



VERITEX

Acquisition of IBT Bancorp, Inc.

March 9, 2015

Safe Harbor Statement

ABOUT VERITEX HOLDINGS, INC.

Headquartered in Dallas, Texas, Veritex Holdings, Inc. is a bank holding company that conducts banking activities through its wholly-owned subsidiary, Veritex Community Bank, with locations throughout the Dallas 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.

ADDITIONAL INFORMATION ABOUT THE MERGER AND WHERE TO FIND IT

In connection with the proposed merger, Veritex will file with the Securities and Exchange Commission a registration statement on Form S-4 to register the shares of Veritex common stock to be issued to the shareholders of IBT Bancorp, Inc. as consideration in the merger. The registration statement will include a proxy statement/prospectus which will be sent to the shareholders of IBT Bancorp, Inc. seeking their approval of the proposed transaction.

WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT VERITEX, IBT BANCORP, INC. AND THE PROPOSED TRANSACTION.

Investors and security holders will be able to obtain free copies of the registration statement on Form S-4 and the related proxy statement/prospectus, when filed, as well as other documents filed with the Securities and Exchange Commission by Veritex through the web site maintained by the Securities and Exchange Commission at www.sec.gov. Documents filed with the Securities and Exchange Commission by Veritex will also be available free of charge by directing a request by phone, email or mail to Veritex Holdings, Inc., 8214 Westchester Drive, Suite 400, Dallas, Texas 75225 Attn: Investor Relations. Veritex's telephone number is (972) 349-6200.

FORWARD-LOOKING STATEMENTS

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: This release may contain certain forward-looking statements within the meaning of the securities laws that are based on various facts and derived utilizing important assumptions, current expectations, estimates and projections about Veritex and its subsidiaries. Forward-looking statements include information regarding Veritex's future financial performance, business and growth strategy, projected plans and objectives, expectations concerning the costs associated with the merger and related transactions, timing for completion of the merger, integration of the acquired business, ability to achieve the anticipated cost savings and operational efficiencies, addition of new and expansion of existing product offerings, projected purchase accounting adjustments including estimated gross credit marks, pre-tax gains and write-ups, the accretive value of the acquisition, and other projections based on macroeconomic and industry trends, which are inherently unreliable due to the multiple factors that impact economic trends, and any such variations may be material. Statements preceded by, followed by or that otherwise include the words “believes,” “expects,” “anticipates,” “intends,” “projects,” “estimates,” “plans” and similar expressions or future or conditional verbs such as “will,” “should,” “would,” “may” and “could” are generally forward-looking in nature and not historical facts, although not all forward-looking statements include the foregoing. Further, certain factors that could affect our future results and cause actual results to differ materially from those expressed in the forward-looking statements include, but are not limited to whether Veritex can: successfully implement its growth strategy, including identifying acquisition targets and consummating suitable acquisitions; continue to sustain internal growth rate; provide competitive products and services that appeal to its customers and target market; continue to have access to debt and equity capital markets; and achieve our performance goals. These and various other factors are discussed in Veritex's Final Prospectus, dated October 10, 2014, filed pursuant to Rule 424(b)(4) and other reports and statements Veritex has filed with the Securities and Exchange Commission. Copies of such filings are available for download free of charge from www.veritexbank.com under the Investor Relations tab.



Transaction Highlights

Transaction

- Veritex Holdings, Inc. (“VBTX”) entered into a definitive agreement and plan of reorganization with IBT Bancorp, Inc. (“IBT”), the holding company of Independent Bank of Texas, headquartered in Irving, TX

Consideration

- \$4.0 million cash and 1,185,185 shares of VBTX common stock

Transaction Value

- \$20.5 million based on VBTX closing price of \$13.90 on March 6
- Approximately 1.7x tangible book value
- Core deposit premium of 8.7%

Approvals

- IBT shareholder and customary regulatory approvals

Timing

- Expected to close in the third quarter of 2015



Strategic Rationale

Financially Attractive

- Approximately 9% accretive to 2016 consensus EPS estimates
- Minimal tangible book value dilution with 3 year earn-back
- IRR of 18%
- Remain well-capitalized

