

Investor Presentation

Second Quarter 2019 ——



Important Information

Cautionary Notes on Forward-Looking Statements

This communication contains statements which, to the extent they are not statements of historical fact, constitute "forward-looking statements" within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. From time to time, oral or written forward-looking statements may also be included in other information released to the public. Such statements are typically, but not exclusively, identified by the use in the statements of words or phrases such as "aim," "anticipate," "estimate," "expect," "goal," "guidance," "intend," "is anticipated," "is intended," "objective," "plan," "projected," "projection," "will affect," "will be," "will continue," "will decrease," "will grow," "will increase," "will increase," "will reduce," "will reduce," "will result," "would be," variations of such words or phrases (including where the word "could," "may," or "would" is used rather than the word "will" in a phrase) and similar words and phrases indicating that the statement addresses some future result, occurrence, plan or objective. These forward-looking statements may include information about Prosperity Bancshares. Inc. ("Prosperity") and LegacyTexas Financial Group. Inc. ("LegacyTexas") possible or assumed future economic performance or future results of operations, including future revenues, income, expenses, provision for loan losses, provision for taxes, effective tax rate, earnings per share and cash flows and Prosperity's or Legacytexas' future capital expenditures and dividends, future financial condition and changes therein, including changes in Prosperity's and LegacyTexas' loan portfolio and allowance for loan losses, future capital structure or changes therein, as well as the plans and objectives of management for Prosperity's or LegacyTexas' future operations, future or proposed acquisitions, the future or expected effect of acquisitions on Prosperity's or LegacyTexas' operations, results of operations, financial condition, and future economic performance, statements about the anticipated benefits of the proposed transaction, and statements about the assumptions underlying any such statement. The forward-looking statements are based on expectations and assumptions Prosperity and LegacyTexas currently believe to be valid. Because forward-looking statements relate to future results and occurrences, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict. Many possible events or factors could adversely affect the future financial results and performance of Prosperity, LegacyTexas or the combined company and could cause those results or performance to differ materially from those expressed in the forward-looking statements. Such risks and uncertainties include, among others: the occurrence of any event, change or other circumstance that could give rise to the right of one or both of the parties to terminate the merger agreement, the outcome of any legal proceedings that may be instituted against Prosperity or LegacyTexas, 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) or shareholder approvals 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 generally, or specifically in the Dallas/Fort Worth area where LegacyTexas does a majority of its business and Prosperity has a significant presence, 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 or employee relationships, including those resulting from the announcement or completion of the transaction, Prosperity's ability to complete the acquisition and integration of LegacyTexas successfully, and the dilution caused by Prosperity's issuance of additional shares of its common stock in connection with the transaction. Each of Prosperity and LegacyTexas disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Further information on Prosperity, LegacyTexas and factors which could affect the forward-looking statements contained herein can be found in Prosperity's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Report on Form 10-Q for the three-month period ended March 31, 2019 and its other filings with the Securities and Exchange Commission ("SEC"), and in LegacyTexas' Annual Report on Form 10-K for the fiscal year ended December 31, 2018, its Quarterly Report on Form 10-Q for the three-month period ended March 31, 2019 and its other filings with the SEC.

Additional Information about the Merger and Where to Find It

In connection with the proposed merger of LegacyTexas into Prosperity, Prosperity will file with the SEC a registration statement on Form S-4 to register the shares of Prosperity common stock to be issued to the stockholders of LegacyTexas. The registration statement will include a joint proxy statement/prospectus which will be sent to the stockholders of LegacyTexas and shareholders of Prosperity seeking their approval of the proposed transaction.

WE URGE INVESTORS AND SECURITY HOLDERS TO READ THE REGISTRATION STATEMENT ON FORM S-4, THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT ON FORM S-4 AND ANY OTHER RELEVANT DOCUMENTS TO BE FILED WITH THE SECURITIES AND EXCHANGE COMMISSION IN CONNECTION WITH THE PROPOSED TRANSACTION BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT PROSPERITY, LEGACYTEXAS AND THE PROPOSED TRANSACTION.

Investors and security holders may obtain free copies of these documents through the website maintained by the SEC at http://www.sec.gov. Documents filed with the SEC by Prosperity will be available free of charge by directing a request by telephone or mail to Prosperity Bancshares, Inc., Prosperity Bank Plaza, 4295 San Felipe, Houston, Texas 77027 Attn: Investor Relations, (281) 269-7199 and documents filed with the SEC by LegacyTexas will be available free of charge by directing a request by telephone or mail to LegacyTexas Financial Group, Inc., 5851 Legacy Circle, Suite 1200, Plano, Texas 75024, (972) 578-5000.

Participants in the Solicitation

Prosperity, LegacyTexas and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of Prosperity and LegacyTexas in connection with the proposed transaction. Certain information regarding the interests of these participants and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the joint proxy statement/prospectus regarding the proposed transaction when it becomes available. Additional information about Prosperity and its directors and executive officers may be found in the definitive proxy statement of Prosperity relating to its 2019 Annual Meeting of Shareholders filed with the SEC on March 14, 2019, and other documents filed by Prosperity with the SEC. Additional information about LegacyTexas with the SEC. These documents can be obtained free of charge from the sources described and the sources described and the sources described and the SEC.

