



GREEN BANCORP

Merger with Patriot Bancshares, Inc.

May 27, 2015



GREEN BANCORP



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In addition to factors previously disclosed in Green Bancorp, Inc.'s reports filed with the SEC and those identified elsewhere in this communication, the following factors among others, could cause actual results to differ materially from forward-looking statements: ability to obtain regulatory approvals and meet other closing conditions to the merger, including approval by Green Bancorp, Inc.'s and Patriot Bancshares, Inc.'s shareholders, on the expected terms and schedule; delay in closing the merger; difficulties and delays in integrating the Green Bancorp, Inc. and Patriot Bancshares, Inc. businesses or fully realizing cost savings and other benefits; business disruption following the proposed transaction; changes in asset quality and credit risk; the inability to sustain revenue and earnings growth; changes in interest rates and capital markets; inflation; customer borrowing, repayment, investment and deposit practices; customer disintermediation; the introduction, withdrawal, success and timing of business initiatives; competitive conditions; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers, acquisitions and divestitures; economic conditions; and the impact, extent and timing of technological changes, capital management activities, and other actions of the Federal Reserve Board and legislative and regulatory actions and reforms.

Annualized, pro forma, projected and estimated numbers are used for illustrative purpose only, are not forecasts and may not reflect actual results.

Strategically Compelling Transaction



- Creates ~\$4 billion asset Texas bank
 - 15th largest Texas headquartered bank (from #25)
 - #13 deposit rank in Houston MSA (from #21); #7 among Texas headquartered banks
 - Strengthens existing presence in Dallas
- Combination with significant in-market Texas partner
 - Complementary business philosophies
 - Provides further diversification of loan and deposit base
- Financially attractive
 - 20%+ EPS accretion in first year driven by cost savings
 - Leverages excess capital from IPO; no additional capital need
 - Tangible book value dilution expected to be earned back in 4.4 years
 - Strong pro forma capital provides flexibility for M&A and buybacks
- Consistent with strategic goal to achieve \$5 billion assets in core Texas markets

Transaction Overview



Consideration

- 10,757,273 million shares of GNBC stock
- \$139 million deal value based on May 26, 2015 GNBC stock price
- Subject to reduction if minimum tangible book value threshold (net of seller transaction costs) is not achieved⁽¹⁾

Patriot's Capital Securities

- \$27.3 million TARP preferred to be redeemed
- \$10.4 million preferred to be converted into common equity⁽²⁾
- \$22.2 million TruPS to be assumed

Pro Forma Ownership

- 71% Green / 29% Patriot

Name

- Green Bancorp and Green Bank

Management and Board Composition

- Manny Mehos, Chairman & CEO; Geoff Greenwade, President; John Durie, CFO; Donald Perschbacher, Corporate Chief Credit Officer
- Patriot Chairman and CEO Don Ellis to join Green Board as Vice Chairman

Required Approvals

- Green and Patriot shareholders
- Customary regulatory approvals

Anticipated Closing

- Fourth quarter 2015

(1) See Merger Agreement for detail

(2) Included in 10,757,273 million GNBC share issuance

Overview of Patriot Bancshares



Overview

- Houston bank formed through 2005 acquisition of First State Bank in Honey Grove, TX
- Founded and led by Chairman and CEO Don Ellis
- \$1.4 billion assets and \$1.1 billion deposits
- 9 offices located in Houston MSA (6), Dallas MSA (2) and Honey Grove, TX (1)
- 174 employees

Financial Highlights

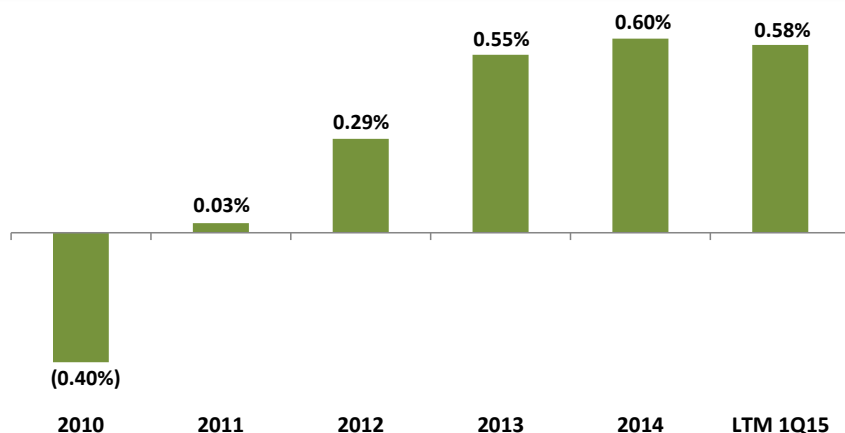
(\$Millions)

