

Independent Bank Group, Inc. (NASDAQ: IBTX; McKinney, TX) has agreed to acquire Collin Bank (Plano, TX)

Deal Value: \$29.1 million

Sandler O'Neill served as financial advisor to Independent Bank Group, Inc. and rendered a fairness opinion in connection with the transaction. This transaction is Sandler O'Neill's 88th bank or thrift transaction nationwide since January 1, 2011. Sandler O'Neill has served as a financial advisor on more bank and thrift transactions than any other investment bank during that time period. This transaction represents Sandler O'Neill's 7th bank and thrift transaction in Texas for an aggregate transaction value of \$2.0 billion since January 1, 2011, more than any other investment bank during that time period.⁽¹⁾

McKINNEY, Texas, July 19, 2013 -- Independent Bank Group, Inc. (NASDAQ: IBTX), the holding company for Independent Bank, today announced that Independent Bank Group has entered into a definitive agreement to acquire Collin Bank, Plano, Texas. Collin Bank is a full service commercial bank with one office located on the Dallas North Tollway.

Independent Bank Group Chairman and Chief Executive Officer David R. Brooks stated "We are pleased to announce the first acquisition following our initial public offering. Acquisitions within our existing markets are a component of our growth strategy. The acquisition of Collin Bank adds to our presence in Collin County, one of the most affluent counties in Texas. Collin Bank has a proven record of loan growth in this marketplace with a good deposit base. Additionally, the acquisition will provide us with a prominent location on the Dallas North Tollway, which will allow us to consolidate our current Plano office and lending team with the Collin Bank location and lenders to serve as a platform to grow additional loans and deposits in our Dallas/North Texas Region."

"We are pleased to be joining a successful and community-oriented bank group that understands the importance of our customers," said Martin P. Adler, Chairman of the Board of Collin Bank. "We view this as an opportunity to become part of a larger community bank that affords our customers additional products, a larger branch network, and the financial strength of a proven independent banking organization."

Under the terms of the definitive agreement, Collin Bank shareholders will receive approximately \$10.00 per share for each outstanding share of Collin Bank common stock. Approximately 65% of the consideration is payable in cash and 35% is payable in shares of Independent Bank Group common stock, subject to a maximum issuance of 300,000 Independent Bank Group shares and other related adjustments, with the exchange ratio set three days prior to the closing by utilizing the average share price of IBTX common stock over a twenty day trading period. Independent Bank Group anticipates that the acquisition will be accretive to earnings per share immediately and slightly accretive to tangible book value at closing.

Financial Highlights

(Dollars in millions)	IBTX	Collin Bank
Total Assets	\$1,764	\$204
Gross Loans	1,416	87
Total Deposits	1,415	162
Tangible Common Equity	93 ⁽²⁾	26
Tang. Comm. Equity / Tang. Assets	5.36% ⁽²⁾	12.58%

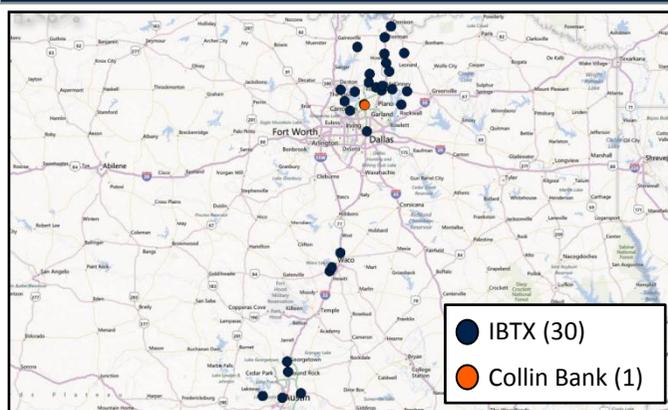
(1) Includes bank or thrift transactions since 2011; excludes terminated transactions and self-advisory roles. Does not combine the results of advisors which have merged until the date such merger was completed.

(2) Tangible common equity adjusted for IPO per the Q1'13 10Q.

Note: Financial data as of March 31, 2013.

Source: SNL Financial.

Pro Forma Branch Map



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