



Nasdaq: STXB

### Significantly enhancing our position and scale in the Lone Star State

Acquisition of Spirit of Texas Bancshares, Inc. November 19, 2021













### **Forward-Looking Statements**

Certain statements contained in this presentation may not be based on historical facts and should be considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be identified by reference to a future period(s) or by the use of forward-looking terminology, such as "anticipate," "believe," "budget," "contemplate," "continue," "estimate," "expect," "foresee," "intend," "indicate," "target," "plan," positions," "prospects," "project," "predict," or "potential," by future conditional verbs such as "could," "may," "might," "should," "will," or "would," or by variations of such words or by similar expressions. These forward-looking statements include, without limitation, statements relating to the impact Simmons First National Corporation (the "Company") expects the proposed transaction ("Proposed Transaction") between the Company and Spirit of Texas Bancshares, Inc. ("Spirit") to have on the combined entities' operations, financial condition and financial results, and the Company's expectations about its ability to obtain regulatory approvals and Spirit's shareholder approval, its ability to successfully integrate the combined businesses and the amount of cost savings and other benefits the Company expects to realize as a result of the Proposed Transaction. The forward-looking statements may also include, without limitation, those relating to the Company's predictions or expectations of future business or financial performance as well as goals and objectives for future operations, financial and business trends, business prospects, and management's outlook or expectations for future growth, revenue, expenses, assets, capital levels, liquidity levels, asset quality, profitability, earnings, accretion, customer service, investment in digital channels, or other future financial or business performance, strategies or expectations, the impacts of the COVID-19 pandemic and the ability of the Company and Spirit to manage the impacts

These forward-looking statements involve risks and uncertainties, and may not be realized due to a variety of factors, including, without limitation: changes in the Company's and Spirit's operating, acquisition, or expansion strategy; the effects of future economic conditions (including unemployment levels and slowdowns in economic growth), governmental monetary and fiscal policies, as well as legislative and regulatory changes, including in response to the COVID-19 pandemic; changes in interest rates; possible adverse rulings, judgements, settlements, and other outcomes of pending or future litigation; the ability to obtain regulatory approvals and meet other closing conditions to the Proposed Transaction; delay in closing the Proposed Transaction; difficulties and delays in integrating the Spirit business or fully realizing cost savings and other benefits of the Proposed Transaction; changes in the Company's share price before closing; the outcome of any legal proceedings that may be instituted against the Company or Spirit as a result of the Proposed Transaction or otherwise; the occurrence of any event, change or other circumstance that could give rise to the right of one or both parties to terminate the Agreement; business disruption following the Proposed Transaction; the reaction to the Proposed Transaction of the companies' customers, employees and counterparties; uncertainty as to the extent of the duration, scope, and impacts of the COVID-19 pandemic on the Company, Spirit and the Proposed Transaction; and other relevant risk factors, which may be detailed from time to time in the Company's and Spirit's press releases and filings with the U.S. Securities and Exchange Commission (the "SEC"). Many of these factors are beyond the Company's and Spirit's past financial performance should not be relied upon as an indication of future performance.

The Company believes the assumptions and expectations that underlie or are reflected in any forward-looking statements, expressed or implied, in this presentation are reasonable, based on information available to the Company on the date of this presentation. However, given the described uncertainties and risks, the Company cannot guarantee its future performance or results of operations or whether the Company's future performance will differ materially from the performance reflected in or implied by its forward-looking statements, and you should not place undue reliance on these forward-looking statements. All forward-looking statements, expressed or implied, included in this presentation are expressly qualified in their entirety by the cautionary statements contained or referred to herein. Any forward-looking statement speaks only as of the date of this presentation, and the Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.



#### Disclaimer

#### **Important Additional Information and Where to Find It**

This presentation 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 with respect to the Proposed Transaction. No offer of securities shall be made except by means of a prospectus meeting the requirements of the Securities Act of 1933, and no offer to sell or solicitation of an offer to buy shall be made in any jurisdiction in which such offer, solicitation or sale would be unlawful.

In connection with the Proposed Transaction, the Company will file with the SEC a Registration Statement on Form S-4 (the "Registration Statement") to register the shares of Company common stock that will be issued to Spirit shareholders in the Proposed Transaction. The Registration Statement will include a proxy statement of Spirit and a prospectus of the Company (the "Proxy Statement/Prospectus"), and the Company and/or Spirit may file with the SEC other relevant documents concerning the Proposed Transaction. The definitive Proxy Statement/Prospectus will be mailed to shareholders of Spirit. SHAREHOLDERS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED TRANSACTION CAREFULLY AND IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BY THE COMPANY AND/OR SPIRIT, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.