Balance Sheet Data

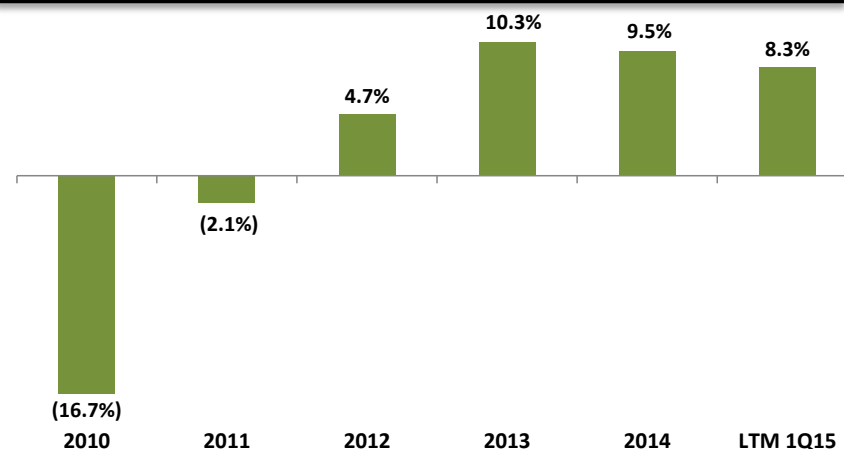
3/31/15

Total Assets	\$1,372
Total Loans, HFI	966
Total Deposits	1,103
Tangible Common Equity ⁽¹⁾	89
TCE / TA ⁽¹⁾	6.5%

