



PARTNERING WITH VERITEX TO ACCELERATE TEXAS GROWTH

Disclaimer

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

The information contained or incorporated by reference in this presentation contains certain forward-looking statements, including, but not limited to, certain plans, expectations, goals, projections, and statements about the benefits of the proposed transaction, the plans, objectives, expectations and intentions of Huntington Bancshares Incorporated (“Huntington”) and Veritex Holdings, Inc. (“Veritex”), the expected timing of completion of the transaction, and other statements that are not historical facts and are subject to numerous assumptions, risks, and uncertainties that are beyond the control of Huntington and Veritex. Such statements are subject to numerous assumptions, risks, estimates, uncertainties and other important factors that change over time and could cause actual results to differ materially from any results, performance, or events expressed or implied by such forward-looking statements, including as a result of the factors referenced below. Statements that do not describe historical or current facts, including statements about beliefs and expectations, are forward-looking statements. Forward-looking statements may be identified by words such as expect, anticipate, continue, believe, intend, estimate, plan, trend, objective, target, goal, or similar expressions, or future or conditional verbs such as will, may, might, should, would, could, or similar variations. The forward-looking statements are intended to be subject to the safe harbor provided by Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934, and the Private Securities Litigation Reform Act of 1995.

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While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements or historical performance: changes in general economic, political, or industry conditions; deterioration in business and economic conditions, including persistent inflation, supply chain issues or labor shortages, instability in global economic conditions and geopolitical matters, as well as volatility in financial markets; changes in U.S. trade policies, including the imposition of tariffs and retaliatory tariffs; the impact of pandemics and other catastrophic events or disasters on the global economy and financial market conditions and our business, results of operations, and financial condition; the impacts related to or resulting from bank failures and other volatility, including potential increased regulatory requirements and costs, such as FDIC special assessments, long-term debt requirements and heightened capital requirements, and potential impacts to macroeconomic conditions, which could affect the ability of depository institutions, including us, to attract and retain depositors and to borrow or raise capital; unexpected outflows of uninsured deposits which may require us to sell investment securities at a loss; changing interest rates which could negatively impact the value of our portfolio of investment securities; the loss of value of our investment portfolio which could negatively impact market perceptions of us and could lead to deposit withdrawals; the effects of social media on market perceptions of us and banks generally; cybersecurity risks; uncertainty in U.S. fiscal and monetary policy, including the interest rate policies of the Federal Reserve; volatility and disruptions in global capital, foreign exchange and credit markets; movements in interest rates; competitive pressures on product pricing and services; success, impact, and timing of our business strategies, including market acceptance of any new products or services including those implementing our “Fair Play” banking philosophy; changes in policies and standards for regulatory review of bank mergers; the nature, extent, timing, and results of governmental actions, examinations, reviews, reforms, regulations, and interpretations, including those related to the Dodd-Frank Wall Street Reform and Consumer Protection Act and the Basel III regulatory capital reforms, as well as those involving the SEC, OCC, Federal Reserve, FDIC, CFPB and state-level regulators; the occurrence of any event, change or other circumstances that could give rise to the right of one or both of the parties to terminate the merger agreement between Huntington and Veritex; the outcome of any legal proceedings that may be instituted against Huntington or Veritex; delays in completing the transaction; the failure to obtain necessary regulatory approvals (and the risk that such approvals may result in the imposition of conditions that could adversely affect the combined company or the expected benefits of the transaction); the failure to obtain Veritex shareholder approval or to satisfy any of the other conditions to the transaction on a timely basis or at all; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies or as a result of the strength of the economy and competitive factors in the areas where Huntington and Veritex do business; the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; diversion of management’s attention from ongoing business operations and opportunities; potential adverse reactions or changes to business, customer or employee relationships, including those resulting from the announcement or completion of the transaction; the ability to complete the transaction and integration of Huntington and Veritex successfully; the dilution caused by Huntington’s issuance of additional shares of its capital stock in connection with the transaction; and other factors that may affect the future results of Huntington and Veritex. Additional factors that could cause results to differ materially from those described above can be found in Huntington’s Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended March 31, 2025, each of which is on file with the Securities and Exchange Commission (the “SEC”) and available in the “Investor Relations” section of Huntington’s website, <http://www.huntington.com>, under the heading “Investor Relations” and in other documents Huntington files with the SEC, and in Veritex’s Annual Report on Form 10-K for the year ended December 31, 2024 and in its subsequent Quarterly Reports on Form 10-Q, including for the quarter ended March 31, 2025, each of which is on file with the SEC and available on Veritex’s investor relations website, ir.veritexbank.com, under the heading “Financials” and in other documents Veritex files with the SEC.

