

**Independent Bank Group, Inc. (NASDAQ: IBTX; McKinney, TX) Completes Offering of \$45.0 Million of its Subordinated Notes due 2024**

Sandler O'Neill + Partners, L.P. served as the lead book-running manager for this offering.

This transaction is the 66<sup>th</sup> subordinated note or senior note transaction for a community bank since January 1, 2014 in which Sandler O'Neill acted as a placement agent, sole underwriter, book runner, or initial purchaser.<sup>1</sup> Sandler O'Neill's market share during this period, based on transactions reported in SNL Financial, is greater than 50%.<sup>2</sup>

**About the Offering:**

MCKINNEY, Texas, June 27, 2016 -- Independent Bank Group, Inc. (NASDAQ:IBTX), the holding company for Independent Bank, completed the public offering of \$45 million of its 5.875% Subordinated Notes due August 1, 2024 (the "Notes") in a reopening of the existing series of such notes. The Notes were sold to the public at 98.25% of par. Independent Bank Group plans to use the proceeds of the offering to augment Independent Bank's capital and support its growth.

*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, through its wholly owned subsidiary, Independent Bank, provides a wide range of relationship-driven commercial banking products and services tailored to meet the needs of businesses, professionals and individuals. Independent Bank Group operates 42 banking offices in three market regions located in the Dallas/Fort Worth, Austin and Houston, Texas areas.

- (1) Source: Sandler O'Neill + Partners. Deal count includes nationwide subordinated debt and senior note offerings since 1/1/2014 for banks or bank holding companies with less than \$25 billion in assets.
- (2) Source: SNL Financial. Aggregate deal count used in market share calculation includes nationwide subordinated debt and senior note offerings since 1/1/2014 for banks or bank holding companies with less than \$25 billion in assets that have reported book-running managers or placement agents. Sandler O'Neill transactions used to calculate market share are those in which Sandler O'Neill acted as either a book-runner or placement agent.
- (3) Financial data not pro forma for the offering.

June 27, 2016

5.875% Fixed Rate  
Subordinated Notes  
due 2024  
**\$45.0 Million**



**Independent  
Bank Group**

Lead Book-Running Manager

SANDLER O'NEILL + PARTNERS

**Financial Highlights as of March 31, 2016<sup>3</sup>**

(\$ in thousands)

|                                 |             |
|---------------------------------|-------------|
| Total Assets                    | \$5,261,967 |
| Net Loans                       | 4,107,088   |
| Total Deposits                  | 4,171,952   |
| Total Equity                    | 616,258     |
| Tier 1 Leverage Ratio           | 7.36%       |
| Tier 1 Risk-Based Capital Ratio | 8.36%       |
| Total Risk-Based Capital Ratio  | 10.53%      |
| TCE / TA                        | 6.86%       |

**Sandler O'Neill Contacts:**

**Bob Kleinert**  
Managing Principal  
(212) 466-7806

**Jacques de Saint Phalle**  
Principal  
(212) 466-7721

**Chris Murray**  
Principal  
(212) 466-7952

**Jennifer Docherty**  
Managing Director  
(212) 466-7796

**Susan Weinberg**  
Managing Director  
(212) 466-7807

**Demetrios Hadgis**  
Managing Director  
(212) 466-8019

**James Furey**  
Managing Director  
(212) 466-7934

**Josh Shropa**  
Vice President  
(212) 466-7748

**Parker Hurst**  
Analyst  
(212) 466-8037