No Offer or Solicitation

This communication is for informational purposes only and is not intended to and does not constitute an offer to subscribe for, buy or sell, or the solicitation of an offer to subscribe for, buy or sell, or an invitation to subscribe for, buy or sell any securities or a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in which such offer, invitation, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

2019 Second Quarter Highlights

- Net income of \$82.258 million and earnings per share (diluted) of \$1.18 for three months ended June 30, 2019
- Assets of \$22.375 billion, loans of \$10.587 billion, and deposits of \$16.888 billion at June 30, 2019
- Common equity tier 1 ratio was 16.59% and leverage ratio was 10.67% at June 30, 2019
- Sound asset quality with recoveries exceeding charge offs for the second quarter 2019
- Nonperforming assets to average earning assets remain low at 0.21% or \$41.558 million for the second quarter 2019
- Efficiency ratio of 43.74% for the second quarter 2019
- Declared cash dividend of \$0.41 for the third quarter 2019
- Announced the signing of a definitive merger agreement with LegacyTexas Financial Group, Inc. headquartered in Plano, Texas

Strong Presence in Texas and Oklahoma

- A Texas-based financial holding company with \$22.375 billion in total assets
- Ranked #3 in deposit market share in Texas ⁽¹⁾
- Texas and Oklahoma continue to benefit from strong economies, and are home to 54 Fortune 500 headquartered companies
- Shareholder driven with 4.9% fully diluted insider ownership⁽²⁾
- Successful integration of 42 acquisitions (whole bank, branch and failed bank transactions)

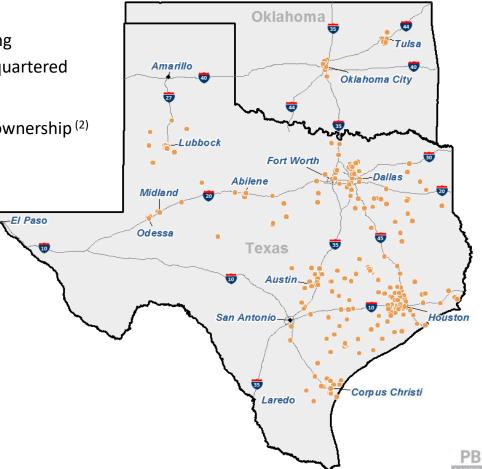


- 16 in Bryan/College Station Area
- 29 in Central Texas Area
- 33 in Dallas/Fort Worth Area
- 22 in East Texas Area
- 65 in Houston Area
- 30 in South Texas Area
- 34 in West Texas Area
- 6 in Central Oklahoma Area
- 8 in Tulsa Area

Source: SNL Financial

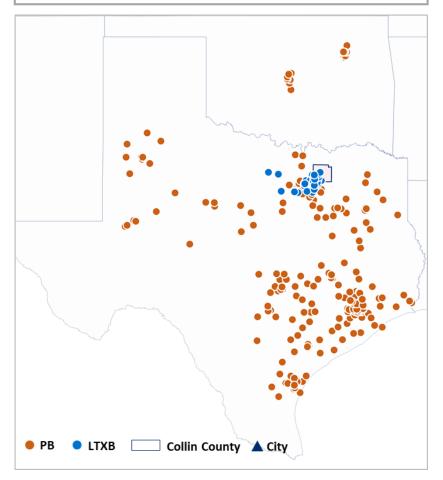


(2) Per proxy statement (Form DEF 14A) filed on 3/14/2019



Recently Announced Merger with LegacyTexas *Partnering to Create a Premier Franchise*

Pro Forma Branch Footprint with LegacyTexas



Pro Forma Deposit Market Share - Texas

Rank	Institution (State)	No. of Branches	Deposits (\$ millions)	Market Share (%)
1	JPMorgan Chase & Co. (NY)	559	\$ 180,253	23.8%
2	Bank of America Corporation (NC)	364	121,074	16.0
3	Wells Fargo & Co. (CA)	628	72,633	9.6
4	BBVA	330	38,707	5.1
5	Cullen/Frost Bankers Inc. (TX)	146	26,091	3.4
	Pro Forma	288	22,389	3.0
6	Texas Capital Bancshares Inc. (TX)	12	20,432	2.7
7	Prosperity Bancshares Inc. (TX)	246	15,474	2.0
8	Zions Bancorp. NA (UT)	79	10,969	1.4
9	Comerica Inc. (TX)	122	9,149	1.2
10	Capital One Financial Corp. (VA)	80	9,130	1.2
14	LegacyTexas Financial Group Inc (TX)	42	6,915	0.9

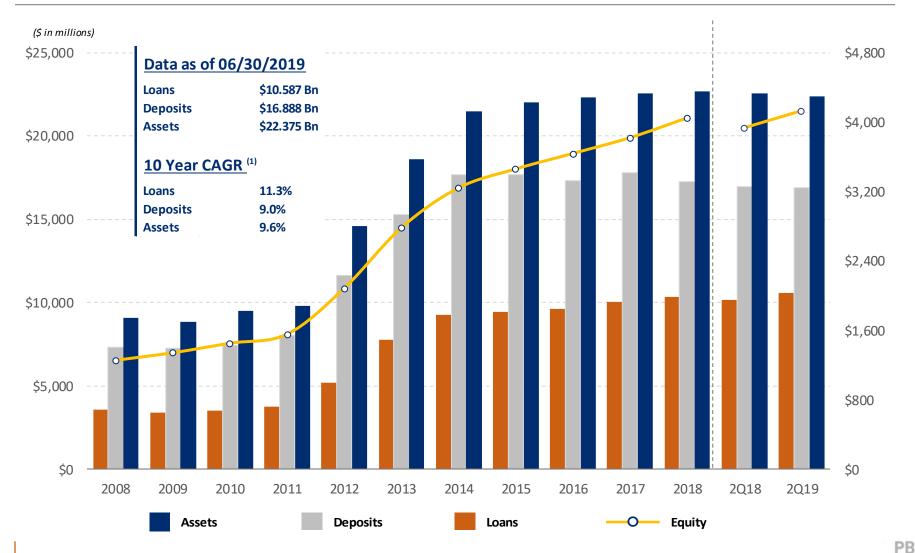
Pro Forma Deposit Market Share – Dallas / Ft. Worth Area