Free copies of the Proxy Statement/Prospectus, as well as other filings containing information about the Company and Spirit, may be obtained at the SEC's Internet site (http://www.sec.gov), when they are filed by the Company or Spirit. You will also be able to obtain these documents, when they are filed, free of charge, from the Company at www.simmonsbank.com under the heading "Investor Relations" or from Spirit at www.sotb.com under the "Investor Relations" link. Copies of the Proxy Statement/Prospectus can also be obtained, when it becomes available, free of charge, by directing a request to the Company at Simmons First National Corporation, 501 Main Street, Pine Bluff, Arkansas 71601, Attention: Ed Bilek, Director of Investor Relations, Email: ed.bilek@simmonsbank.com or ir@simmonsbank.com, Telephone: (870) 541-1000; or by directing a request to Spirit at Spirit of Texas Bancshares, Inc., 1836 Spirit of Texas Way, Conroe, Texas 77301, Attn: Corporate Secretary, Email: jgolemon@sotb.com, Telephone: (936) 521-1836.

#### Participants in the Solicitation

The Company, Spirit, and certain of their respective directors, executive officers and employees may be deemed to be participants in the solicitation of proxies from the shareholders of Spirit in connection with the Proposed Transaction. Information about the Company's directors and executive officers is available in its proxy statement for its 2021 annual meeting of shareholders, which was filed with the SEC on April 15, 2021. Information about Spirit's directors and executive officers is available in its proxy statement for its 2021 annual meeting of shareholders, which was filed with the SEC on April 9, 2021. Information regarding all of the persons who may, under the rules of the SEC, be deemed 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 regarding the Proposed Transaction and other relevant materials to be filed with the SEC when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

#### **Non-GAAP Financial Metrics**

This presentation contains financial measures determined by methods other than in accordance with accounting principles generally accepted in the United States ("GAAP"). This non-GAAP data should be considered in addition to results prepared in accordance with GAAP, and is not a substitute for, or superior to, GAAP results.



### Strategic rationale for transaction

#### Will Significantly Enhance Scale in Texas

#### Complements existing franchise while expanding footprint in high-growth MSAs

- Enhances scale of our Texas franchise while providing entry point into attractive new markets
- Well-positioned presence in the Top 4 largest markets in Texas
- Establishes Texas as our largest market in terms of loans, 2<sup>nd</sup> largest market in deposits
- Significantly improves our growth profile

#### **Strategic Value**

#### High performing bank and leadership team with a penchant for organic growth

- 5-year CAGR of 20%+ in assets, loans and deposits driven by organic growth
- Similar loan portfolio characteristics and attention to maintaining strong credit quality metrics
- Strong funding base from core deposits; demand deposits represent 50% of total deposits
- Veteran executive leadership team that has recruited seasoned local bankers; "Texans Helping Texans"

### **Financially Attractive**

#### Transaction is consistent with stated M&A financial hurdles

- Anticipate high single digit EPS accretion in first full year of operation
- Expect minimal TBV dilution with an estimated earnback of ~2.8 years
- Estimated internal rate of return greater than 20%
- Excess capital generation and strong pro forma capital position

#### **Low Risk**

#### Low risk, in-market transaction; proven integration experience

- Extensive due diligence process led by experienced team
- Same IT vendor utilized for core operating systems (Jack Henry)
- No significant loan concentrations; minimal exposure to energy lending
- Strong mutual relationship between management teams since 2013



### **Transaction Summary**

Merger Structure	<ul> <li>Spirit of Texas Bancshares, Inc. (STXB) to merge with and into Simmons First National Corporation (SFNC), with Simmons First National Corporation as the surviving entity</li> <li>Immediately thereafter, Spirit of Texas Bank SSB is expected to be merged with and into Simmons Bank, with Simmons Bank as the surviving entity</li> </ul>								
Consideration	<ul> <li>STXB shareholders and holders of restricted stock units to receive stock; STXB options and warrants to be cashed out</li> <li>Simmons will issue approximately 18,325,000 shares of its common stock, subject to certain conditions and potential adjustments, including substituting cash for Simmons' common stock to the extent necessary to cash out Spirit's stock options and warrants</li> <li>Total transaction value of approximately \$581 million (1)</li> </ul>								
Transaction Multiples	<ul> <li>• 185% of tangible book value <sup>(2)</sup></li> <li>• 15.1x full-year 2022 estimated earnings before expected cost savings <sup>(3)</sup></li> <li>• 9.6x full-year 2022 estimated earnings, with expected cost savings <sup>(3)</sup></li> <li>• 11.3% core deposit premium <sup>(4)</sup></li> </ul>								
Leadership	<ul> <li>Dean Bass, STXB Chairman &amp; CEO, will retire at closing to join SFNC and Simmons Bank boards as an independent director shortly thereafter</li> <li>David McGuire, STXB President and Chief Lending Officer, to join Simmons Bank as key Texas executive</li> </ul>								
Timing & Approvals	<ul> <li>Customary regulatory approval</li> <li>STXB shareholder approval</li> <li>Satisfaction of other customary closing conditions</li> <li>Expected closing, conversion and integration in the second quarter of 2022</li> </ul>								

<sup>(1)</sup> Calculated by multiplying 18,325,000 shares of SFNC's common stock by \$31.73, which was the closing sales price of SFNC's common stock on November 17, 2021.

