

Independent Bank Group, Inc. (NASDAQ: IBTX; McKinney, TX) has agreed to acquire Live Oak Financial Corp. (Dallas, TX)

Deal Value: \$20.0 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 91st 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 8th 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, August 22, 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 Live Oak Financial Corp. and its subsidiary, Live Oak State Bank. Live Oak State Bank is a full service commercial bank with one office located in the Swiss Avenue/Lakewood area east of downtown Dallas.

Independent Bank Group Chairman and Chief Executive Officer David R. Brooks stated "We are pleased to announce our second transaction in 2013, continuing our planned expansion through the acquisition of quality banks that complement our existing locations. The acquisition of Live Oak State Bank adds to our presence in the Dallas market. Live Oak is located near the Baylor Medical Center campus and has an established medical and professional loan portfolio. We plan to combine Live Oak's existing presence with our own experience in providing banking services to the healthcare industry, further expanding this important market segment."

"The merger of our bank into the Independent Bank organization is great news for our customers and employees" said Carl B. Schieffer, President of Live Oak Financial Corp. "The enhanced products of our combined institutions will allow us to continue to provide excellent service to our customers." Mr. Schieffer continued, "Our employees will also benefit by joining the team at Independent Bank, which has historically been recognized as a top employer in the Dallas community."

Under the terms of the Agreement, Independent Bank Group ("IBG") will pay aggregate cash consideration of \$10 million and issue approximately 292,646 shares of IBG common stock, resulting in an aggregate transaction value of approximately \$20 million. The number of shares of IBG common stock to be issued at close are subject to adjustment under the terms of the merger agreement.

Financial Highlights

(Dollars in millions)	IBTX	Live Oak
Total Assets	\$1,906	\$123
Gross Loans	1,512	71
Total Deposits	1,485	104
Tangible Common Equity	183	14
Tang. Comm. Equity / Tang. Assets	9.74%	11.29%

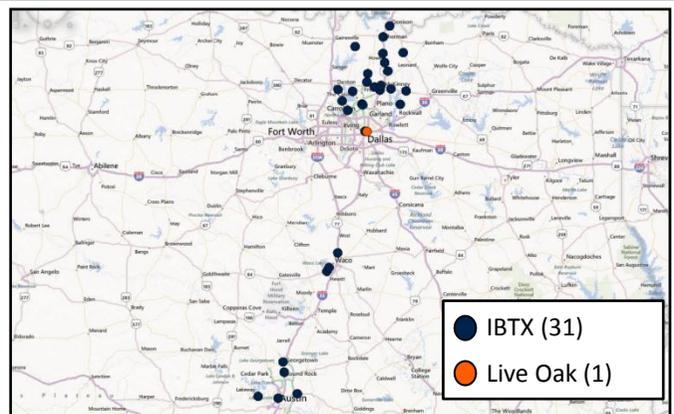
(1) Includes bank or thrift transactions since 2011; excludes terminated transactions and self-advisory roles. Does not combine the results of advisors which have merged until the date such merger was completed.

(2) Pro forma for Collin Bank acquisition.

Note: Financial data as of June 30, 2013.

Source: SNL Financial.

Pro Forma Branch Map⁽²⁾



Sandler O'Neill Contacts:

1251 Avenue of the Americas, 6th Floor
New York, NY 10020

Chris Murray
Managing Director
(212) 466-7952

Andrew Shapiro
Vice President
(212) 466-7738

Lars Anderson
Analyst
(212) 466-8051