Rank	Institution (State)	No. of Branches	Deposits (\$ millions)	Market Share (%)
1	Bank of America Corporation (NC)	139	\$ 78,692	29.0%
2	JPMorgan Chase & Co. (NY)	216	59,976	22.1
3	Wells Fargo & Co. (CA)	178	19,688	7.3
4	Texas Capital Bancshares Inc. (TX)	7	16,056	5.9
5	BBVA	93	10,744	4.0
	Pro Forma	73	8,250	3.0
6	LegacyTexas Financial Group Inc (TX)	41	6,833	2.5
7	Cullen/Frost Bankers Inc. (TX)	38	6,817	2.5
8	NexBank Capital Inc. (TX)	3	5,164	1.9
9	Comerica Inc. (TX)	54	4,959	1.8
10	Independent Bk Group Inc. (TX)	33	4,540	1.7
20	Prosperity Bancshares Inc. (TX)	32	1,417	0.5

Source: S&P Global Market Intelligence

Note I: Institutions not headquartered in Texas are shown in grey Note II: FDIC deposit data as of June 30, 2018 and excludes non-retail as defined by S&P Global Market Intelligence. Pro forma for pending acquisitions excluding purchase accounting adjustments

Balance Sheet Summary

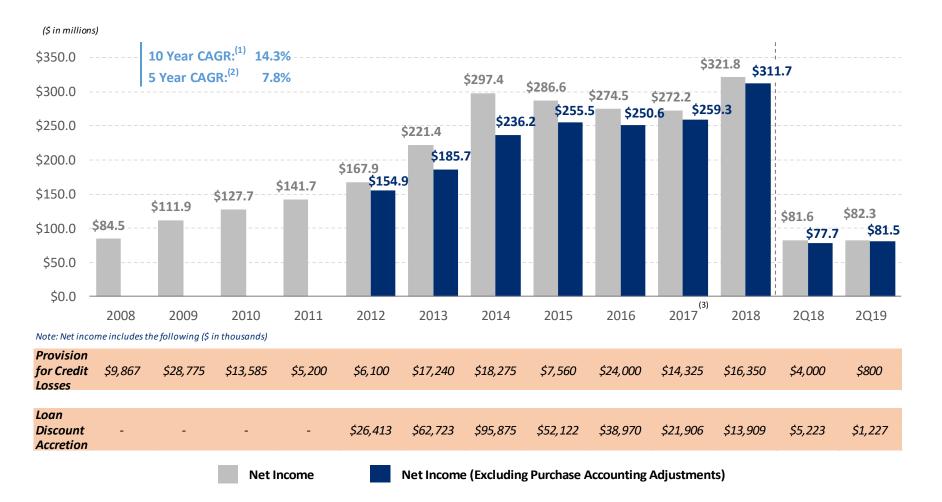


NYSE

Source: Company Documents

(1) Represents the Compound Annual Growth Rate from 12/31/2008 - 12/31/2018

Net Income



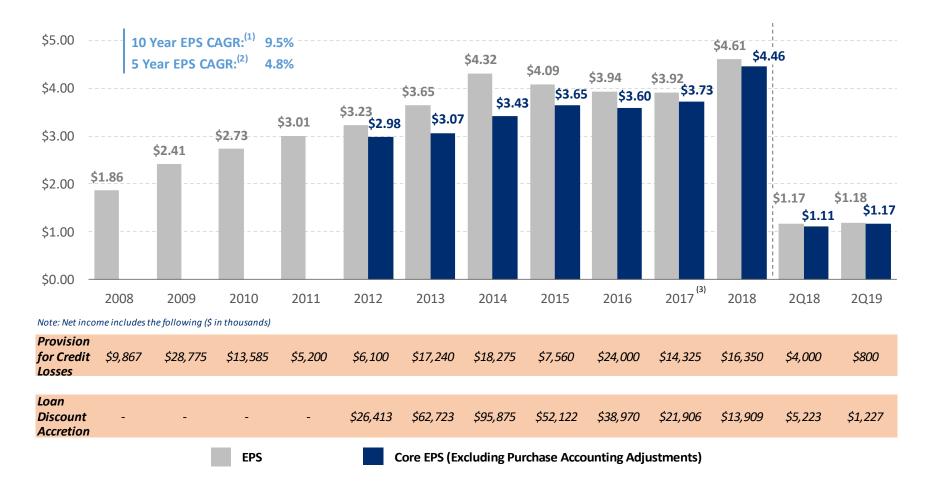
Source: Company Documents

(1) Represents the Compound Annual Growth Rate of net income from 12/31/2008 - 12/31/2018

(2) Represents the Compound Annual Growth Rate of net income from 12/31/2013 - 12/31/2018

(3) Net income includes a one-time non-cash charge of \$1.431 million related to the "Tax Cuts and Jobs Act" enacted on December 22, 2017