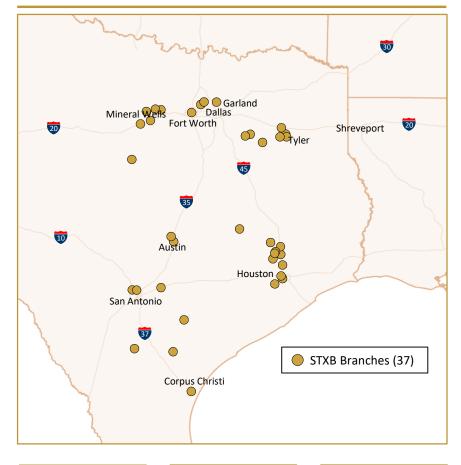
<sup>(2)</sup> Based on STXB's tangible book value per share of \$17.54 as of 9/30/21. Non-GAAP financial metric

<sup>(3)</sup> Based on STXB's 2022 estimated earnings per share of \$2.14 before expected cost savings and \$3.38 with expected cost savings

<sup>(</sup>a) based on 13 has 2022 estimated earnings per share or \$2.14 before expected cost savings and \$3.50 with expected cost savings and \$3.50 with expected cost savings (d) Equal to transaction value minus STMS's tanglishe equity as a percentage of core deposits; core deposits defined as total deposits less jumbo time deposits greater than \$250,000. Non-GAAP financial metric

### Spirit of Texas: High performing, attractive franchise across the desirable Texas Triangle...

#### **Branch Footprint**



6.5%

Projected

Population Growth
(2021-2026)

Source: S&P Global Market Intelligence

**6.2%**Projected HHI
Growth
(2021-2026)

\$66,890

Median HHI (projected 2026)

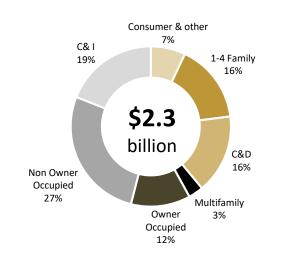
#### **Franchise Overview**

- Founded in 2008 (holding company) /1976 (bank)
- Headquartered in Conroe, TX (Houston MSA)
- Chairman & CEO, Dean O. Bass (2008 Present)
- President & CLO, David McGuire (2009 Present)
- Completed 5 acquisitions since 2012
- Limited oil and gas exposure; loan portfolio attributable to direct (2.2%) and indirect (1.1%) energy lending

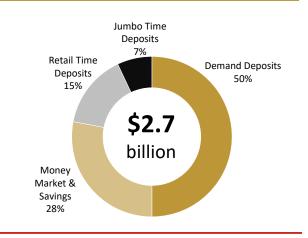
#### **Financial Highlights**

Total Assets (\$M)	\$3,154
Total Loans & Leases (Incl. HFS) (\$M)	2,259
Total Deposits (\$M)	2,671
Loans / Deposits	84.59%
ROAA	1.34%
ROATCE <sup>(1)</sup>	14.91%
Net Interest Margin (FTE)	4.03%
Efficiency Ratio <sup>(1)</sup>	53.88%
NPAs / Assets	0.20%
NCOs / Average Loans	0.10%
Reserves / Loans	0.72%

#### **Loan Portfolio**



#### **Deposit Portfolio**



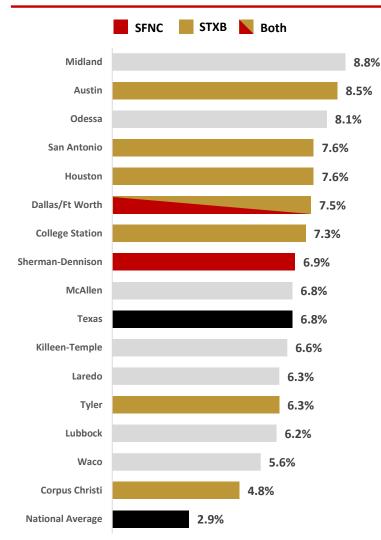


### ... in markets that are projected to continue growing well above the national average

#### **Texas Market Overview**

- 2<sup>nd</sup> largest state economy by GDP in the
   U.S. and 9<sup>th</sup> largest in the world
- Ranked 4<sup>th</sup> in America's top States for Business in 2021 according to CNBC
- Over 90 four-year colleges/universities;Ranked #1 workforce by CNBC
- 49 Fortune 500 companies are headquartered in Texas
- Home to 3 of the Top 10 tech hubs in the U.S. (#2 Dallas, #3 Houston, #10 Arlington)
- Leading destination for companies relocating (Tesla, Oracle, Hewlett Packard)
- \$56.9 billion in direct travel spending in 2020 acclaimed by Travel Texas

