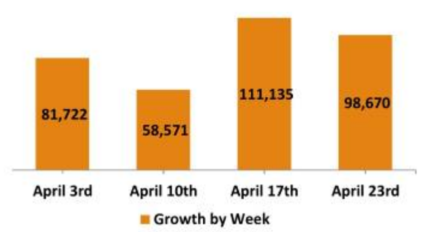


Monthly Cost of Interest-bearing Deposits and FHLB Borrowings[1]

CD Maturity Table

	Balance	WA Rate
2Q20	601,964	1.85%
3Q20	314,628	1.78%
4Q20	234,026	1.95%
1Q21	226,808	1.65%
2Q21	117,564	2.23%
3Q21	79,518	1.83%
4Q21	61,623	1.84%
1Q22	59,047	1.72%
Total	**1,695,178**	**1.84%**

Weekly Deposit Growth Activity

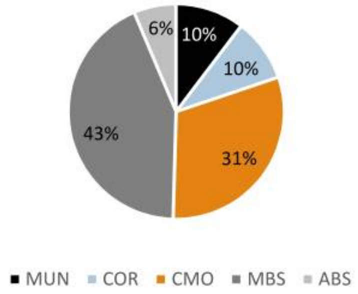


1 Average costs of interest-bearings deposits excludes $288, $248 $204, $160, $140 and $123of deposit premium accretion as of Oct. 2019, Nov. 2019, Dec. 2019, Jan. 2020, Feb. 2020 and Mar. 2020, respectively.

2 Loan to Deposit Ratio excluding mortgage warehouse.

Liquidity and Securities Portfolio

Securities Portfolio as of March 31, 2020



Available for Sale Portfolio Breakout

Security Type	Book Value	Market Value	Net Unrealized Gain (Loss)
Corporate	$ 107,802	$ 112,096	$ 4,294
Municipal	97,945	103,031	5,086
Mortgage-Backed Security	313,077	332,097	19,020
Collateralized Mortgage Obligation	450,490	468,890	18,400
Asset Backed Securities	64,927	68,848	3,921
	$ 1,034,241	**$ 1,084,962**	**$ 50,721**

Ratings Profile

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

Portfolio Highlights

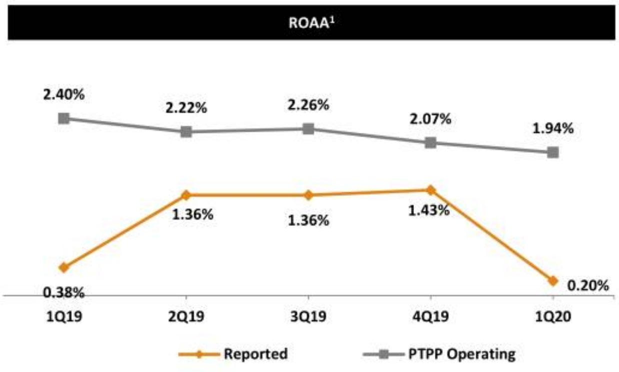
Wtd. Avg. Tax Equivalent Yield	3.02%
% Available-for-Sale	97.0%
Avg. Life	5.2 yrs
Modified Duration	3.71 yrs

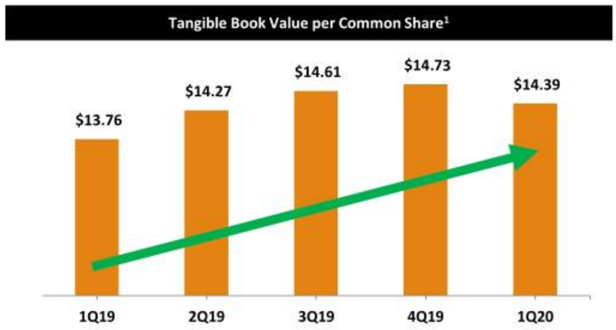
$ in millions

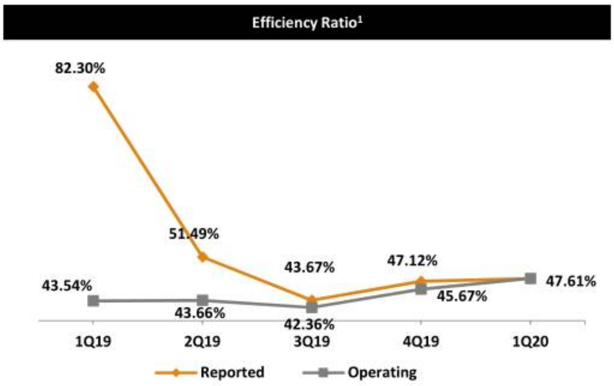
Primary & Secondary Liquidity Sources		
Cash and Cash Equivalents	$	430,842
Unpledged Investment Securities		628,874
FHLB Borrowing Availability		429,330
Unsecured Lines of Credit		175,000
Funds Available through Fed Discount Window		888,560
Total as of March 31, 2020	**$**	**2,552,606**
Available Paycheck Protection Program Liquidity Facility ("PPPLF") from FRB	**$**	**324,872**