Expands Market Presence

- Adds two attractive branches to our existing footprint
- Compatible cultures and banking philosophies
- Total assets of \$121 million at 12/31/14
- Total loans of \$99 million, total deposits of \$104 million

Expands Product Offerings

- Scalable SBA lending platform
- Complementary loan and deposit portfolios
- Meaningful expansion of services and loan limits for existing IBT customers

Lower Risk Opportunity

- In-market transaction
- Same core processing platform simplifies conversion
- Understanding of business model, customer base and employees
- Loan portfolio has no direct energy exposure



Transaction Assumptions

Cost Savings

- Expect annual pre-tax non-interest expense cost savings of approximately \$1.2 million, 100% achieved in 2016
- Represents approximately 27% of IBT noninterest expense in 2014

Purchase Accounting Adjustments

- Gross credit mark of approximately \$2.1 million
- Unrecognized pre-tax gain on SBA loans of approximately \$1.8 million
- Estimated pre-tax property write-up of approximately \$1.0 million

Merger Related Costs

- Expected to be \$1.2 million on a pre-tax basis

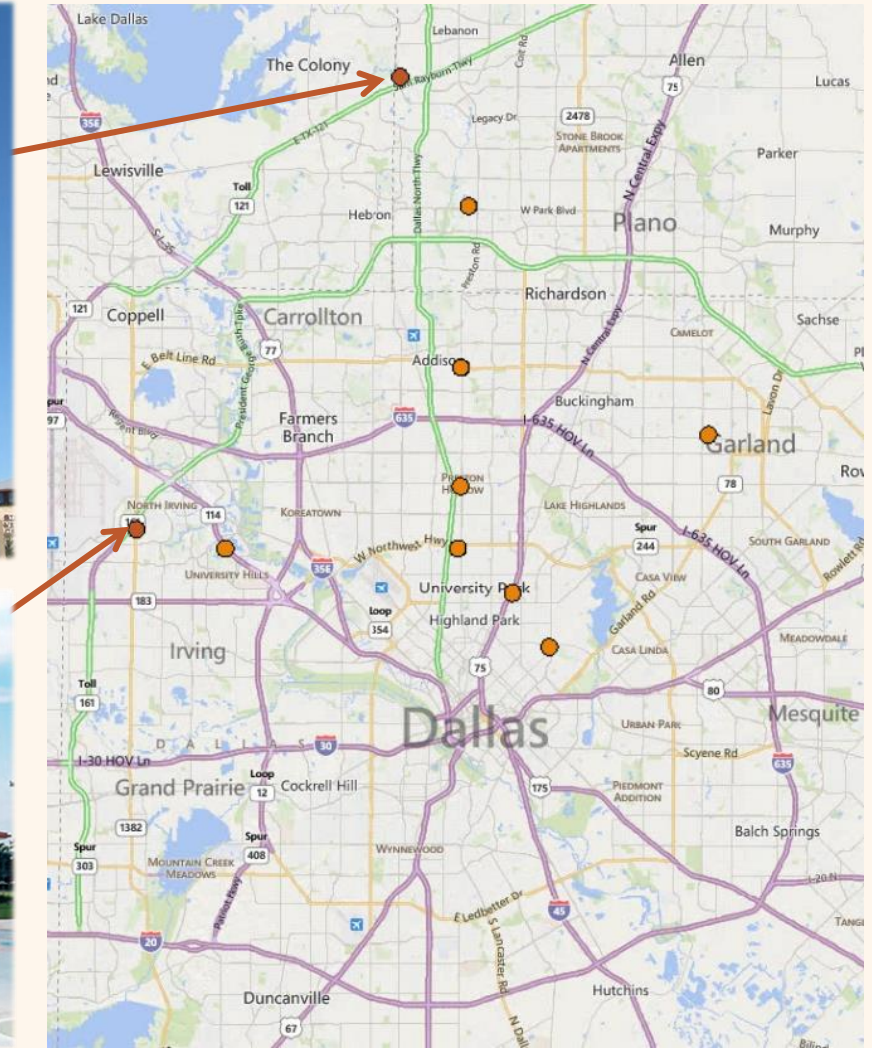
Potential Synergies

- Transaction assumptions do **not** include expected revenue synergies related to expanding SBA lending platform