Earnings Per Share



PB

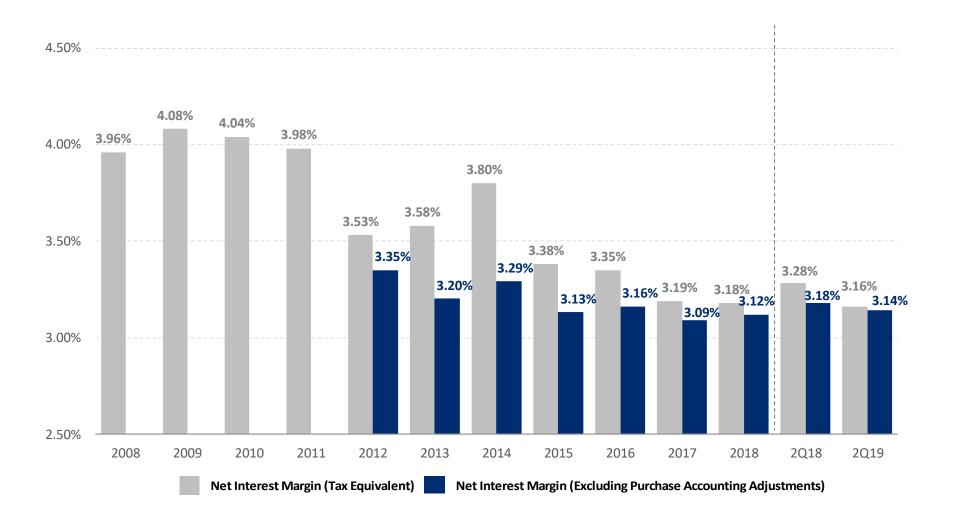
Source: Company Documents

(1) Represents the Compound Annual Growth Rate for EPS from 12/31/2008 – 12/31/2018

(2) Represents the Compound Annual Growth Rate for EPS from 12/31/2013 – 12/31/2018

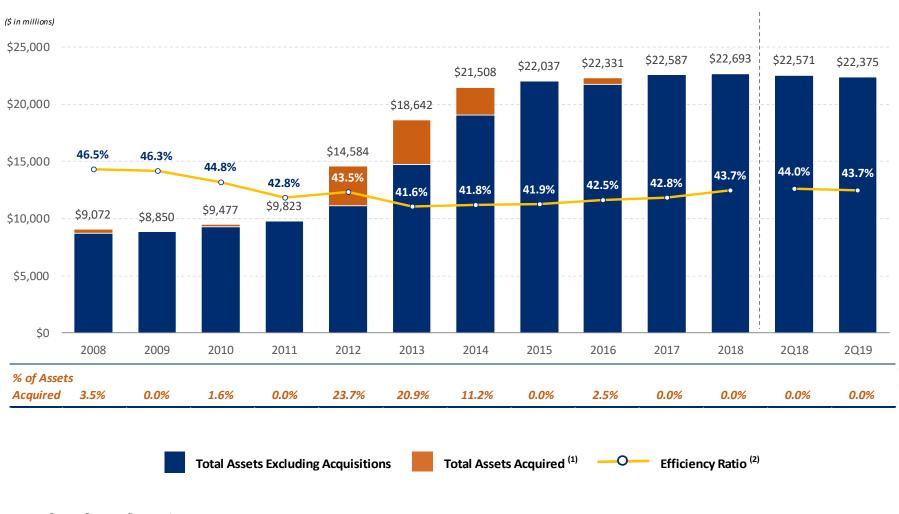
(3) Net income includes a one-time non-cash charge of \$0.02 per diluted share related to the "Tax Cuts and Jobs Act" enacted on December 22, 2017

Net Interest Margin





Efficiency Ratio



Source: Company Documents

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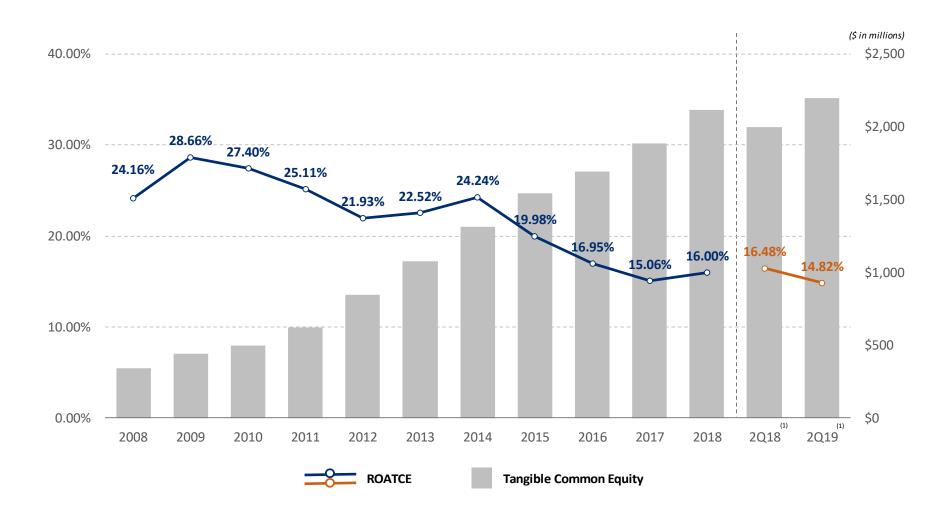
(1) Representative of target assets at closing

(2) Calculated by dividing total noninterest expense, excluding credit loss provisions, by net interest income plus noninterest income, excluding net gains and losses on the sale of assets and securities. Additionally, taxes are not part of this calculation.