#### TX MSAs by '21 – '26 Projected Population Growth (%) (1)





Houston

- 5th largest MSA by population in the U.S.
- Nation's 7<sup>th</sup> largest metro economy
- Ranked 5<sup>th</sup> in the U.S. by job growth since 2010



Dallas/Ft Worth

- 4th largest MSA by population in the U.S.
- 2<sup>nd</sup> highest projected HHI growth among Texas MSAs (2021-2026)
- Home to 22 Fortune 500 companies



Austin

- 3<sup>rd</sup> highest projected population growth nationwide (2021-2026)
- Highest projected median HHI growth in Texas (2021-2026)
- Ranked 4<sup>th</sup> on top Cybercities ranking based on tech's share of the metro economy



San Antonio

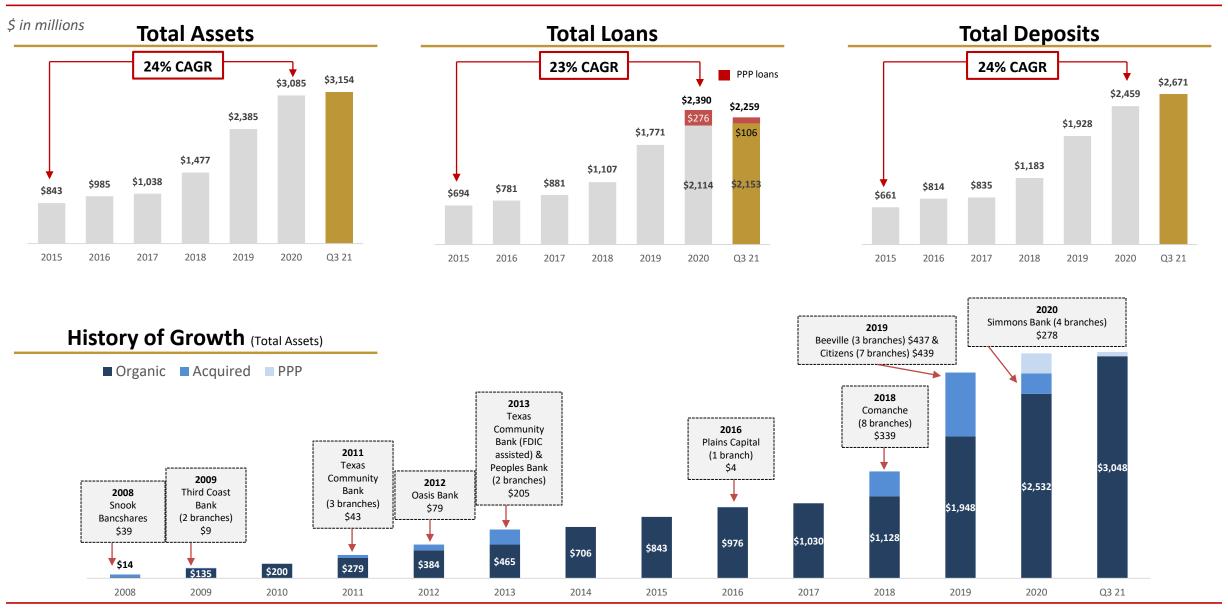
- Top 15 projected population growth nationwide (2021-2026)
- 3<sup>rd</sup> largest MSA in Texas by population
- Per capita income growth of over 25% over last 10 years



- 4<sup>th</sup> lowest unemployment rate among Texas MSAs
- Top 6 projected HHI growth among Texas MSAs (2021-2026)
- Home to the 2<sup>nd</sup> largest public university in the U.S.