All forward-looking statements are expressly qualified in their entirety by the cautionary statements set forth above. Forward-looking statements speak only as of the date they are made and are based on information available at that time. Neither Huntington nor Veritex assume any obligation to update forward-looking statements to reflect actual results, new information or future events, changes in assumptions or changes in circumstances or other factors affecting forward-looking statements that occur after the date the forward-looking statements were made or to reflect the occurrence of unanticipated events except as required by federal securities laws. If Huntington or Veritex update one or more forward-looking statements, no inference should be drawn that Huntington or Veritex will make additional updates with respect to those or other forward-looking statements. As forward-looking statements involve significant risks and uncertainties, caution should be exercised against placing undue reliance on such statements.



Disclaimer Cont.

IMPORTANT ADDITIONAL INFORMATION

In connection with the proposed transaction, Huntington will file with the SEC a Registration Statement on Form S-4 that will include a Proxy Statement of Veritex and a Prospectus of Huntington, as well as other relevant documents concerning the proposed transaction. The proposed transaction involving Huntington and Veritex will be submitted to Veritex's shareholders for their consideration. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. INVESTORS AND SHAREHOLDERS OF VERITEX ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE TRANSACTION WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders will be able to obtain a free copy of the definitive proxy statement/prospectus, as well as other filings containing information about Huntington and Veritex, without charge, at the SEC's website (<http://www.sec.gov>). Copies of the proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the proxy statement/prospectus can also be obtained, without charge, by directing a request to Huntington Investor Relations, Huntington Bancshares Incorporated, Huntington Center, 41 South High Street, Columbus, Ohio 43287, (800) 576-5007 or to Veritex Investor Relations, Veritex Holdings, Inc., 8214 Westchester Drive, Suite 800, Dallas, Texas 75225, (972) 349-6200.

PARTICIPANTS IN THE SOLICITATION

Huntington, Veritex, and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Veritex in connection with the proposed transaction under the rules of the SEC. Information regarding the interests of the directors and executive officers of Huntington and Veritex and other persons who may be deemed to be participants in the solicitation of shareholders of Veritex in connection with the transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the definitive proxy statement/prospectus related to the transaction, which will be filed by Huntington with the SEC. Information regarding Huntington's directors and executive officers is available in its definitive proxy statement relating to its 2025 Annual Meeting of Shareholders, which was filed with the SEC on March 6, 2025, and other documents filed by Huntington with the SEC. Information regarding Veritex's directors and executive officers is available in its definitive proxy statement relating to its 2025 Annual Meeting of Shareholders, which was filed with the SEC on April 29, 2025, and other documents filed by Veritex with the SEC. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement/prospectus and other relevant materials filed with the SEC. Free copies of this document may be obtained as described above under "Important Additional Information."



Strong 2Q25 Preliminary Results; Announcing Partnership with Veritex

Key Metrics

	2Q25	YoY
Revenue (FTE) ¹	\$1,954M	7.6%
EPS	\$0.34	13.3%
<i>Impacts</i>	<i>(\$0.04)</i>	
<i>Securities Repositioning</i>	<i>(\$0.03)</i>	
<i>Notable Items</i>	<i>(\$0.01)</i>	
Avg. Loans	\$133.2B	7.9%
Avg. Deposits	\$163.4B	6.4%
TBVPS	\$9.13	15.7%
<hr/>		
NCO Ratio	0.20%	
Adj. CET1	9.0%	
ROTCE	16.1%	
Adj. ROTCE ²	17.6%	

Highlights



Robust Second Quarter Performance

- Delivering on organic growth strategies
- Driving strong revenue growth and positive operating leverage
- 2Q25 EPS results included \$0.04 of impact to EPS resulting from a \$58 million decrease in earnings from a securities repositioning and Notable Items that decreased earnings by \$3 million



Strong Credit & Growing Capital

- Achieving strong credit performance with NCOs below full-year guidance
- Growing capital and tangible book value per share