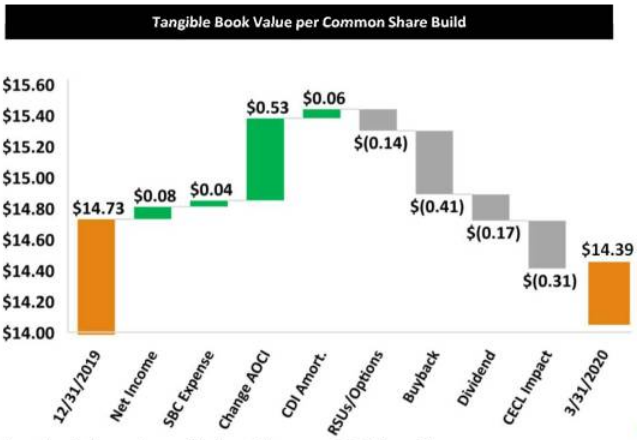
Cash and Cash Equivalents have increased by ***$195.9 million*** through April 24, 2020 while funding ***$308.0 million*** in PPP loans

Key Financial Metrics



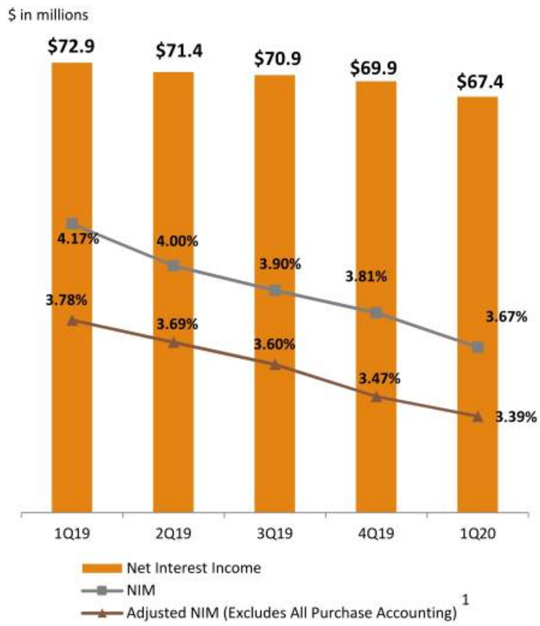






[1] Please refer to the "Reconciliation of Non-GAAP Financial Measures" at the end of this presentation for a description and reconciliation of these non-GAAP financial measures.

Net Interest Income



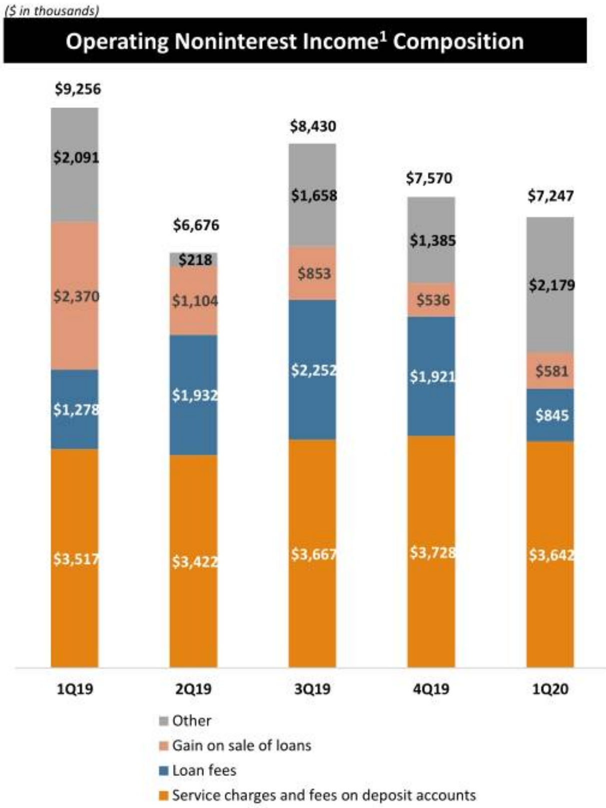
- Net interest income of $67.4 million slightly decreased from 4Q19
- Net interest margin of 3.67% down 14 bps compared to 4Q19; 8 bps of the decline is due to lower purchase accounting adjustments with the remainder due to rates, volume and mix
- Evaluating opportunities to protect and enhance NII through new hedging and/or modifying existing positions

Drivers of NIM decrease		
	NIM	Adj. NIM
4Q19 Net Interest Margin	3.81%	3.47%
Impact of rates on loans	(0.26)	(0.19)
Impact of rates on interest-bearing deposits	0.13	0.14
Impact of rates on other earnings assets	(0.02)	(0.02)
Impact of rates on borrowings	0.03	0.03
Q4 Sub Debt Issuance	(0.02)	(0.02)
Other changes	-	(0.02)
1Q20 Net Interest Margin	**3.67%**	**3.39%**

<0.

