

Texas Capital and Independent Financial Combine in Merger of Equals

Creates Premier, Texas-Based Super Regional Bank with Enhanced Scale and Resources to Serve Clients Nationally

COMBINED COMPANY BY THE NUMBERS



\$48Bn

in Assets



\$39Bn

in Deposits



\$36Bn

in Loans HFI

TRANSACTION DETAILS



All-Stock Merger of Equals



Expected Closing

TCBI shareholders will receive

1.0311

shares of IBTX for each

TCBI share they own



55%

TCBI



45%

IBTX

Corporate HQ

McKinney, TX



7 TCBI
Directors



6 IBTX
Directors

COMPELLING STRATEGIC BENEFITS



Enhanced scale to drive growth and improve profitability, allowing for further investment in technology to serve clients across business lines



Diversified business mix, creating a full-service financial institution with highly personalized services to businesses and entrepreneurs



Strengthened core deposit franchise with local market access and best-in-class national verticals, allowing for increased optionality



Attractive, fast growing markets, including strong presence in five of top 10 fastest growing MSAs in the United States



Experienced combined management team with significant experience leading regional banks and successfully executing and integrating transformative transactions



Strong cultural alignment with collaborative and entrepreneurial employee cultures, exceptional client service, and community-minded organizations

SIGNIFICANT FINANCIAL BENEFITS BY FIRST FULL YEAR AFTER CLOSE

27%¹

TBVPS accretion

26%²

EPS accretion to **IBTX**

14%²

EPS accretion to **TCBI**

~\$100

million in annual run-rate pre-tax cost synergies

LEADERSHIP AND GOVERNANCE

The combined company will be led by an executive leadership team composed of members from both Texas Capital and Independent Financial



“We have found the ideal partner in Independent Financial given our shared core values and strong commitment to fostering talent and delivering a premier client experience. Independent Financial is an outstanding complement to Texas Capital with its enviable commercial branch network, small business market leadership and solid deposit funding model in combination with our strong corporate banking practice and powerful technology and compliance infrastructure.”

C. Keith Cargill | Texas Capital President & CEO



“Combining Independent Financial and Texas Capital is the logical next step for both companies. With our combined scale, a deeply experienced and talented team with similar cultures and focus on superior operational execution, we believe that together we are well positioned to generate enhanced value for both companies’ shareholders through improved efficiency, strong returns on capital and earnings accretion.”

David R. Brooks | Independent Financial Chairman and CEO

Forward Looking Statements

This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 regarding the financial condition, results of operations, business plans and the future performance of Independent Bank Group, Inc. (“IBTX”) and Texas Capital Bancshares, Inc. (“TCBI”). Words such as “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “intends,” “plans,” “projects,” “could,” “may,” “should,” “will” or other similar words and expressions are intended to identify these forward-looking statements. These forward-looking statements are based on IBTX’s and TCBI’s current expectations and assumptions regarding IBTX’s and TCBI’s businesses, the economy, and other future conditions. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Many possible events or factors could affect IBTX’s or TCBI’s future financial results and performance and could cause actual results or performance to differ materially from anticipated results or performance. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the definitive merger agreement between IBTX and TCBI, the outcome of any legal proceedings that may be instituted against IBTX or TCBI, delays in completing the transaction, the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction) and shareholder approvals or to satisfy any of the other conditions to the transaction on a timely basis or at all, the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where IBTX and TCBI do business, the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events, diversion of management’s attention from ongoing business operations and opportunities, potential adverse reactions or changes to business or employee relationships, including those resulting from the announcement or completion of the transaction, the ability to complete the transaction and integration of IBTX and TCBI successfully, and the dilution caused by IBTX’s issuance of additional shares of its capital stock in connection with the transaction. Except to the extent required by applicable law or regulation, each of IBTX and TCBI disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information regarding IBTX, TCBI and factors which could affect the forward-looking statements contained herein can be found in IBTX’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2019, June 30, 2019 and September 30, 2019, and its other filings with the Securities and Exchange Commission (“SEC”), and in TCBI’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Reports on Form 10-Q for the periods ended March 31, 2019, June 30, 2019 and September 30, 2019, and its other filings with the SEC.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger, IBTX will file with the SEC a registration statement on Form S-4 to register the shares of IBTX’s capital stock to be issued in connection with the merger. The registration statement will include a joint proxy statement/prospectus which will be sent to the shareholders of IBTX and TCBI seeking their approval of the proposed transaction.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS FILED OR TO BE FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THESE DOCUMENTS DO AND WILL CONTAIN IMPORTANT INFORMATION ABOUT IBTX, TCBI AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain copies of these documents free of charge through the website maintained by the SEC at www.sec.gov or from IBTX at its website, www.ibtx.com, or from TCBI at its website, www.texascapitalbank.com. Documents filed with the SEC by IBTX will be available free of charge by accessing the Investor Relations page of IBTX’s website at www.ibtx.com or, alternatively, by directing a request by telephone or mail to Independent Bank Group, Inc., 7777 Henneman Way, McKinney, Texas 75070, (972) 562-9004, and documents filed with the SEC by TCBI will be available free of charge by accessing TCBI’s website at www.texascapitalbank.com under the tab “About Us,” and then under the heading “Investor Relations” or, alternatively, by directing a request by telephone or mail to Texas Capital Bancshares, Inc., 2000 McKinney Avenue, Suite 700, Dallas, Texas 75201, (214) 932-6600.

Participants in the Solicitation

IBTX, TCBI and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of IBTX and TCBI in connection with the proposed transaction under the rules of the SEC. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Additional information about IBTX, and its directors and executive officers, may be found in IBTX’s definitive proxy statement relating to its 2019 Annual Meeting of Shareholders filed with the SEC on April 23, 2019, and other documents filed by IBTX with the SEC. Additional information about TCBI, and its directors and executive officers, may be found in TCBI’s definitive proxy statement relating to its 2019 Annual Meeting of Shareholders filed with the SEC on March 7, 2019, and other documents filed by TCBI with the SEC. These documents can be obtained free of charge from the sources described above.

(1) Includes full impact of one-time merger-related expenses.

(2) Represents 2021 estimated metrics with pro forma impacts of CECL during M&A accounting and 75% phase-in of cost savings, for illustrative purposes.