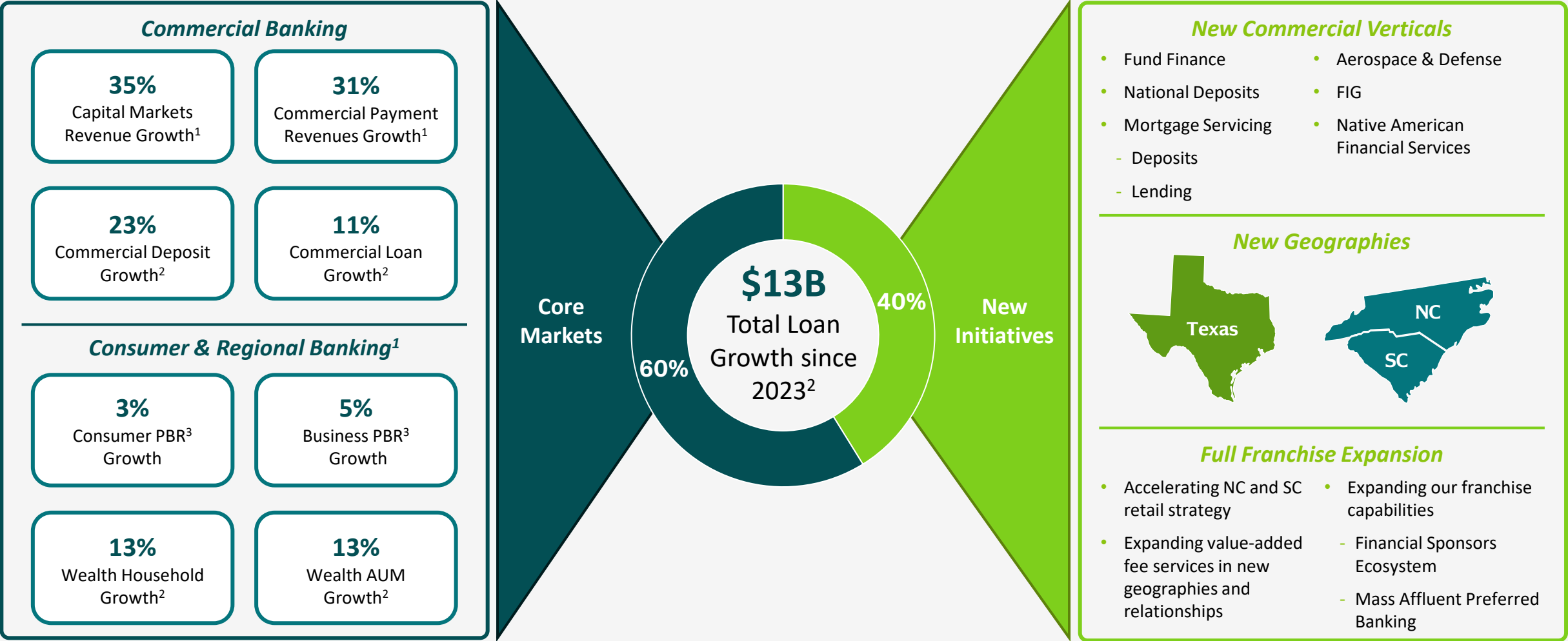
Strategic Expansion Through Veritex Partnership

- Partnering with the right team with the right culture in the right markets to accelerate organic growth
- Experienced leadership to help drive expansion of combined platform in Texas

Note: See reconciliations on slide 14 (ROTCE), slide 15 (Adj. CET1), slide 16 (TBVPS); adjusted CET1 based on estimated values
¹ On a fully-taxable equivalent (FTE) basis assuming a 21% tax rate. ² Excluding the \$58M securities repositioning and \$3M of notable items