### Spirit of Texas: A proven track record of generating strong growth

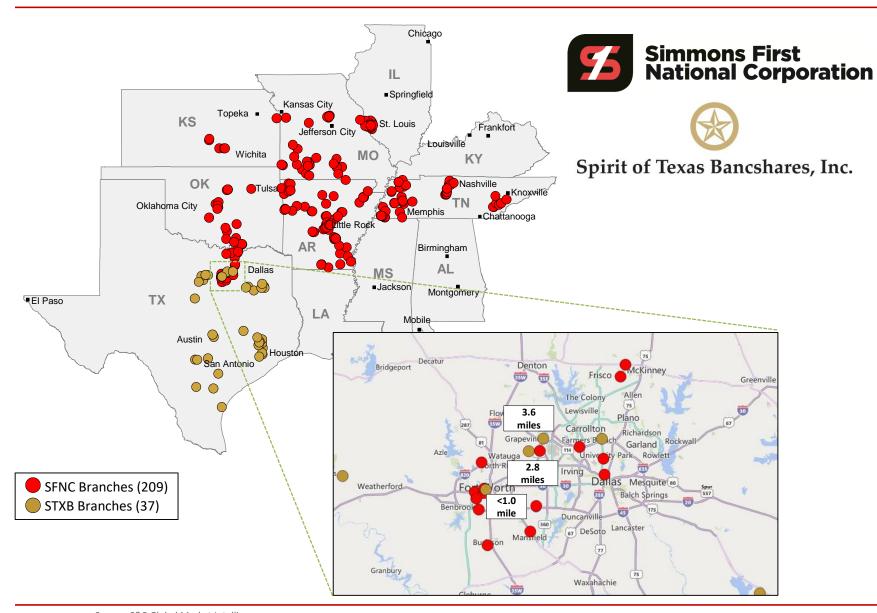




# Geographic Transformation



### **Pro Forma:** Franchise Highlights



Pro Forma Highlights			
\$28.2B  Total Assets	\$14.6B  Total Loans		
\$22.3B  Total Deposits	<b>\$4.1B</b> Market Cap		

States by Pro Forma Deposits				
	<u>State</u>	<u>Deposits</u>		
1.	Arkansas	\$6.8B		
2.	Texas	\$4.8B		
3.	Tennessee	\$4.3B		
4.	Missouri	\$4.1B		
<i>5</i> .	Oklahoma	\$2.3B		
<i>6.</i>	Kansas	\$0.3B		



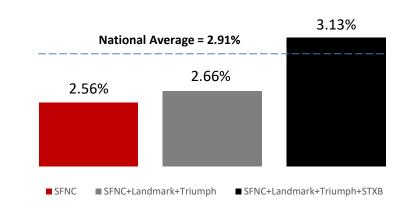
### 2021 M&A: A meaningful geographic transformation focused on building scale...

#### Presence in 10 of 12 Largest Texas and Mid South Markets (1)

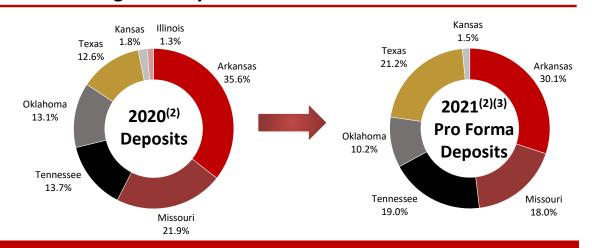
SFNC Pro Forma Presence	Rank	Metropolitan Statistical Area (MSA)	2021 Population (millions)	2021- 2026 Projected Population Growth (%)
<b>V</b>	1	Dallas-Fort Worth-Arlington	7.7	7.5
<b>v</b>	2	Houston-The Woodlands-Sugar Land	7.2	7.6
٧	3	St. Louis	2.8	0.3
V	4	San Antonio-New Braunfels	2.6	7.6
٧	5	Austin-Round Rock-Georgetown	2.3	8.5
٧	6	Kansas City	2.2	2.8
٧	7	Nashville-Davidson-Murfreesboro	2.0	5.9
٧	8	Oklahoma City	1.4	4.3
<b>V</b>	9	Memphis	1.3	1.9
	10	New Orleans	1.3	1.9
***************************************	11	Birmingham-Hoover	1.1	1.4
٧	12	Tulsa	1.0	2.9