ROAA



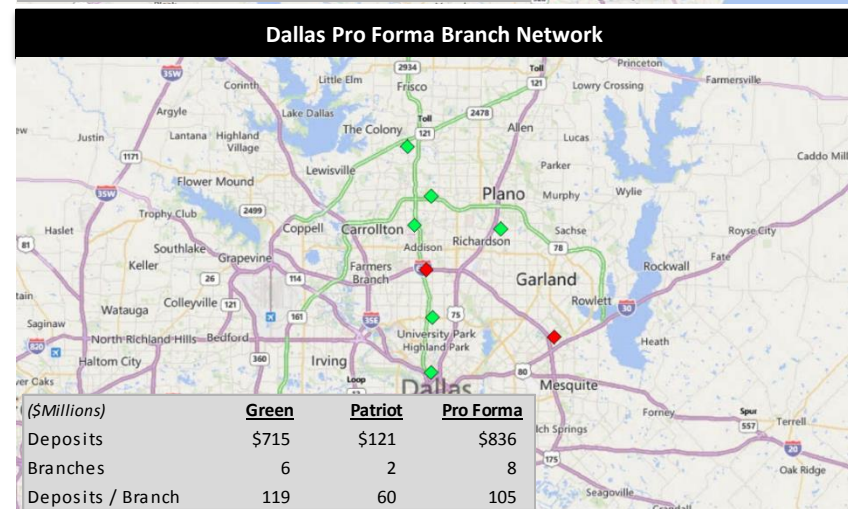
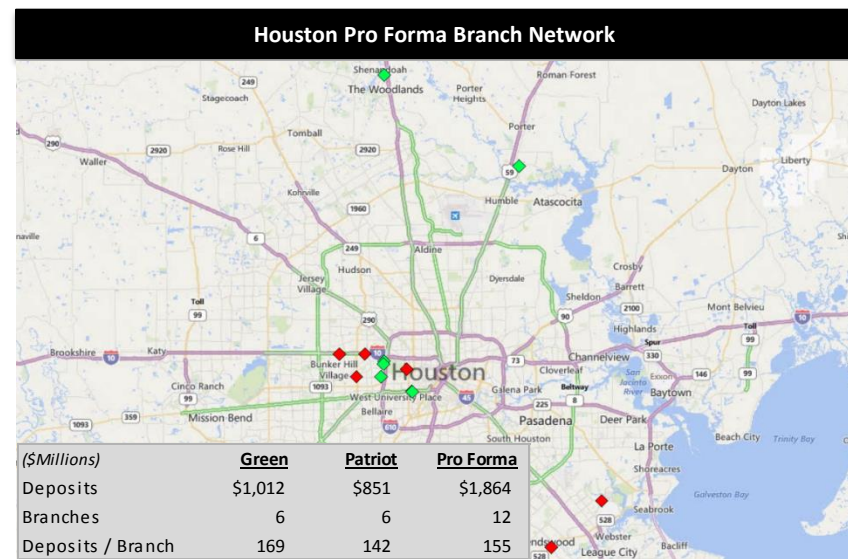
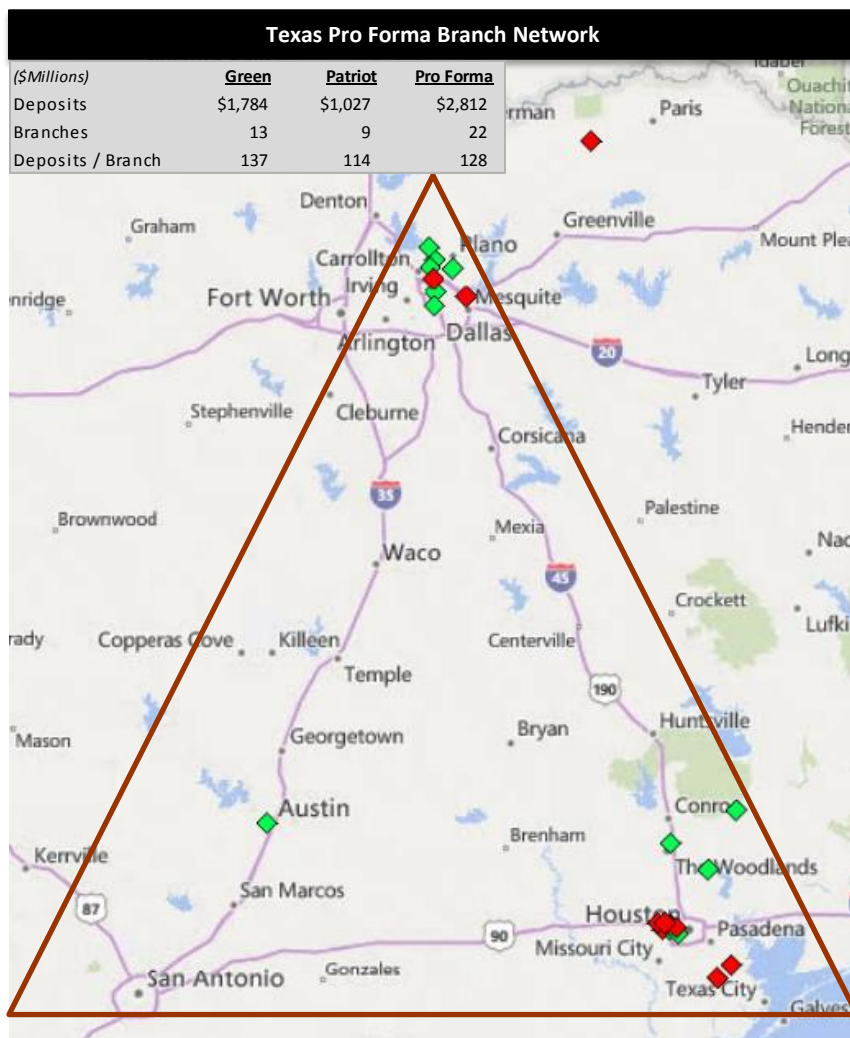
ROATCE