PB

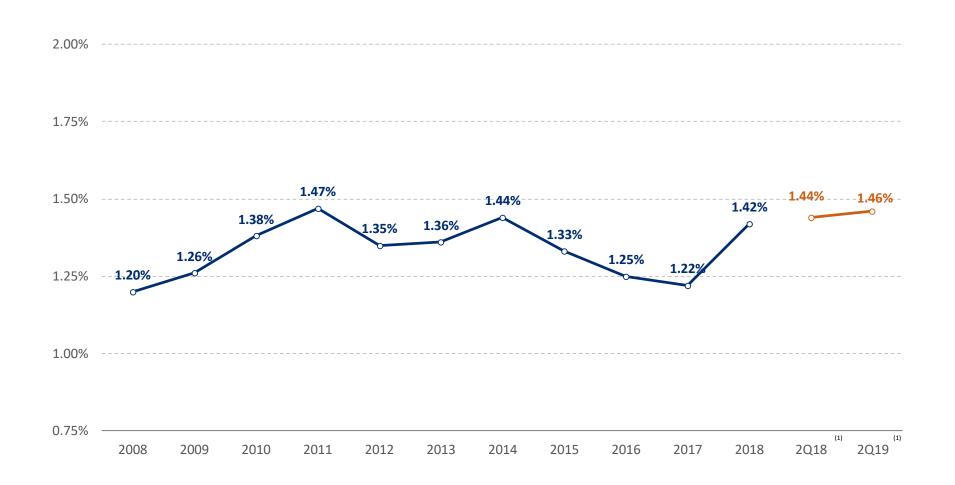
NYSE

Return on Average Tangible Common Equity



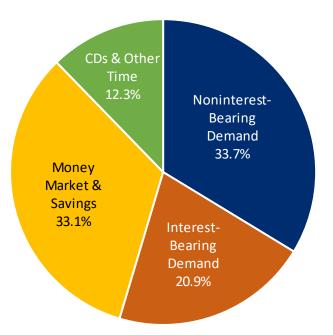


Return on Average Assets



Deposit Composition

As of June 30, 2019 (\$ in millions)



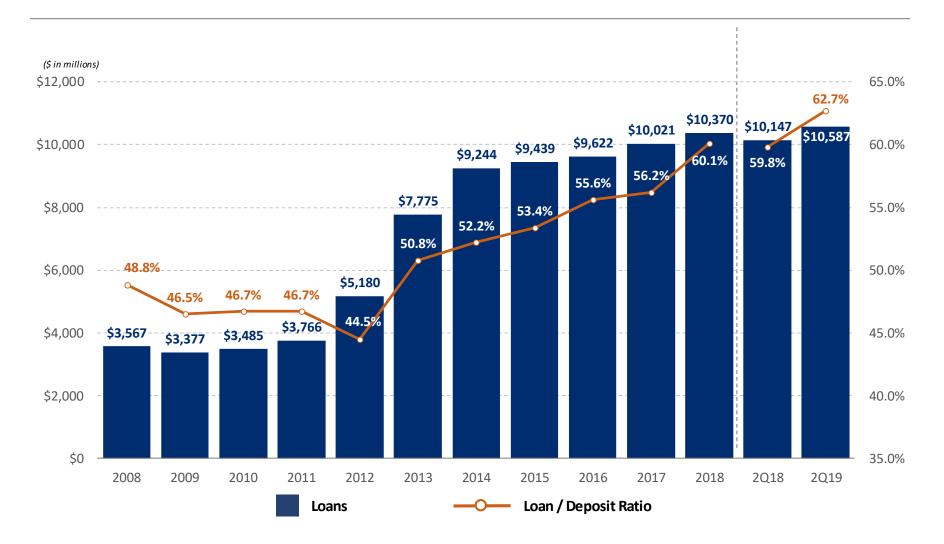
	\$mm	Cost (%) ⁽¹⁾
Noninterest-Bearing Demand	\$5,691	0.00%
Interest-Bearing Demand	\$3,531	0.63%
Money Market & Savings	\$5,596	0.90%
CDs & Other Time	\$2,069	1.57%

Total Deposits: \$16.9Bn

Total Cost of Deposits: 0.62%⁽¹⁾ Cost of Deposits, Net of NIBD: 0.93%⁽¹⁾



Loan Growth

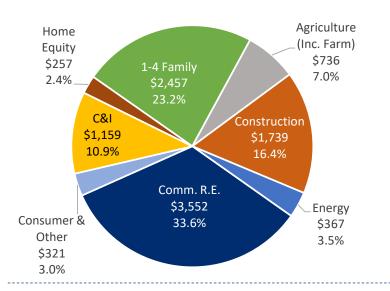




Loan Portfolio Overview

As of June 30, 2019 (\$ in millions)

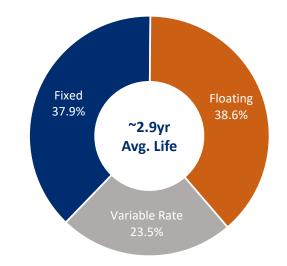
Loan Portfolio by Category & Geography



Loans By Area	Amount ⁽²⁾	<u>% of Total</u>
Bryan / College Station	\$634	6.0%
Central Oklahoma	\$564	5.4%
Central Texas	\$1,478	14.0%
Dallas / Ft. Worth	\$1,298	12.3%
East Texas	\$454	4.3%
Houston	\$3,246	30.9%
South Texas	\$1,329	12.6%
Tulsa Oklahoma	\$606	5.8%
West Texas	\$915	8.7%

Source: Company Documents Data for the three months ended June 30, 2019 Excludes \$63 million in loans assigned to the Corporate Group Core yield excludes purchase accounting adjustments