Generating Growth in the Core and New Initiatives

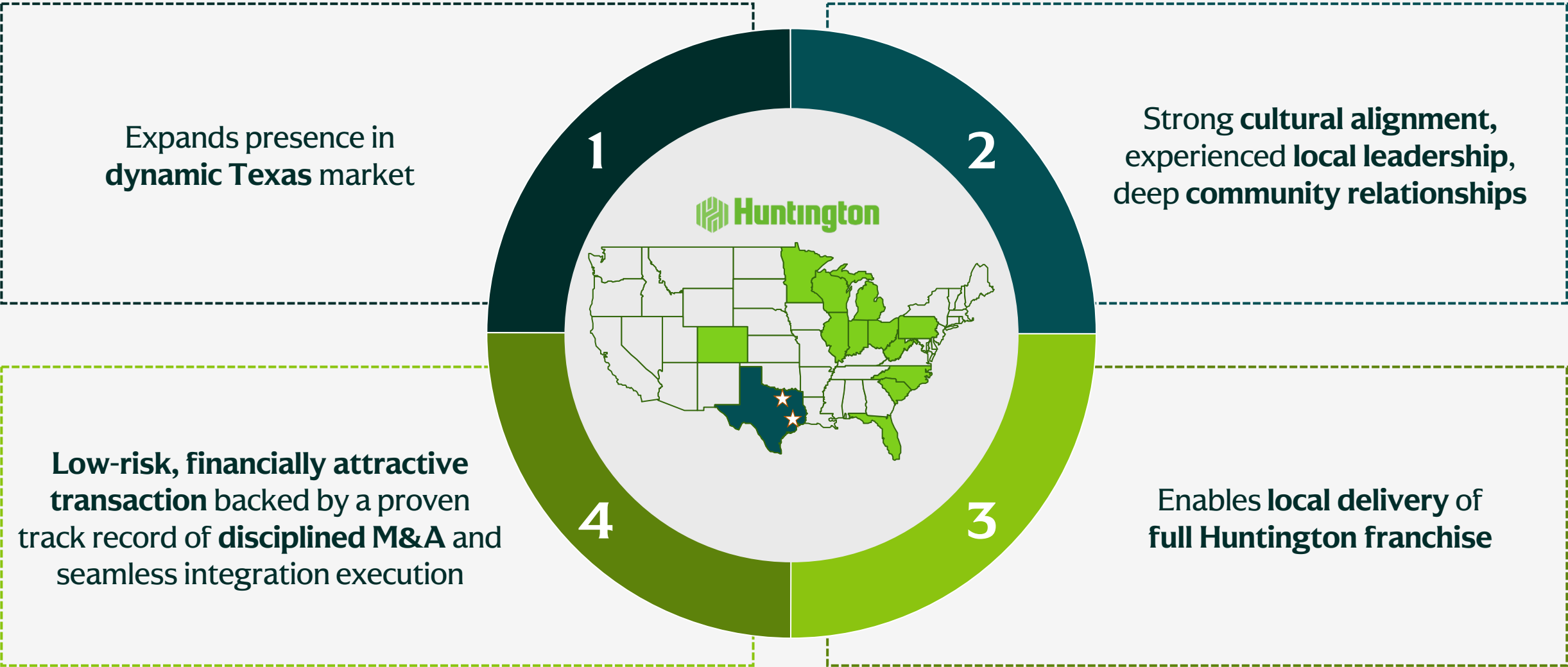


Capturing Strategic Opportunities from a Position of Strength

Source: Company Documents;
¹ 2Q25 vs 2Q23; ² End of Period Growth December 31, 2023 thru June 30, 2025; ³ December 31, 2023 thru March 31, 2025 growth in primary Banking Relationships, internally defined by criteria based on customer type