Source: SNL Financial

(1) Adjusted for \$10.35 million conversion of preferred equity to common equity

Complementary Branch Networks



◆ **Green**
◆ **Patriot**

Source: SNL Financial

Note: Deposit data as of June 30, 2014 per FDIC Summary of Deposits survey

Improves Rank in Core Markets



- Creates 15th largest Texas headquartered bank by assets (from #25)
- #13 deposit rank in Houston MSA (from #21)
- #7 deposit rank among Texas headquartered banks in Houston MSA (from #11)⁽¹⁾

Texas Headquartered Banks

Rank	Bank	Assets (\$mm)
1	Comerica	\$69,420
2	Cullen/Frost	28,197
3	Prosperity	21,609
4	Texas Capital	17,326
5	International Bancshares	12,374
6	Hilltop Holdings	12,563
7	Cadence Bancorp	8,145
8	Beal Financial	7,468
9	First Financial	6,025
10	Southside	4,732
11	Woodforest Financial	4,656
12	LegacyTexas Financial	6,512
13	Independent Bank	4,258
14	Amarillo National	3,812
	Pro Forma Green / Patriot	3,625
15	Broadway	3,264
25	Green	2,253
38	Patriot	1,372

Houston MSA Deposit Market Share

Rank	TX HQ Rank	Bank	Branches	Deposits (\$mm)	Market Share
1		JPMorgan Chase (NY)	227	\$104,185	48.31%
2		Wells Fargo (CA)	208	22,573	10.47
3		Bank of America (NC)	111	15,322	7.10
4		BBVA / Compass (Spain)	78	12,047	5.59
5		Zions (UT)	70	9,978	4.63
6		Capital One (VA)	54	4,127	1.91
7	1	<i>Prosperity (TX)</i>	57	3,933	1.82
8	2	<i>Cullen/Frost (TX)</i>	30	3,873	1.80
9	3	<i>Comerica (TX)</i>	57	3,536	1.64
10	4	<i>Woodforest Financial (TX)</i>	107	2,918	1.35
11	5	<i>Cadence (TX)</i>	13	2,135	0.99
12	6	<i>Texas Capital (TX)</i>	2	1,881	0.87
		Pro Forma Green / Patriot	12	1,864	0.86
13		BOK Financial (OK)	14	1,601	0.74
14		Regions Financial (AL)	28	1,548	0.72
15	7	<i>Allegiance (TX)</i>	17	1,506	0.70
21	11	Green (TX)	6	1,012	0.47
23	13	Patriot (TX)	6	851	0.39

Source: SNL Financial

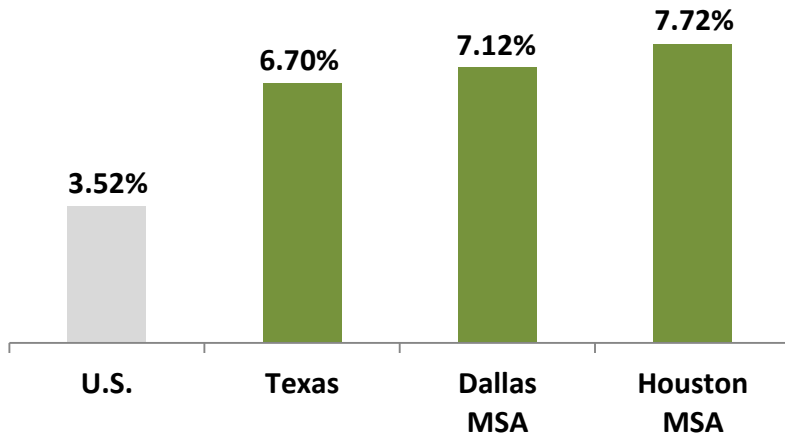
Note: Deposit data as of June 30, 2014 per FDIC Summary of Deposits survey