Red check denotes SFNC Pro Forma presence in MSA

#### Projected Population Growth ('21 - '26)



#### Significantly Enhanced Growth Profile (2)



### ... in high-growth markets that will significantly enhance our growth profile

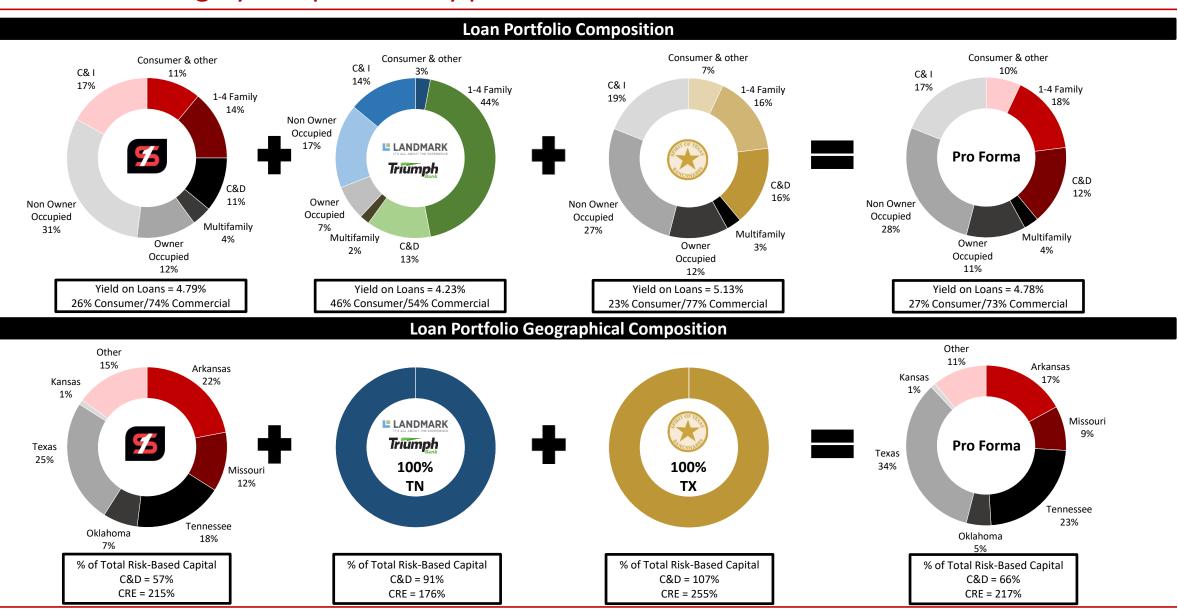


<sup>(1)</sup> Includes Alabama, Arkansas, Kansas, Louisiana, Mississippi, Missouri, Oklahoma, Tennessee and Texas

<sup>(2)</sup> Data at June 30, 2020 and 2021 based on FDIC Summary of Deposit data

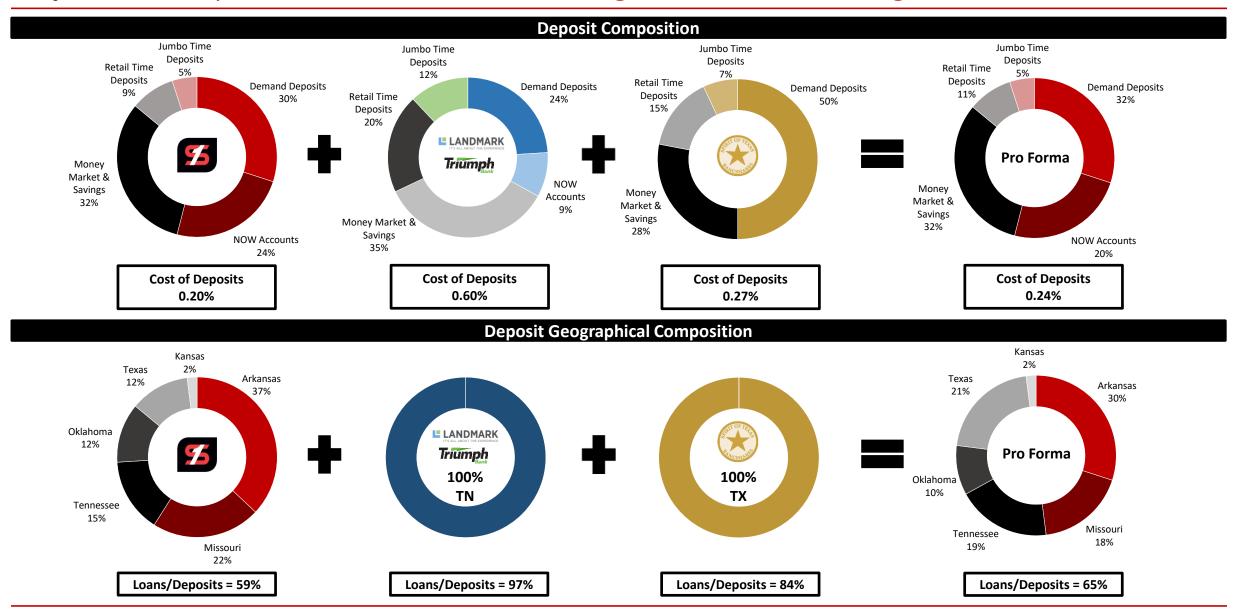
<sup>(3)</sup> Pro forma deposit data at June 30, 2021 includes Simmons Bank, Landmark Community Bank, Triumph Bank and Spirit of Texas Bank SSB

### Loan Portfolio: Highly complementary portfolios with similar business mix





### Deposits: Well-positioned to fund future loan growth and for a rising rate environment





# Transaction Assumptions and Financial Impact



# **SFNC** and **STXB**: Transaction assumptions<sup>(1)</sup>

Earnings	Consensus earnings estimates for both companies						
Cost Savings	• Expense synergies estimated at 35% of STXB's 2023E noninterest expense; 50% achieved in 2022 and 100% thereafter						
Revenue Enhancements	Revenue synergies identified but not included in projections						
Merger Related Expenses	Pre-tax one-time merger related costs of approximately \$33.3 million						
Loan Mark	<ul> <li>\$35.8 million loan credit mark; 1.59% of total loans</li> <li>Assumes CECL treatment by establishing new allowance equal to 1.0x non-PCD mark</li> <li>~36% of gross credit mark attributable to PCD loans</li> <li>~64% of gross credit mark attributable to non-PCD loans</li> <li>\$20.0 million loan rate write-up</li> </ul>						
Core Deposit Intangible	• 0.75%; 15-year straight-line amortization						
Other Considerations	<ul> <li>Assumes \$6.6 million write-up to STXB's subordinated debt</li> <li>Assumes establishment of \$3.4 million reserve for STXB's unfunded commitments</li> <li>Assumes reversal of STXB's projected remaining loan mark of \$1.2 million at closing</li> <li>Assumes \$1.0 million annual reduction to earnings due to Durbin Amendment</li> </ul>						