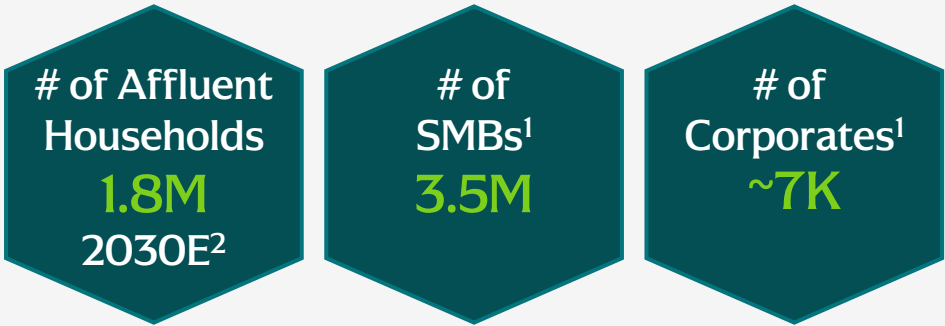
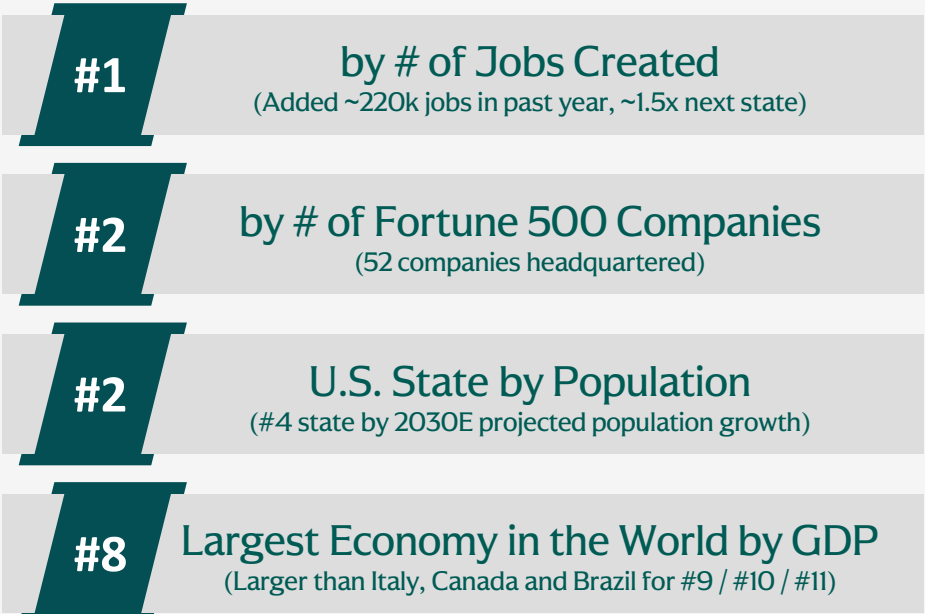


Partnership with Veritex Accelerates Organic Texas Expansion



1 Scaling Presence in High-Growth Texas Markets

Texas Nationally by the Numbers



Expansion Markets



Source: Company Documents, City of Dallas Office of Economic Development, Dallas Chamber of Commerce, Fortune (2024), Greater Houston Partnership, S&P Global Market Intelligence, U.S. Bureau of Economic Analysis, U.S. Bureau of Labor Statistics, U.S. Census Bureau; World Bank; Note: Data as of March 31, 2025; Depository data as of June 30, 2024; GDP data as of 2024

¹ Small and medium sized businesses defined as those with employees < 500 and sole proprietorships, and corporates defined as those with > 500 employees; ² Affluent represents the number of households with incomes > \$200K



2 Veritex Is the Right Partner to Accelerate Huntington's Texas Growth

Company Overview

- **Founded in 2010** by CEO Malcolm Holland III
- **Headquartered** in Dallas, TX
- **31 branches** located in DFW & Houston
- **10th largest** commercial bank HQ'd in Texas