Loans by Rate Structure



Total Loans: \$10.6Bn

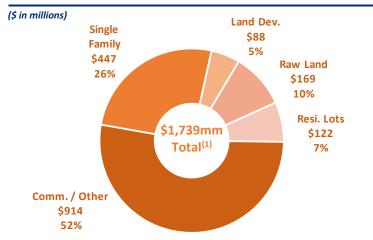
Yield on Loans: 5.09%⁽¹⁾ Core Yield on Loans: 5.04%⁽¹⁾⁽³⁾



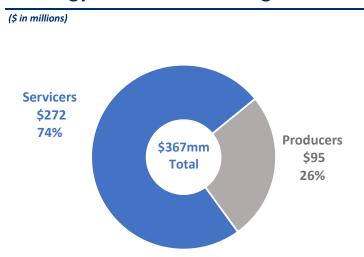
Loan Portfolio Segment Detail



Construction Detail

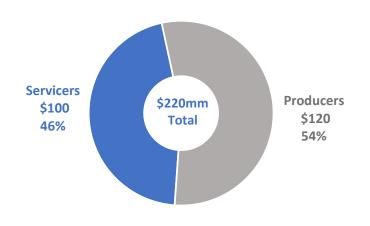


Energy Detail - Outstanding Balance



Energy Detail - Unfunded Commitments

(\$ in millions)



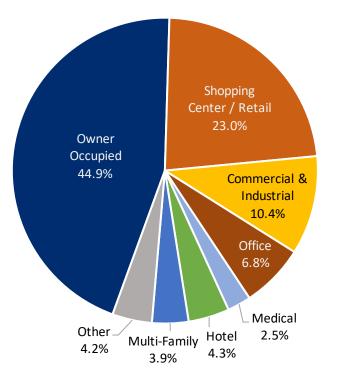
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NYSE

Source: Company Documents (1) Total includes a net unaccreted discount of (\$0.815) million, not shown in graph

Houston MSA CRE Portfolio

As of June 30, 2019 (\$ in millions)

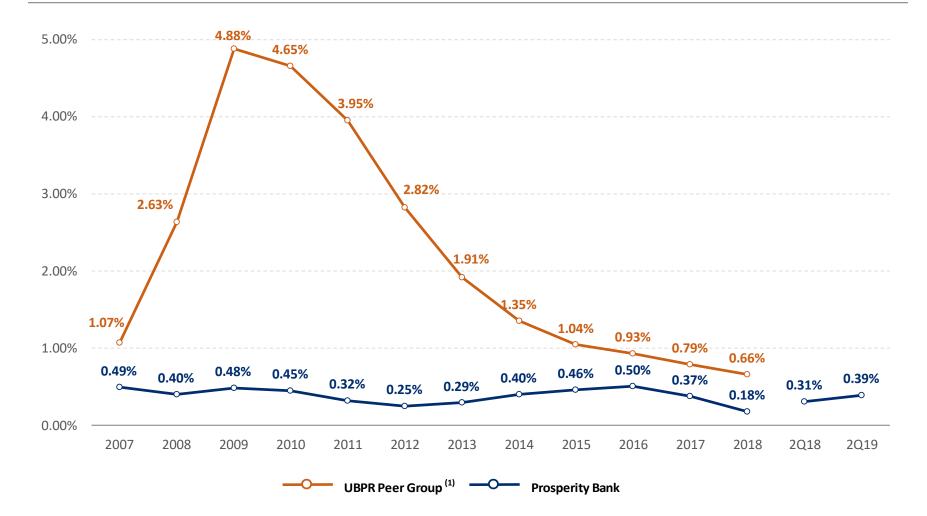


Owner Occupied	\$540
Shopping Center / Retail	\$277
Commercial & Industrial	\$126
Office	\$81
Medical	\$30
Hotel	\$52
Multi-Family	\$46
Other	\$50

Total Houston MSA CRE: \$1.2Bn



Asset Quality NPAs / Loans + OREO

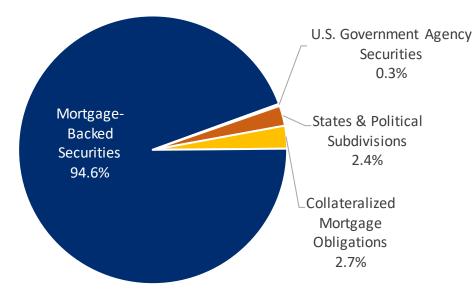


Source: Company Documents & Uniform Bank Performance Report Note: NPAs include loans past due 90 days and still accruing (1) UBPR = Uniform Bank Performance Report; Peer Group 11 (231 banks) – insured commercial banks having assets greater than \$3 billion



Securities Portfolio Detail

As of June 30, 2019 (\$ in millions)



Mortgage-Backed Securities	\$8,467
Collateralized Mortgage Obligations	\$246
States & Political Subdivisions	\$216
U.S. Government Agency Securities	\$23