### Financial metrics within stated guidelines

### **Favorable pricing relative to recent Texas deals**

<b>Key Financial Metrics</b>	(Estimated) (2)
------------------------------	-----------------

High Single Digit

>20%

IR

'23 EPS Accretion

~2.8 yrs

**TBV Share Dilution** 

(3.0%)

TBV Earnback

#### **Projected Capital Positioning at Close**

8.3%

9.0%

TCE / TA (3)

Leverage Ratio

13.4%

16.6%

**CET1** Ratio

Total Risk Based Capital Ratio





Median Texas
Transactions (1)

Price / TBVPS (3)

185%

217%

Price / LTM Earnings

12.8x

19.4x

Core Deposit
Premium (3)

11.3%

15.5%

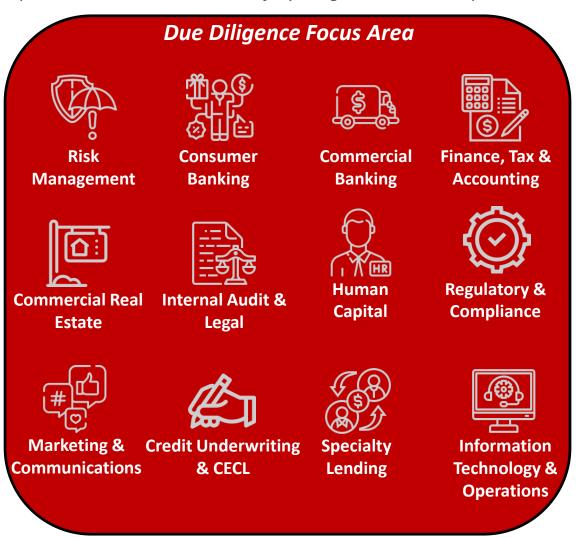
**<sup>5</sup>** 

<sup>(1)</sup> Includes bank transactions with Texas targets and publicly-available deal values between \$100 million and \$1.0 billion since 1/1/2017; Source: S&P Global Market Intelligence

<sup>(2)</sup> See Supplemental Information for additional information

### Extensive due diligence process and integration plan

Experienced team that has successfully integrated 13 bank acquisitions since 2013, including 2 simultaneous conversions in 2021





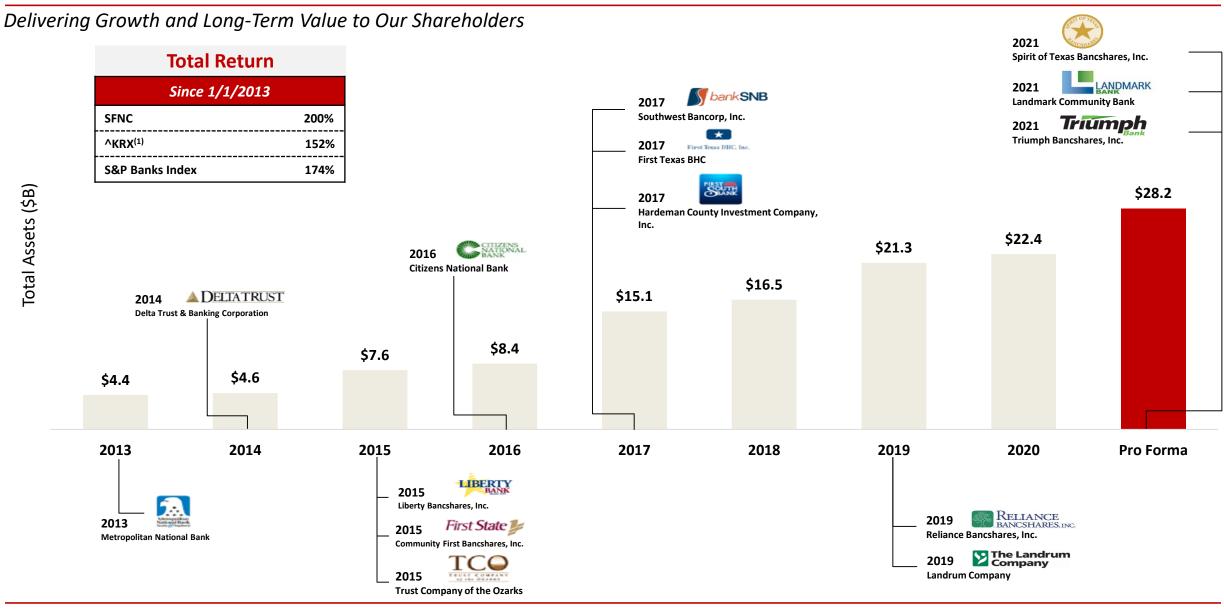
In-depth review of loan portfolio, loan files, underwriting practices, processes, risk rating, loan operations, etc... by seasoned loan review team