[1] Purchase accounting adjustments are primarily comprised of loan accretion and deposit premium amortization of $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, $3.6 million and $1.9 million, respectively, and in 2Q19, $4.1 million and $2.7 million, respectively, in 1Q19.

Noninterest Income/Expense (Operating)



[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.

Supplemental

Reconciliation of Non-GAAP Financial Measures

	As of				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands, except per share data)				
Tangible Common Equity					
Total stockholders' equity	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293	$ 1,193,705
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible common equity	$ 713,317	$ 752,394	$ 765,053	$ 762,607	$ 750,521
Common shares outstanding	49,557	51,064	52,373	53,457	54,563
Book value per common share	$ 23.19	$ 23.32	$ 23.02	$ 22.55	$ 21.88
Tangible book value per common share	$ 14.39	$ 14.73	$ 14.61	$ 14.27	$ 13.76

	As of				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Tangible Common Equity					
Total stockholders' equity	$ 1,149,269	$ 1,190,797	$ 1,205,530	$ 1,205,293	$ 1,193,705
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible common equity	$ 713,317	$ 752,394	$ 765,053	$ 762,607	$ 750,521
Tangible Assets					
Total assets	$ 8,531,624	$ 7,954,937	$ 7,962,883	$ 8,010,106	$ 7,931,747
Adjustments:					
Goodwill	(370,840)	(370,840)	(370,463)	(370,221)	(368,268)
Core deposit intangibles	(65,112)	(67,563)	(70,014)	(72,465)	(74,916)
Tangible Assets	$ 8,095,672	$ 7,516,534	$ 7,522,406	$ 7,567,420	$ 7,488,563
Tangible Common Equity to Tangible Assets	8.81 %	10.01 %	10.17 %	10.08 %	10.02 %

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Net income available for common stockholders adjusted for amortization of core deposit intangibles					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Adjustments:					
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,477
Less: Tax benefit at the statutory rate	515	515	515	515	520
Net income available for common stockholders adjusted for amortization of intangibles	$ 6,070	$ 30,987	$ 29,341	$ 28,812	$ 9,364
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,183,116	$ 1,197,191	$ 1,210,147	$ 1,200,632	$ 1,190,266
Adjustments:					
Average goodwill	(370,840)	(370,463)	(370,224)	(369,255)	(366,795)
Average core deposit intangibles	(66,439)	(68,913)	(71,355)	(73,875)	(76,727)
Average tangible common equity	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 746,744
Return on Average Tangible Common Equity (Annualized)	3.27 %	16.22 %	15.15 %	15.26 %	5.09 %

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Operating Earnings					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Plus: Loss on sale of securities available for sale, net	—	438	—	642	772
Plus: Loss on sale of disposed branch assets[1]	—	—	—	359	—
Plus: Merger and acquisition expenses	—	918	1,035	5,431	31,217
Operating pre-tax income	4,134	30,407	28,440	33,308	39,396
Less: Tax impact of adjustments	—	(23)	217	1,351	6,717
Plus: Other M&A tax items[2]	—	829	406	277	—
Plus: Discrete tax adjustments[3]	—	(965)	—	—	—
Operating earnings	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 32,679
Weighted average diluted shares outstanding	51,056	52,263	53,873	54,929	55,439
Diluted EPS	$ 0.08	$ 0.56	$ 0.51	$ 0.49	$ 0.13
Diluted operating EPS	0.08	0.58	0.53	0.59	0.59

[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.