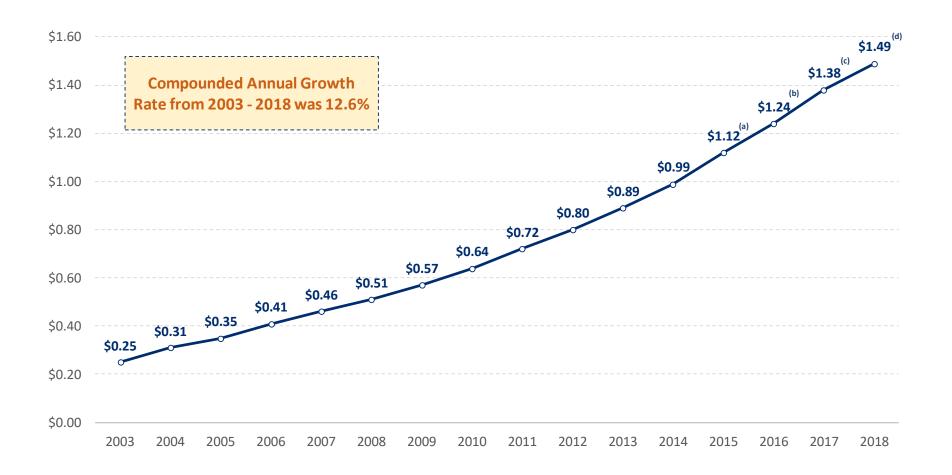
Total Securities: \$9.0Bn

Yield on Securities: 2.36%⁽¹⁾ Duration: ~3.3 Yrs.⁽²⁾ Avg. Yearly Cash Flow: ~\$1.9Bn

96.6% Held to Maturity 3.4% Available for Sale



Dividend History



2015 dividend consists of \$0.2725 per share declared in 1Q 2015, 2Q 2015, 3Q 2015 and \$0.30 per share declared in 4Q 2015

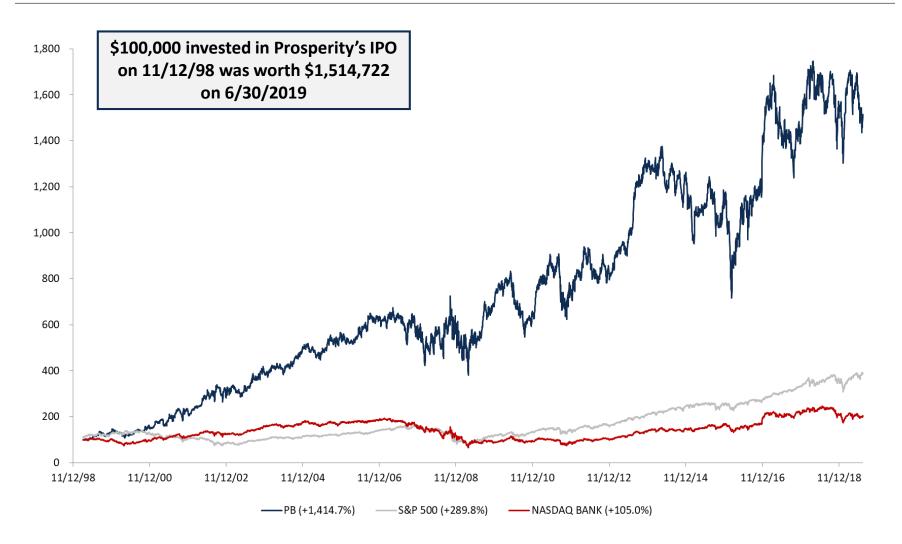
2016 dividend consists of \$0.30 per share declared in 10 2016, 20 2016, 30 2016 and \$0.34 per share declared in 40 2016 2017 dividend consists of \$0.34 per share declared in 10 2017, 20 2017, 30 2017 and \$0.36 per share declared in 40 2017

20

2018 dividend consists of \$0.36 per share declared in 1Q 2018, 2Q 2018, 3Q 2018 and \$0.41 per share declared in 4Q 2018

Total Return Performance

IPO (November 12, 1998) to June 30, 2019



Presence in Fast-Growing Markets

Positioned in Strong Markets



Oklahoma City

Tulsa

- Today, Texas is the 2nd largest state in the U.S., and largest in the 48 contiguous U.S. with over 29 million residents
- Ranked #3 on the Fortune 500 list with 49 headquartered companies in 2018
- Ranked 1st by Forbes for current economic growth prospects, 3rd in business costs, and 3rd in economic climate

- Oklahoma City and Tulsa comprise nearly 50% of the state's population
- Oklahoma is home to five Fortune 500 Companies
- Business tax climate is one of the best in the
- Oklahoma is one of the top five producers of wheat and Natural gas in the United States

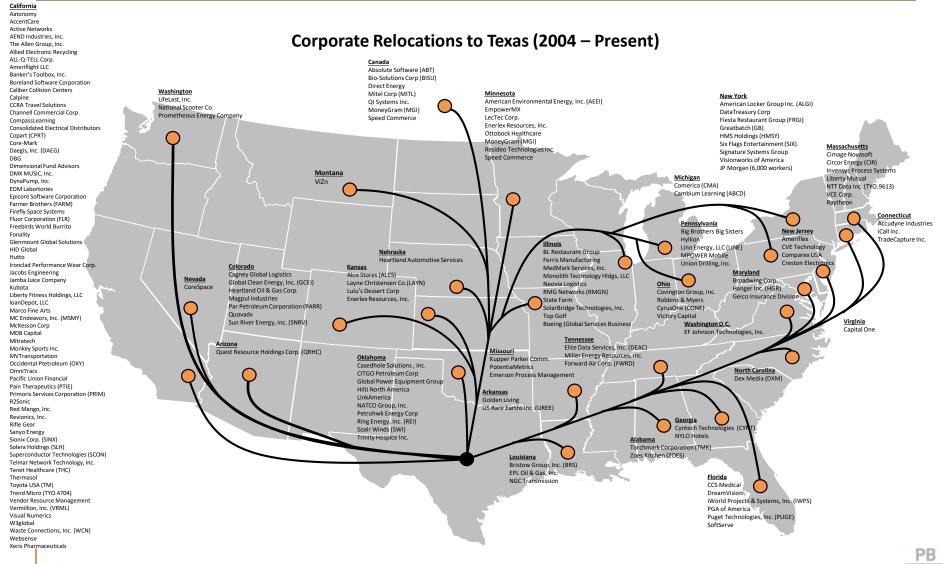
Top 10 Fastest Growing MSAs in the U.S. ⁽¹⁾