(1) Texas headquartered banks are italicized

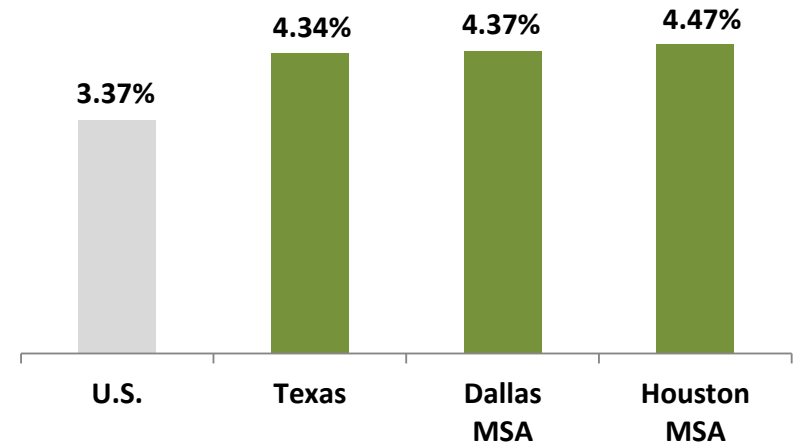
Houston and Dallas are Attractive Markets



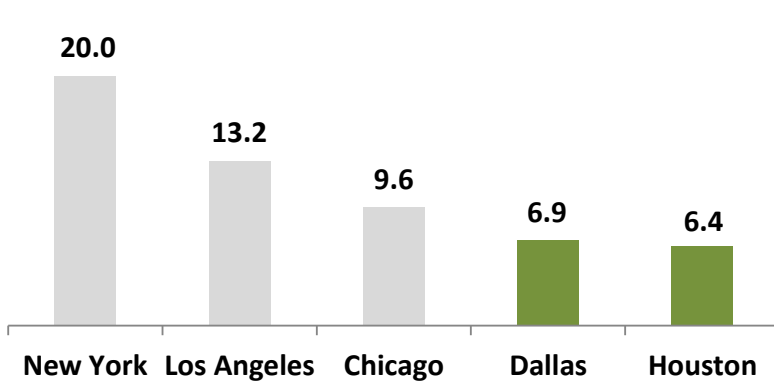
Projected Population Growth (2015-2020)⁽¹⁾



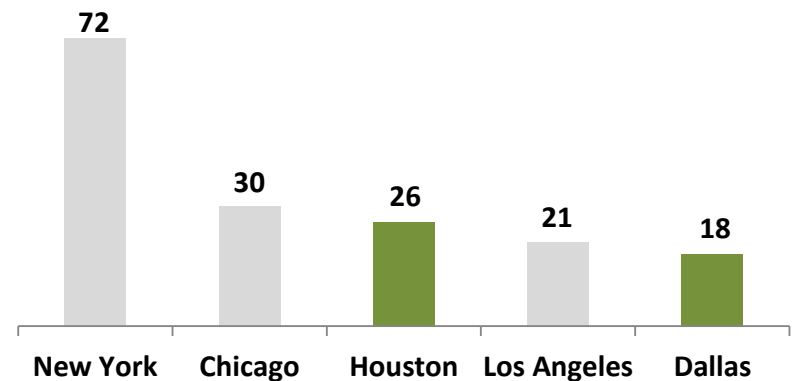
Projected Real GDP Growth (2014-2019)⁽¹⁾



Top 5 MSAs by Population (in Millions)⁽¹⁾



Top 5 MSAs by Number of Fortune 500 Company Headquarters



Source: SNL Financial, The Perryman Group, Greater Houston Partnership

(1) As of January 2015

Houston: Stability Through a Downturn



- **Houston is the 5th most populous metro area in the U.S. with ~6.5 million people**
- **Led the nation in population growth in 2014 adding nearly 157,000 residents**
- **26 Fortune 500 companies are headquartered in the Houston MSA, after only New York and Chicago**
- **More jobs in Houston (2.9 million) than in 36 states**
- **Texas Medical Center employs more people than Exxon, Apple and Google**
- **Despite the drop in oil prices, Houston-area unemployment remained stable at 4.2% in March compared to 5.5% for the U.S.**
- **Port of Houston has the largest export market in the U.S., handling \$353 billion of trade in 2014**

Source: Federal Reserve Bank of Dallas, Greater Houston Partnership

Due Diligence and Credit Review



- **Credit risk due diligence on Patriot portfolio**
 - Extensive review process conducted by a loan review firm with significant regulatory and local market expertise overseen by senior credit executives of Green
 - Portfolio review of ~70% of outstanding loan balances and 100% of OREO

