

CAPITAL MARKETS ANNOUNCEMENT

Green Bancorp, Inc. (NASDAQ: GNBC; Houston, TX) Closes \$70.3 Million Initial Public Offering of Common Stock

Sandler O'Neill + Partners L.P. served as joint lead book-running manager for this transaction

This transaction represents the 89th public offering or private placement of common stock for a bank or thrift since January 1, 2011 for which Sandler O'Neill acted as book-runner, co-manager or placement agent, more than any other investment bank during that period. These transactions have raised approximately \$12.5 billion for our clients.¹

Sandler O'Neill has acted as a book-running manager on six of the eight bank IPOs completed in 2014.

About the Offering:

Houston, TX – August 13, 2014 - Green Bancorp, Inc. (Nasdaq: GNBC) ("Company") announced today that it has completed its initial public offering of 4,687,500 shares of common stock at a price to the public of \$15.00 per share. The shares began trading on The NASDAQ Global Market under the ticker symbol "GNBC" on August 8, 2014. The Company intends to use the net proceeds from the offering to pay a portion of the purchase price of its proposed acquisition of SP Bancorp, Inc., which owns SharePlus Bank, a Texas chartered state bank and for general corporate purposes.

This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities.

About the Company:

Green Bancorp, Inc. is a Texas focused bank holding company headquartered in Houston, Texas providing commercial and private banking services primarily to Texas based customers through twelve full service branches in Houston, Dallas and Austin MSAs. The Company began operations as a bank holding company in 2006. The Company's emphasis is on continuing to expand existing business by executing their proven portfolio banker driven business model as well as pursuing select strategic acquisitions and attracting additional talented bankers.

1) Source: SNL Financial

August 13, 2014

Initial Public Offering

\$70.3 Million



Joint Lead Book-Running Manager

SANDLER O'NEILL + PARTNERS

Financial Highlights (as of 3/31/2014)

(Dollars in thousands)

| | |
|----------------|-------------|
| Total Assets | \$1,751,563 |
| Total Loans | 1,404,275 |
| Total Deposits | 1,486,440 |
| Total Equity | 203,600 |
| LTM Net Income | 13,449 |
| MRQ ROAA | 0.82% |
| MRQ ROAE | 7.04% |
| NPAs/Assets | 1.10% |

Source: SNL Financial

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