#### **LOAN REVIEW PARAMETERS**

Loan portfolio concentration	C&I, CRE, C&LD
% of loan portfolio reviewed <sup>(1)</sup>	~67%
Borrowers with aggregate debt	\$2 million or more
Special mention or below	\$100,000 or more
Nonaccrual loans	\$75,000 or more
Unfunded commitments	\$750,000 or more



### **SFNC:** A disciplined acquiror with proven integration experience





### Key Takeaways: A financially compelling transaction that checks all the boxes...

# **Metrics** In market transaction Enhances scale and profile Financially compelling 3 year or less earnback Low risk transaction Creates long-term value

Pro forma assets of \$28.2 billion; Will create Top 50 largest bank in the country

High performing, established Texas platform

In-line with market expansion strategy

**Complementary footprint with excellent growth dynamics** 

Financially attractive to combined shareholder base

Well-positioned for future M&A, organic growth and capital deployment

#### ... and is consistent with our stated M&A strategy







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### Significantly enhancing our position and scale in the Lone Star State

Acquisition of Spirit of Texas Bancshares, Inc. November 19, 2021













# Supplemental information



### Pro Forma Earnings Per Share Reconciliation

Pro Forma Earnings per Share Reconciliation			
(All data in millions, except per share data)		2023E	
SFNC 2023 Consensus Net Income:	\$	249	
STXB 2023 Consensus Net Income:	\$	42	
After-Tax Merger Adjustments:			
Fully Phased Cost Savings (1)	\$	23	
After-Tax Merger Adjustments		4	
Pro Forma 2023 Net Income	\$	318	
Pro Forma Weighted Average Shares Outstanding		129.2	
SFNC Standalone 2023 Consensus EPS	\$	2.24	
SFNC 2023 Pro Forma EPS	\$	2.46	
\$ EPS Accretion to SFNC	\$	0.22	
% EPS Accretion to SFNC		9.8%	
Internal Rate of Return (2)			



### Spirit of Texas Bancshares, Inc. (STXB) Historical Financials

\$ in thousands	2017	2018	2019	2020	Three Months Ended March 31, 2021	Three Months Ended June 30, 2021	Three Months Ended September 30, 2021
Balance Sheet		_0_0			171d1 011 011 1011		00 ptemiser 00, 2012
Total Assets	\$1,038,092	\$1,476,621	\$2,384,622	\$3,084,759	\$3,170,212	\$3,084,755	\$3,154,252
Total Loans	872,933	1,106,753	1,771,171	2,390,002	2,431,786	2,275,309	2,258,930
Total Deposits	835,368	1,182,648	1,928,126	2,459,135	2,597,550	2,572,172	2,670,576
Loans / Deposits	104.5 %	93.6 %	91.9 %	97.2 %	93.6 %	88.5 %	84.6 %
Tangible Common Equity (1)	91,168	168,020	262,375	272,327	278,261	291,280	302,372
Selected Operating Ratios							
Net Income	\$4,753	\$9,978	\$21,136	\$31,311	\$10,086	\$12,410	\$10,456
ROAA	0.47 %	0.89 %	1.14 %	1.11 %	1.30 %	1.56 %	1.34 %
ROAE	4.88	6.77	8.38	8.98	11.14	12.80	10.93
ROATCE (1)	5.82	7.93	11.95	13.21	15.67	17.29	14.91
Net Interest Margin	4.19	4.61	4.58	4.21	3.96	4.13	4.03
Efficiency Ratio <sup>(1)</sup>	73.12	70.14	61.79	55.00	50.34	47.07	53.88
Asset Quality							
NPAs / Assets	0.37 %	0.41 %	0.43 %	0.29 %	0.31 %	0.26 %	0.20 %
NPAs / Loans + OREO	0.44	0.54	0.58	0.37	0.41	0.35	0.27
Reserves / Total Loans	0.65	0.57	0.38	0.67	0.67	0.73	0.72
NCOs / Avg Loans	0.14	0.16	0.17	0.09	0.13	0.19	0.10
Capital Ratios							
TCE / TA <sup>(1)</sup>	8.85 %	11.62 %	11.40 %	9.09 %	9.03 %	9.71 %	9.85 %
Leverage Ratio	8.71	12.11	12.37	9.90	9.72	9.93	10.25
CET 1 Ratio	10.07	14.56	14.47	11.94	13.10	12.07	11.96
Tier 1 Ratio	10.07	14.81	14.47	11.94	13.10	12.61	12.50
Total Capital Ratio	10.72	15.37	14.85	14.28	15.48	13.32	13.18