- **Operational due diligence on Patriot**
 - High quality operations with effective risk management and controls
 - Patriot management has made a significant investment in upgrading risk management capabilities in recent years
 - Validated projected operational efficiencies
 - Review concluded operations are highly compatible with limited expected customer impact due to use of common core systems and customer facing technology

Financial Assumptions and Impact



Financial Assumptions

- Credit Mark: • Gross loan credit mark of 2.1%
- Cost Savings: • ~35% of Patriot's non-interest expenses

Financial Impact

- 20%+ EPS accretion in first year driven by cost savings
- Leverages excess capital from IPO; no additional capital need
- ~14% TBV dilution expected to be earned back in 4.4 years
- Pro forma capital ratios at close:
 - TCE / TA = 9.2%
 - Tier 1 Leverage = 9.8%
 - Total Risk-Based Capital = 12.0%

Transaction Multiples

	GNBC / Patriot	Comparable TX Deals ⁽²⁾
Price / TBV ⁽¹⁾	1.57x	1.93x
Price / LTM Earnings	17.7	26.7
Price / LTM Earnings with Cost Savings	9.2	16.3
Core Deposit Premium ⁽¹⁾	7.4%	13.0%

(1) Adjusted for conversion of \$10.4 million convertible preferred into common equity

(2) 10 bank transactions announced since January 1, 2014 with targets headquartered in Texas and transaction values of greater than \$20 million

Combined Franchise



		Standalone		Combined
		Green	Patriot	
Scale	Assets	\$2,253	\$1,372	\$3,621
	Gross Loans, HFI	1,811	966	2,754
	Deposits	1,932	1,103	3,038
Franchise	Number of Branches	14	9	23
	Deposits / Branch	\$138	\$123	\$132
Balance Sheet	Loans / Deposits	93.7%	87.6%	90.7%
	TCE / TA	11.7	6.5 ⁽¹⁾	8.5
LTM Profitability	ROAA	0.80%	0.58%	0.98%
	Efficiency Ratio	59.4	82.9	53.6

*Dollars in millions

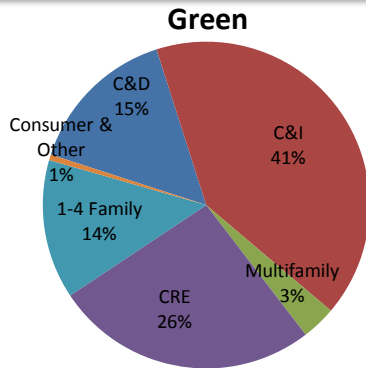
Note: Financial figures as of or for the twelve months ended March 31, 2015. Combined data include purchase accounting adjustments.