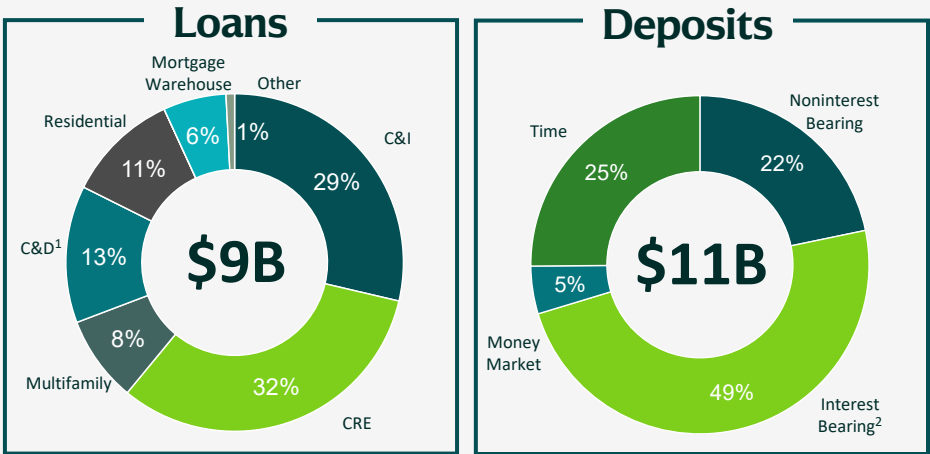
Major Product Offerings



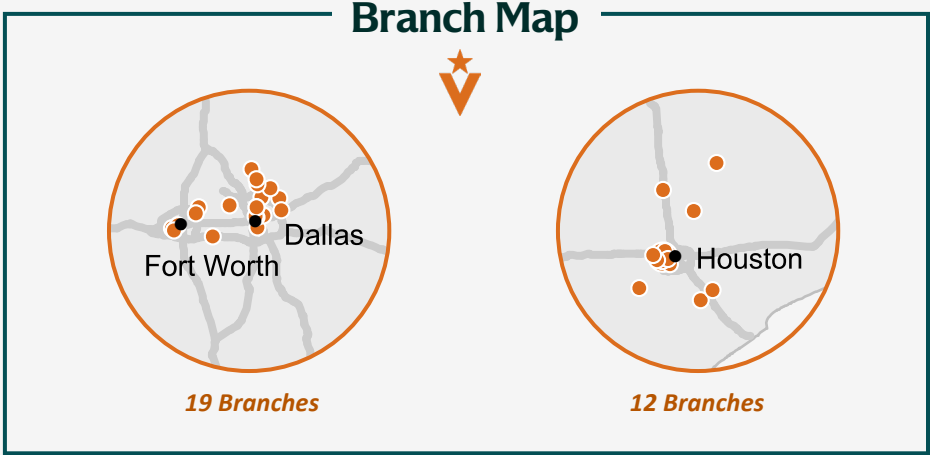
Financial Highlights

\$12.6B Assets	11.0% CET1
3.31% 1Q25 NIM	0.94% 1Q25 ROAA

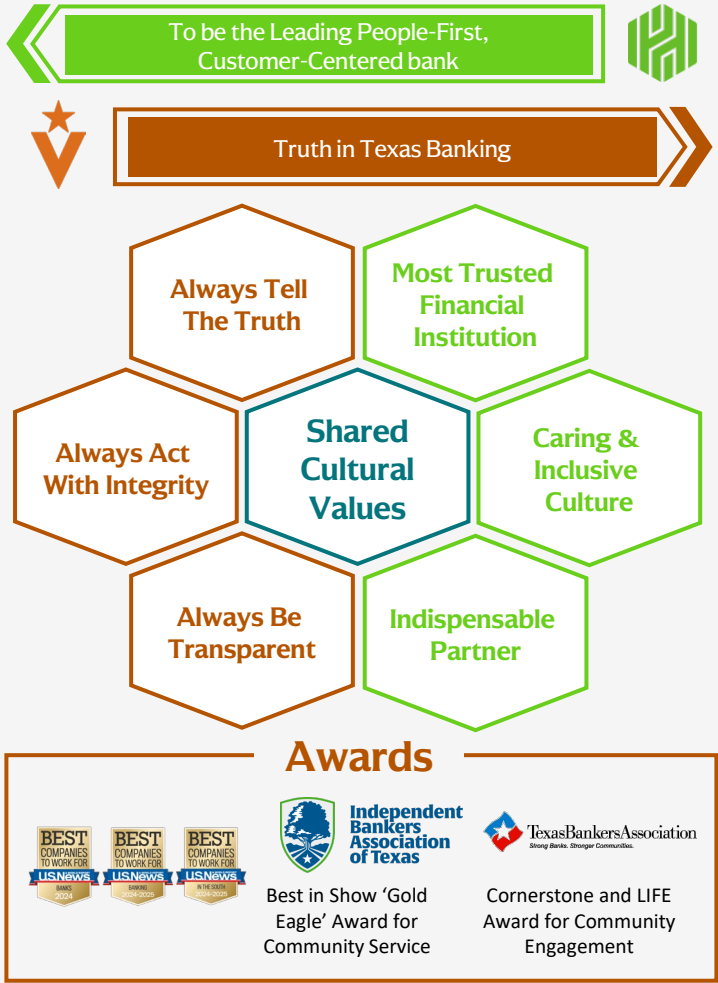
Lending & Deposit Profile



Presence in High-Growth Dynamic Markets



Strong Cultural Alignment



Source: Company Documents, S&P Global Market Intelligence; Note: Data as of March 31, 2025

¹ Includes farmland loans; ² Includes savings deposits



3 Bringing the Full Huntington Franchise to Texas

Veritex's Areas of Differentiation Today

Strong Local Commercial Franchise

\$9B
Loans

\$11B
Deposits

~90
Bankers

- ★ Deep Local Relationships
- ★ Well-Respected Bankers
- ★ Commercial Middle-Market Focus
- ★ C&I, CRE and Specialty Businesses
- ★ Highly Visible Golf Partnerships



