

CAPITAL MARKETS ANNOUNCEMENT

Independent Bank Group, Inc. (NASDAQ: IBTX; McKinney, TX) Closes \$95.7 Million Initial Public Offering of Common Stock

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

This transaction represents the 51st public offering or private placement of common stock for a bank or thrift since January 1, 2009 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 \$2.0 billion for our clients.¹

About the Offering:

On April 8, 2013, Independent Bank Group, Inc. announced the closing of its initial public offering of common stock. Independent Bank sold a total of 3,680,000 shares of its common stock to the public (including shares sold upon the exercise of the underwriters' option to purchase an additional 480,000 shares) at \$26.00 per share. The offering priced on April 2, 2013.

Total net proceeds from the public offering to Independent Bank were approximately \$87.0 million, after deducting the underwriters' discount and commissions and estimated offering expenses.

The Company intends to use the net proceeds to support its long-term growth by enhancing its capital ratios to permit both growth initiatives and future strategic acquisitions and for general working capital and other corporate purposes. Additionally, the Company will use approximately \$25.4 million of the net proceeds to retire some of its indebtedness, including \$12.3 million of senior secured notes and \$13.1 million in subordinated debentures.

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:

Independent Bank Group is a bank holding company headquartered in McKinney, Texas. Through its wholly owned subsidiary, Independent Bank, the Company provides a wide range of relationship-driven commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. Independent Bank operates 30 banking offices in 26 communities in two market regions located in the Dallas/Fort Worth metropolitan area and the greater Austin, Texas area.

(1) Source: SNL Financial.

April 8, 2013

Initial Public Offering

\$95.7 Million


**Independent
Bank Group**

Book-Running Manager

SANDLER O'NEILL + PARTNERS

Financial Highlights

(Dollars in thousands)

Total Assets	\$1,740,060
Gross Loans	1,378,676
Total Deposits	1,390,740
Total Equity	124,510
Net Income (FY'12)	12,147
ROAA (FY'12)	0.82%
ROAE (FY'12)	11.56
TCE / TA	5.42
Tier 1 Capital Ratio	8.22
Total Risk-Based Capital Ratio	10.51

Note: Financial data as of 12/31/12

Source: IBTX Prospectus

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