Reconciliation of Non-GAAP Financial Measures

	For the Three Months Ended				
	Mar 31, 2020	Dec 31, 2019	Sep 30, 2019	Jun 30, 2019	Mar 31, 2019
	(Dollars in thousands)				
Pre-Tax, Pre-Provision Operating Earnings					
Net income	$ 4,134	$ 29,051	$ 27,405	$ 26,876	$ 7,407
Plus: (Benefit) provision for income taxes	(684)	8,168	7,595	7,369	1,989
Pus: Provision for credit losses and unfunded commitments	35,657	3,493	9,674	3,335	5,012
Plus: Loss on sale of securities available for sale, net	—	438	—	642	772
Plus: Loss on sale of disposed branch assets[1]	—	—	—	359	—
Plus: Merger and acquisition expenses	—	918	1,035	5,431	31,217
Pre-tax, pre-provision operating earnings	$ 39,107	$ 42,068	$ 45,709	$ 44,012	$ 46,397
Average total assets	$ 8,125,782	$ 8,043,505	$ 8,009,377	$ 7,937,319	$ 7,841,267
Pre-tax, pre-provision operating return on average assets[2]	1.94 %	2.07 %	2.26 %	2.22 %	2.40 %
Average total assets	$ 8,125,782	$ 8,043,505	$ 8,009,377	$ 7,937,319	$ 7,841,267
Return on average assets[2]	0.20 %	1.43 %	1.36 %	1.36 %	0.38 %
Operating return on average assets[2]	0.20	1.49	1.42	1.63	1.69
Operating earnings adjusted for amortization of intangibles					
Operating net income	$ 4,134	$ 30,294	$ 28,629	$ 32,234	$ 32,679
Adjustments:					
Plus: Amortization of core deposit intangibles	2,451	2,451	2,451	2,451	2,477
Less: Tax benefit at the statutory rate	515	515	515	515	520
Operating earnings adjusted for amortization of intangibles	$ 6,070	$ 32,230	$ 30,565	$ 34,170	$ 34,636
Average Tangible Common Equity					
Total average stockholders' equity	$ 1,183,116	$ 1,197,191	$ 1,210,147	$ 1,200,632	$ 1,190,266
Adjustments:					
Less: Average goodwill	(370,840)	(370,463)	(370,224)	(369,255)	(366,795)
Less: Average core deposit intangibles	(66,439)	(68,913)	(71,355)	(73,875)	(76,727)
Average tangible common equity	$ 745,837	$ 757,815	$ 768,568	$ 757,502	$ 746,744
Operating return on average tangible common equity[2]	3.27 %	16.87 %	15.78 %	18.09 %	18.81 %
Efficiency ratio	47.61 %	47.12 %	43.67 %	51.49 %	82.30 %
Operating efficiency ratio	47.61 %	45.67 %	42.36 %	43.66 %	43.54 %

[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				
	31-Mar-20	31-Dec-19	30-Sep-19	30-Jun-19	31-Mar-19
	(Dollars in thousands, except per share data)				
Operating Noninterest Income					
Noninterest income	$ 7,247	$ 7,132	$ 8,430	$ 6,034	$ 8,484
Plus: Loss on sale of securities availablefor sale, net	-	438	-	642	772
Operating noninterest income	$ 7,247	$ 7,570	$ 8,430	$ 6,676	$ 9,256
Operating Noninterest Expense					
Noninterest expense	$ 35,545	$ 36,284	$ 34,630	$ 39,896	$ 66,993
Plus: Loss (gain) on sale of disposed branch assets[1]	-	-	-	359	-
Plus: Merger and acquisition expenses	-	918	1,035	5,431	31,217
Operating noninterest expense	$ 35,545	$ 35,366	$ 33,595	$ 34,106	$ 35,776

[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

Exhibit 99.3

PRESS RELEASE
FOR IMMEDIATE RELEASE

Veritex Holdings, Inc. Declares Cash Dividend on Common Stock

Dallas, TX – April 28, 2020 – Veritex Holdings, Inc. (Nasdaq: VBTX) ("Veritex" or the "Company"), the parent holding company for Veritex Community Bank, today announced the declaration of a quarterly cash dividend of $0.17 per share on its outstanding common stock. The dividend will be paid on or after May 21, 2020 to shareholders of record as of the close of business on May 7, 2020.

About Veritex Holdings, Inc.

Headquartered in Dallas, Texas, Veritex is a bank holding company that conducts banking activities through its wholly-owned subsidiary, Veritex Community Bank, with locations throughout the Dallas-Fort Worth metroplex and in the Houston metropolitan area. 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 .

Forward Looking Statement

This press release contains "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. The forward-looking statements include statements regarding Veritex's projected plans and objectives, including the expected payment date of its common stock dividend. Forward-looking statements are typically identified by words such as "believe," "expect," "anticipate," "intend," "target," "estimate," "continue," "positions," "prospects" or "potential," by future conditional verbs such as "will," "would," "should," "could" or "may", or by variations of such words or by similar expressions. These forward-looking statements are subject to numerous assumptions, risks and uncertainties which change over time. Forward-looking statements speak only as of the date they are made and Veritex assumes no duty to update or revise any forward-looking statements, whether as a result of new information, future developments or otherwise.

Source: Veritex Holdings, Inc.

Media Contact:
LaVonda Renfro
972-349-6200
lrenfro@veritexbank.com

Investor Relations:
Susan Caudle
972-349-6132
scaudle@veritexbank.com