(1) Adjusted for \$10.35 million conversion of preferred equity to common equity

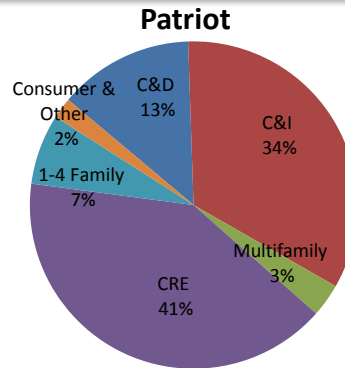
Loan and Deposit Composition



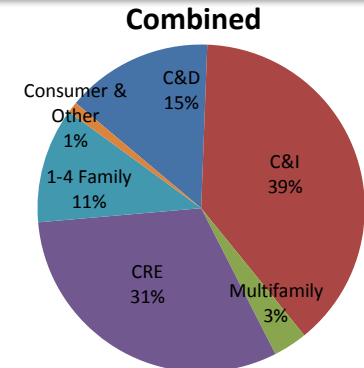
Loan Composition



Total Loans: \$1.8 billion
Loan Yield: 4.92%

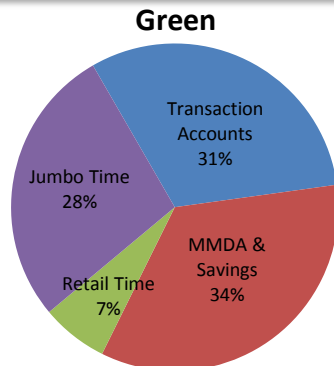


Total Loans: \$1.0 billion
Loan Yield: 4.49%

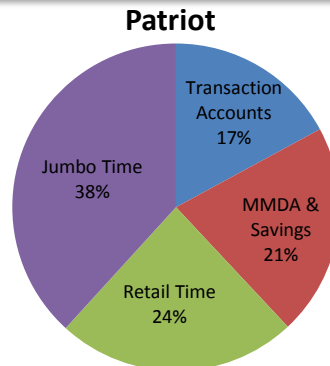


Total Loans: \$2.8 billion
Loan Yield: 4.77%

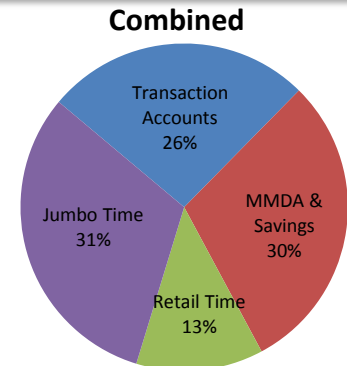
Deposit Composition



Total Deposits: \$1.9 billion
Cost of Deposits: 0.46%



Total Deposits: \$1.1 billion
Cost of Deposits: 0.86%



Total Deposits: \$3.0 billion
Cost of Deposits: 0.61%

Source: SNL Financial

Note: Financial figures as of or for the quarter ended March 31, 2015 and do not include purchase accounting adjustments

Summary



- Creates ~\$4 billion asset Texas bank
 - 15th largest Texas headquartered bank (from #25)
 - Enhances footprint in largest Texas metro areas (Houston and Dallas)
- Significant cost and growth synergies identified (growth synergies not modeled)
 - 20%+ EPS accretion in first year
- Leverages excess capital; no additional capital need
- GNBC management is an experienced acquiror and integrator
 - 6th acquisition since 2006
- Consistent with strategic goal to achieve \$5 billion assets in core Texas markets

Additional Information About the Proposed Transaction and Where to Find It



Investors and security holders are urged to carefully review and consider Green Bancorp, Inc.'s public filings with the SEC, including but not limited to its Annual Reports on Form 10-K, its proxy statements, its Current Reports on Form 8-K and its Quarterly Reports on Form 10-Q. The documents filed by Green Bancorp, Inc. with the SEC may be obtained free of charge at Green Bancorp's website at www.greenbank.com or at the SEC's website at www.sec.gov. Alternatively, these documents, when available, can be obtained free of charge from Green Bancorp upon written request to Green Bancorp, Inc., Attn: Investor Relations, 4000 Greenbriar Street, Suite 355, Houston, TX 77098 or by calling (713) 275-8220.

In connection with the proposed transaction, Green Bancorp, Inc. intends to file a registration statement on Form S-4 with the SEC which will include a joint proxy statement of Patriot Bancshares, Inc. and Green Bancorp, Inc. and a prospectus of Green Bancorp, Inc., and will file other documents regarding the proposed transaction with the SEC. **Before making any voting or investment decision, investors and security holders of Patriot Bancshares, Inc. and Green Bancorp, Inc. are urged to carefully read the entire registration statement and joint proxy statement/prospectus, when they become available, as well as any amendments or supplements to these documents and any other relevant documents filed with the SEC, because they will contain important information about the proposed transaction.** A definitive joint proxy statement/prospectus will be sent to the shareholders of each institution seeking the required shareholder approvals. Investors and security holders will be able to obtain the registration statement and the joint proxy statement/prospectus free of charge from the SEC's website or from Green Bancorp, Inc. by writing to the address provided above.

Green Bancorp and Patriot Bancshares and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from their shareholders in connection with the proposed transaction. Information about these participants may be found in the definitive proxy statement of Green Bancorp relating to its 2015 Annual Meeting of Stockholders filed with the SEC on April 30, 2015. The definitive proxy statement can be obtained free of charge from the sources indicated above. Additional information regarding the interests of such participants will be included in the proxy statement and other relevant documents regarding the proposed merger transaction filed with the SEC when they become available, copies of which may also be obtained free of charge from the sources indicated above.