

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

1 Issuer's name Veritex Holdings, Inc.		2 Issuer's employer identification number (EIN) 27-0973565	
3 Name of contact for additional information Sean Reinig	4 Telephone No. of contact (972) 349-6200	5 Email address of contact info@veritexbank.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact 8214 Westchester Drive, Suite 400		7 City, town, or post office, state, and Zip code of contact Dallas, TX 75225	
8 Date of action 12/01/2017	9 Classification and description Common Stock		
10 CUSIP number	11 Serial number(s)	12 Ticker symbol VBTX	13 Account number(s) NA

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **On December 1, 2017 (the "Effective Date"), Liberty Bancshares, Inc. ("Liberty") was merged with and into Veritex Holdings, Inc. ("VBTX"), with Veritex as the surviving entity, pursuant to the terms and conditions of the Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of August, 1 2017, by and between Veritex and Liberty.**
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- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ **Pursuant to the Merger Agreement, each outstanding share of Liberty common stock was converted into the right to receive 0.71486 shares of VBTX common stock and \$11.66 in cash. In addition, cash was paid for any fractional interests. A shareholders' tax basis in one share of VBTX common stock received in exchange for Liberty common stock should equal the share-holder's basis in one share of Liberty common stock divided by 0.71486. Alternatively, a shareholder's tax basis in one share of VBTX common stock received in exchange for Liberty common stock would equal 139.888% of the shareholders' tax basis in one share of Liberty common stock. The aggregate tax basis of the VBTX commons shares received by Liberty shareholders as a result of the merger (excluding any fractional share interest deemed received and redeemed for cash) will be the same as the aggregate tax basis of the Sovereign shares surrendered in exchange therefore, reduced by the amount of cash received on the exchange, and increased by the amount of any gain recognized upon the exchange, in accordance with IRC Section 358(a).**
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- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ **For federal income tax purposes, the aggregate tax basis of the Veritex common shares received by Liberty shareholders as a result of the merger (excluding any fractional share interest deemed received and redeemed for cash) will be the same as the aggregate tax basis of the Liberty share surrendered in exchange therefore, reduced by the amount of cash received on the exchange, and increased by the amount of any gain recognized upon the exchange. A former Liberty shareholder must allocate the tax basis so calculated across the total number of the shareholder's new Veritex common shares received in the merger. By doing this allocation, a tax basis per share can be computed. The actual tax basis will differ with respect to each separate former Liberty shareholder and, additionally, tax basis may differ with respect to separate and distinct blocks of common shares owned by any former Liberty shareholder. To the extent that a Liberty shareholder received cash in lieu of a fractional Veritex common share, a portion of the total tax basis must be allocated to the fractional share and such fractional share will be deemed to be received and then exchanged for cash. The holding period of any shares of Veritex common stock received by Liberty shareholders in the merger generally will include the holding period of the shares of Liberty common stock exchanged for such Veritex common stock.**

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ The merger of Liberty into Veritex on December 1, 2017 qualifies as a reorganization within the meaning of Section 368 (a) of the Internal Revenue Code of 1986, as amended. In general, the income tax consequences to the former Liberty shareholders are determined under the Internal Revenue Code sections 368 (a)(1)(A), 354, 356, 358 and 1221.

18 Can any resulting loss be recognized? ▶ Liberty shareholders generally will not recognize loss for U.S. federal income tax purposes by reason of the merger, except with respect to cash received in lieu of fractional share of Veritex common stock. If a Liberty shareholder receives cash in lieu of a fractional share of Veritex common stock, the Liberty shareholder will be treated as having received a fractional share of Veritex common stock for cash in a redemption by Veritex. As a result, the Liberty shareholder generally will recognize gain or loss equal to the difference between the amount of cash received and the Liberty shareholder's basis in the fractional share of Veritex common stock as set forth on line 16 above. This gain or loss generally will be capital gain or loss, and will be long-term capital gain or loss if, as of the effective date, the Liberty shareholder's holding period with respect to the fractional share (including the holding period of the Liberty common stock surrendered therefore) exceeds one year. Special rules apply to Liberty shareholders who received their Liberty common shares through the exercise of an employee stock option, through a tax qualified retirement plan or otherwise as compensation, and such Liberty shareholders are instructed to consult their own tax advisors.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ The merger became effective on December 1, 2017; therefore, the reportable tax year is 2017.

Sign Here
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.
Signature ▶ _____ Date ▶ _____
Print your name ▶ Sean Reinig Title ▶ Director of Accounting

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.