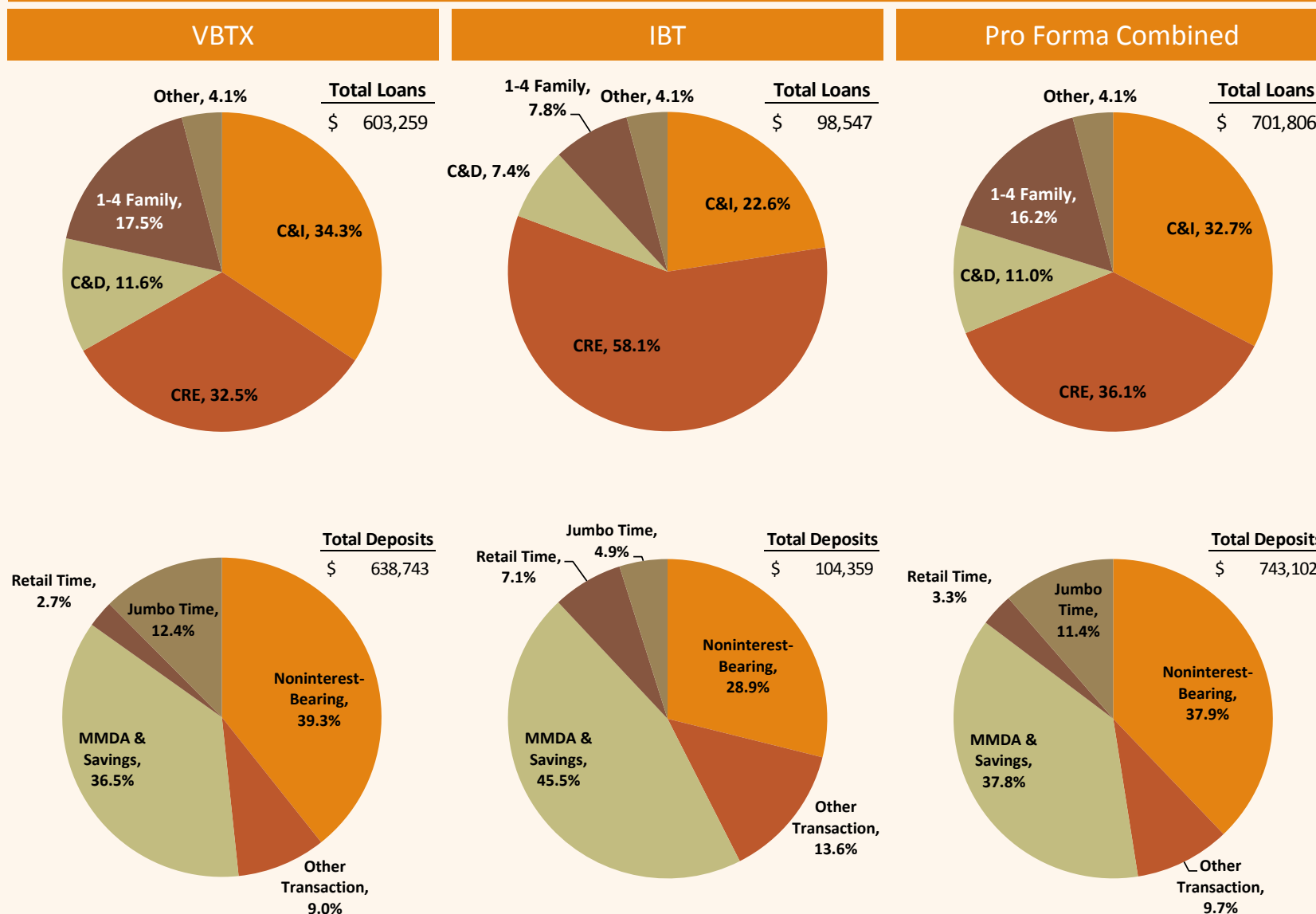
Note: All figures are preliminary estimates subject to change prior to closing.