	Metropolitan Statistical Area	Prosperity Presence	Prosperity Deposits (\$mm)	2019 - 2024 Population Growth
1	Austin-Round Rock, TX	\checkmark	\$840	9.1%
2	Orlando-Kissimmee-Sanford, FL		-	8.1%
3	Houston-The Woodlands-Sugar Land, TX	\checkmark	\$4,976	8.0%
4	San Antonio-New Braunfels, TX	\checkmark	\$356	7.9%
5	Dallas-Fort Worth-Arlington, TX	\checkmark	\$1,429	7.7%
6	North Port-Sarasota-Bradenton, FL		-	7.5%
7	Las Vegas-Henderson-Paradise, NV		-	7.5%
8	Denver-Aurora-Lakewood, CO		-	7.2%
9	Phoenix-Mesa-Scottsdale, AZ		-	7.0%
10	Colorado Springs, Co		-	6.9%
•	 Presence in four of the top five fastest growing MSAs in the United States 			
•	• The South is home of ten of the 15 fastest growing cities with			

 The South is home of ten of the 15 fastest growing cities with populations greater than 50,000 in the United States



Corporate Relocations to Texas



Houston Market Highlights

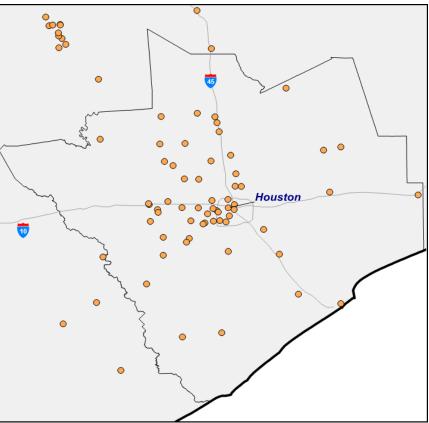
Market Highlights

- Houston MSA is the 5th largest in the United States by population with 7.0 million people
- Headquarters to 20 Fortune 500 companies in 2019
- For the twelve months ended April 2019, Houston added 86,100 jobs, representing a growth rate of 2.8%
- Home of the Texas Medical Center the world's largest medical complex, and NASA's Johnson Space Center where the Mission Control Center is located
- The Port of Houston is 1st in the U.S. in international waterborne tonnage handled and 2nd in total cargo tonnage handled
- Houston's population is expected to grow 8.0% from 2019 to 2024
- Economic success is projected to continue, with employment growth of 1.7% annually through the year 2040

Fortune 500 Companies



Houston Franchise



Sources: S&P Global, Worldpopulationreview.com, Houston.org, Forbes.com, Houston.org, Greater Houston Partnership, the Perryman Group. References to Houston refer to the Houston – The Woodlands – Sugar Land metropolitan statistical area.

Dallas / Ft. Worth Market Highlights

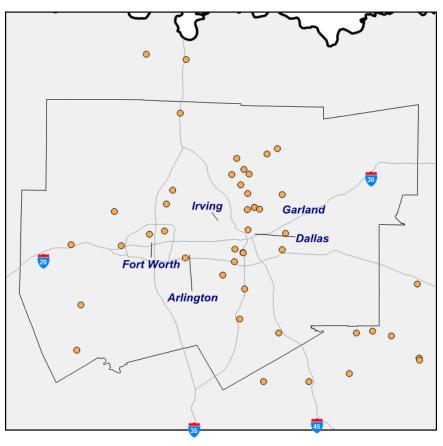
Market Highlights

- Dallas / Ft. Worth MSA is the 4th largest in the United States by population with 7.6 million residents
- Headquarters to 24 Fortune 500 companies in 2019, up from 22 in 2018, with five in the top 100
- Dallas has the largest workforce of any MSA in Texas
- For the twelve months ended May 2019, Dallas added 107,000 jobs, representing a year over year growth rate of 2.9%
- Among the 12 largest metropolitan areas in the country, Dallas ranked 2nd in both the number of jobs added over the year and the annual rate of job growth
- Dallas / Ft. Worth population is expected to grow 7.7% from 2019 to 2024

Fortune 500 Companies



Dallas / Ft. Worth Franchise





Austin Market Highlights

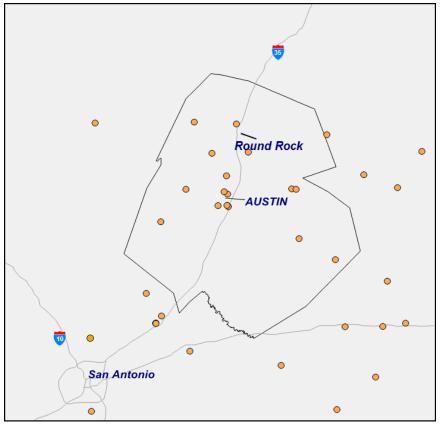
Market Highlights

- Ranked #1 place to live in the U.S. in 2019 by U.S. News and World Report for the third year in a row
- For the twelve months ended May 2019, Austin added 25,400 jobs, representing a growth rate of 2.4%
- Wholesale trade was Austin's fastest growing industry (6.9%) while professional and business services added the most jobs (8,500) over the last 12 months
- Austin's seasonally adjusted unemployment rate is 2.5%, down from 2.6% in April
- Austin's population is expected to grow 9.1% from 2019 to 2024

Fortune 500 Companies







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