Existing Presence in Texas

\$6B
Loans

\$2B
Deposits

100
Bankers

Delivering
Large Bank
Capabilities
Locally

National
Specialty
Businesses

Local Middle-
Market Buildout

Delivering
Capital Markets
& Payments

#1
SBA Lender
in Texas¹

Initial Targeted Synergy Opportunities

Commercial Relationship-Based Offerings



Local Relationship-Based Banking

Regional Middle-Market Banking
Capstone, Capital Markets



Guaranteed Lending
& Specialty Verticals

Corporate Banking, Specialty
Verticals & Asset Finance



Expanding Fee Based Opportunities in Veritex's Customer Set



Commercial Payments Offerings

Full Suite of
Payments Capabilities



Highly Visible Golf Partnerships

Wealth & Investment
Management



Leveraging Consumer Relationships and Existing Branch Network



CRE and Homebuilder Programs

Mortgage Ecosystem



Commercial Offices

Full Suite of Branch
and Digital Banking



Low Risk, Financially Attractive Transaction

Structure and Consideration

- **Consideration Mix** – 100% common stock
- **Fixed exchange ratio** – Veritex shareholders will receive 1.95 Huntington shares for each Veritex share
- **Pro forma ownership** – 93% Huntington / 7% Veritex

Transaction Value and Multiples

- **Aggregate Consideration** – \$1.9 billion
- **Price / TBVPS** – 1.52x
- **Price / 2026E Consensus EPS** – 14.3x
- **Price / Syn. Consensus 2026E EPS** – 10.2x¹

Leadership and Community

- **Leadership** – Malcolm Holland to be Chairman of Texas
- **Community** – continue to support Texas communities by funding \$10 million toward philanthropic investments there

Expected Closing

- **Approvals** – subject to approvals from Veritex shareholders and customary regulatory approvals
- **Closing** – estimated in 4Q25

Powerful Pro Forma Texas Franchise

3rd

Largest State
by Loans and
Deposits



\$15B

Total
Loans

~200

Total
Bankers

\$13B

Total
Deposits

Pro Forma Financial Impacts Largely Neutral

- Modestly accretive to EPS and ROTCE
- Neutral to regulatory capital at close
- Minimally dilutive to tangible book value per share, with an earn-back of ~1 year²
- Exceeds IRR Hurdle

Source: Company Documents, FactSet, S&P Global Market Intelligence; Note: Data as of March 31, 2025; Market data as of July 11, 2025

¹ Assumes fully realized synergies of 25% of Veritex's 2026E non-interest expense; ² Crossover method earn-back



4 Huntington's Rigorous Approach to M&A and Due Diligence

Huntington is a Partner of Choice

- 1

Disciplined Acquirer

- Highly selective process
 - Attractive returns
- 2

People and Culture

- Delivering broad-based capabilities and industry expertise through local relationships
 - Retaining key partner leadership and employees
- 3

Community

- Commitment to local communities
 - Initiating a \$10 million philanthropic commitment for Texas

Comprehensive Due Diligence Process

Dedication of Company-Wide Resources to Assess Benefits, Risks, and Opportunities

Due Diligence Snapshot			Due Diligence Focus Areas
By the Numbers	~400 professionals, including advisors and consultants	100% of CRE Credits (>\$25M of exposure)	All Top 75 C&I Credits (>\$1M of exposure)
	Credit Due Diligence Approach		
Reviewed risk framework, credit policies, strategies, committee materials, and loan files			Credit Underwriting & CECL
Assessment of performance trends across credit migration, delinquencies, and historical losses			Commercial Real Estate & Commercial Lending
Commercial loan portfolio			Specialty Lending
Top lending relationships and exposures			Information Technology & Cybersecurity
Commercial real estate, other commercial, and specialty lending portfolios			Operations
Consumer loan portfolio			Human Resources
Review of credit file samples			Risk Management
Statistical analysis across portfolio segments			Finance, Tax & Accounting
			Regulatory & Compliance
			Internal Audit & Legal
Detailed Due Diligence Process Aligned to Maintain Huntington's Aggregate Moderate-to-Low Risk Appetite			



