

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.


**Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

VERITEX HOLDINGS, INC.

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 10:59 p.m., Central Time, on May 20, 2019.

 **INTERNET/MOBILE —**
www.cstproxyvote.com

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.


 **MAIL –** Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

PLEASE DO NOT RETURN THE PROXY CARD IF YOU ARE VOTING ELECTRONICALLY .

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED, OR IF NO DIRECTION IS INDICATED, WILL BE VOTED “FOR” PROPOSAL 1, 2, 3, 4, AND 6 AND “1 YEAR” FOR PROPOSAL 5, AND IN THE PROXIES’ DISCRETION ON ANY OTHER MATTERS COMING BEFORE THE MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

Please mark your votes like this 

1. Election of Directors

- (1) C. Malcolm Holland, III
- (2) Pat S. Bolin
- (3) William D. Ellis
- (4) Ned N. Fleming, III
- (5) Mark C. Griege
- (6) Steven D. Lerner
- (7) Manuel J. Mehos
- (8) Gregory B. Morrison
- (9) John T. Sughrue

FOR all Nominees listed to the left	WITHHOLD AUTHORITY to vote (except as marked to the contrary) for all nominees listed to the left
<input type="checkbox"/>	<input type="checkbox"/>

- 3. To approve the issuance of shares of common stock underlying certain equity awards made in January 2019.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- 4. Advisory vote to approve the compensation of our named executive officers.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- 5. Advisory vote on the frequency of future advisory votes on executive compensation.

1 Year	2 Years	3 Years	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
- 6. To ratify the appointment of Grant Thornton LLP as the independent registered public accounting firm of the Company for the year ending December 31, 2019.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

(Instruction: To withhold authority to vote for any individual nominee, strike a line through that nominee’s name in the list above)

- 2. To approve the 2019 Amended and Restated Omnibus Incentive Plan.

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” PROPOSAL 1, 2, 3, 4 AND 6 AND RECOMMENDS A VOTE FOR “1 YEAR” FOR PROPOSAL 5.

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2019

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Availability of Proxy Materials for the
Annual Meeting of Shareholders to be held on May 21, 2019**

**The proxy statement and our 2018 Annual Report to Shareholders are
available at <http://ir.veritexbank.com/phoenix.zhtml?c=253740&p=proxy>**

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

VERITEX HOLDINGS, INC.

The undersigned appoints C. Malcolm Holland, III and Terry S. Earley, and each of them, as proxies, each with the power to appoint his substitute, and authorizes each of them to represent and to vote, as designated on the reverse hereof, all of the shares of common stock of Veritex Holdings, Inc. held of record by the undersigned at the close of business on March 25, 2019 at the Annual Meeting of Shareholders of Veritex Holdings, Inc. to be held on May 21, 2019 at 5 p.m. Central Time at 8214 Westchester Drive, Suite 735, Dallas, TX 75225, or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF ELECTING THE NINE NOMINEES TO THE BOARD OF DIRECTORS, AND IN FAVOR OF PROPOSAL 2, 3, 4, AND 6 AND "1 YEAR" FOR PROPOSAL 5, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)