Attractive Additions to the Veritex Franchise



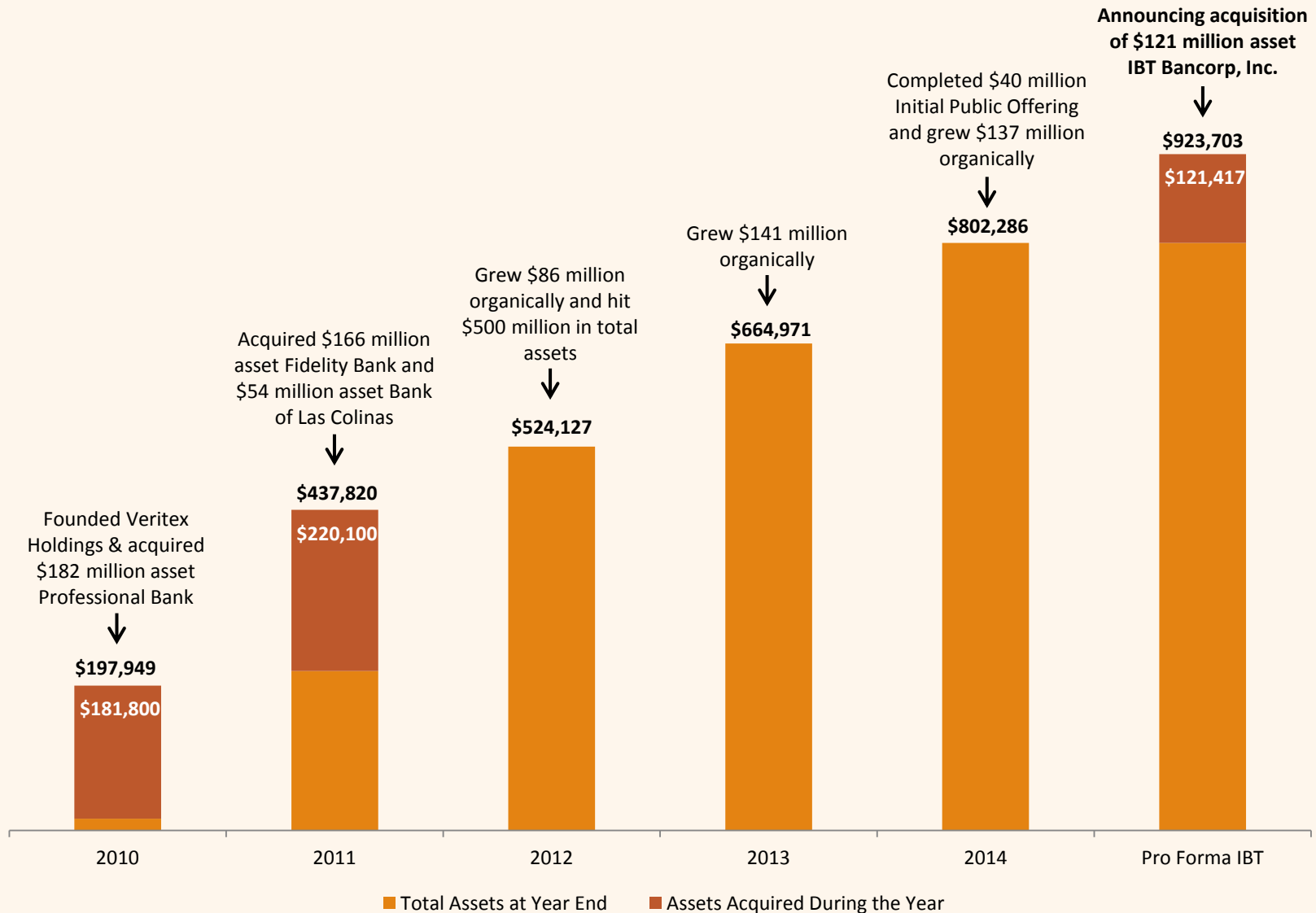
Complementary Loan & Deposit Composition



Note: Dollars in thousands. Total loans excludes loans held for sale, all data as of 12/31/14 (unaudited).



Continued Execution of Our Growth Strategy



Note: Dollars in thousands, unless otherwise noted. Pro forma figures are as of 12/31/14 and do not reflect purchase accounting adjustments (2014 unaudited).

