

## CAPITAL MARKETS ANNOUNCEMENT

## LegacyTexas Financial Group, Inc. (NASDAQ: LTXB) Completes Offering of \$75.0 Million of Subordinated Notes due 2025

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

This transaction is the 37<sup>th</sup> subordinated note or senior note transaction for a community bank or bank holding company since January 1, 2014 in which Sandler O'Neill acted as a placement agent, sole underwriter or book-runner, more than any other investment bank and approaching half of all the deals done during that period.<sup>1</sup>

**About the Offering:**

PLANO, Texas, Nov. 23, 2015 -- LegacyTexas Financial Group, Inc. (Nasdaq: LTXB) (the "Company"), the holding company for LegacyTexas Bank, completed its previously announced public offering of \$75 million of fixed-to-floating rate subordinated notes (the "Notes") due in 2025. The Notes have an initial fixed interest rate of 5.50%, payable semi-annually, and a ten-year term. Commencing December 1, 2020, the interest rate on the Notes resets quarterly to an annual interest rate equal to the then-current three-month LIBOR plus 389 basis points, payable quarterly in arrears. The Company plans to use the net proceeds from this offering for general corporate purposes, potential strategic acquisitions and investments in LegacyTexas Bank as regulatory capital.

*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:**

LegacyTexas Financial Group, Inc. is the holding company for LegacyTexas Bank, a commercially oriented community bank based in Plano, Texas. LegacyTexas Bank operates 47 banking offices in the Dallas/Fort Worth Metroplex and surrounding counties. On January 1, 2015, LegacyTexas Group, Inc. ("LegacyTexas Group") merged into LegacyTexas Financial Group and LegacyTexas Financial Group changed its name from ViewPoint Financial Group, Inc. to LegacyTexas Financial Group, Inc.

(1) Note: Includes nationwide subordinated debt and senior note offerings since 1/1/2014 that involved one or more book managers or placement agents for banks or bank holding companies with less than \$25bn in assets; excludes deals that were not reported and deals where no underwriter or placement agent was reported; Source: SNL Financial and Sandler O'Neill + Partners L.P.

(2) Financial data is not pro forma for the offering

November 23, 2015

5.50% Fixed-to-Floating  
Rate Subordinated Notes  
due 2025  
**\$75.0 Million**



Sole Book-Running Manager

SANDLER O'NEILL + PARTNERS

Financial Highlights (as of 9/30/2015)<sup>2</sup>

(\$ in thousands)

Total Assets	\$6,878,843
Net Loans	5,632,394
Total Deposits	4,770,050
Total Equity	792,637
Tier 1 Leverage Ratio	9.79%
Tier 1 Risk-Based Capital Ratio	10.16%
Total Risk-Based Capital Ratio	10.75%
TCE / TA	9.12%

## 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

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

**Jocelyn Kukulka**  
Vice President  
(212) 466-8032

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