Strong Execution & Disciplined Acquisition is Springboard for Growth



Executing Organic Strategy

- Multiple growth drivers
- Investment in revenue producing initiatives with strong returns
- Financial results demonstrate delivery of organic growth model



Disciplined Acquirer

- Clear strategic fit
- Cultural alignment
- Financially attractive



Springboard for Growth

- Entering new markets and expanding customer relationships
- Enhancing competitive positioning
- Driving value creation

APPENDIX

Non-GAAP Reconciliation

Average Tangible Common Equity, ROTCE

(\$ in millions)	2Q24	1Q25	2Q25
Average common shareholders' equity	\$16,861	\$18,007	\$18,559
Less: intangible assets and goodwill	5,685	5,651	5,640
Add: net tax effect of intangible assets	25	19	16
Average tangible common shareholders' equity (A)	\$11,201	\$12,375	\$12,935
Less: average accumulated other comprehensive income (AOCI)	(3,033)	(2,705)	(2,471)
Adjusted average tangible common shareholders' equity (B)	\$14,234	\$15,080	\$15,406
Net income available to common	\$439	\$500	\$509
Add: amortization of intangibles	12	11	11
Add: deferred tax	(3)	(2)	(2)
Adjusted net income available to common	448	509	518
Adjusted net income available to common (annualized) (C)	\$1,802	\$2,064	\$2,078
Return on average tangible common shareholders' equity (C/A)	16.1%	16.7%	16.1%
Return on average tangible common shareholders' equity, ex AOCI (C/B)	12.6%	13.7%	13.5%
(\$ in millions)	2Q24	1Q25	2Q25
Adjusted net income available to common (annualized) (C)	\$1,802	\$2,064	\$2,078
Return on average tangible shareholders' equity	16.1%	16.7%	16.1%
Add: Notable Items, after tax (D)	5	2	3
Adjusted net income available to common (annualized) (E)	\$1,822	\$2,072	\$2,090
Less: Net gain / (loss) on securities (after tax)	--	--	(46)
Adjusted net income available to common (annualized) (F)	\$1,822	\$2,072	\$2,274
Adjusted return on average tangible common shareholders' equity (E/A)	16.2%	16.7%	16.2%
Adjusted return on average tangible common shareholders' equity excluding securities repositioning and notable items (F/A)	16.2%	16.7%	17.6%
Adjusted return on average tangible common shareholders' equity, ex AOCI (E/B)	12.8%	13.7%	13.6%



Non-GAAP Reconciliation

Common Equity Tier 1 (CET1)

CET1 – AOCI Impact (\$ in millions)	2Q24	1Q25	2Q25 ¹
Common Equity Tier 1 (A)	\$14,521	\$15,269	\$15,539
Add: accumulated other Comprehensive income (loss) (AOCI)	(2,911)	(2,422)	(2,241)
Less: cash flow hedge	(399)	(90)	(6)
Adjusted Common Equity Tier 1 (B)	\$12,009	\$12,937	\$13,304
Risk Weighted Assets (C)	\$139,374	\$144,632	\$148,602
Common Equity Tier 1 ratio (A/C)	10.4%	10.6%	10.5%
Adjusted CET1 Ratio (B/C)	8.6%	8.9%	9.0%
AOCI impact adjusted for cash flow hedges on loan portfolio	1.8%	1.7%	1.5%

¹ 2Q25 Risk Weighted Assets and Common Equity Tier 1 are based on best available estimates as of July 13, 2025



Non-GAAP Reconciliation

Tangible book value per share

TBV per Share <i>(in millions , except per share amounts)</i>	2Q24	1Q25	2Q25
Huntington shareholders' equity	\$19,515	\$20,434	\$20,928
Less: preferred stock	2,394	1,989	1,989
Common shareholders' equity	\$17,121	\$18,445	\$18,939
Less: goodwill	5,561	5,561	5,561
Less: other intangible assets, net of tax	94	67	58
Tangible common equity (A)	\$11,466	\$12,817	\$13,320
Less: accumulated other comprehensive income (loss)	(2,911)	(2,433)	(2,246)
Adjusted tangible common equity (B)	\$14,377	\$15,250	\$15,566
Number of common shares outstanding (C)	1,452	1,457	1,459
Tangible book value per share (A/C)	\$7.89	\$8.80	\$9.13
Adjusted tangible book value per share (B/C)	\$9.90	\$10.47	\$10.67



THANK YOU