



Gulf South Bank Conference | **2014**

SOUTHSIDEBANCSHARES, INC.

MEMBER FDIC NASDAQ: SBSI



Sam Dawson

President & CEO

Lee Gibson

Senior EVP & CFO

Gulf South
Bank Conference **2014**

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MEMBER FDIC NASDAQ: SBSI

Forward-Looking Statements

Certain statements of other than historical fact that are contained in this document and in written material, press releases and oral statements issued by or on behalf of Southside Bancshares, Inc. (“the Company”), a bank holding company, may be considered to be “forward-looking statements” within the meaning of and subject to the protections of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not guarantees of future performance, nor should they be relied upon as representing management’s views as of any subsequent date. These statements may include words such as “expect,” “estimate,” “project,” “anticipate,” “appear,” “believe,” “could,” “should,” “may,” “intend,” “probability,” “risk,” “target,” “objective,” “plans,” “potential,” and similar expressions. Forward-looking statements are statements with respect to our beliefs, plans, expectations, objectives, goals, anticipations, assumptions, estimates, intentions and future performance and are subject to significant known and unknown risks and uncertainties, which could cause our actual results to differ materially from the results discussed in the forward-looking statements. For example, discussions of the effect of our expansion, trends in asset quality and earnings from growth, and certain market risk disclosures are based upon information presently available to management and are dependent on choices about key model characteristics and assumptions and are subject to various limitations. By their nature, certain of the market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual income gains and losses could materially differ from those that have been estimated.

Additional information concerning the Company and its business, including additional factors that could materially affect the Company’s financial results, is included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2013 under “Forward-Looking Information” and Item 1A. “Risk Factors,” and in the Company’s other filings with the Securities and Exchange Commission. The Company disclaims any obligation to update any factors or to announce publicly the result of revisions to any of the forward-looking statements included herein to reflect future events or developments.

Company Profile

- Total Loans \$1.37 billion*
- Total Securities \$1.86 billion*
- Total Deposits \$2.55 billion*
- Total Equity \$271.4 million*
- Market Capitalization \$520.2 million**

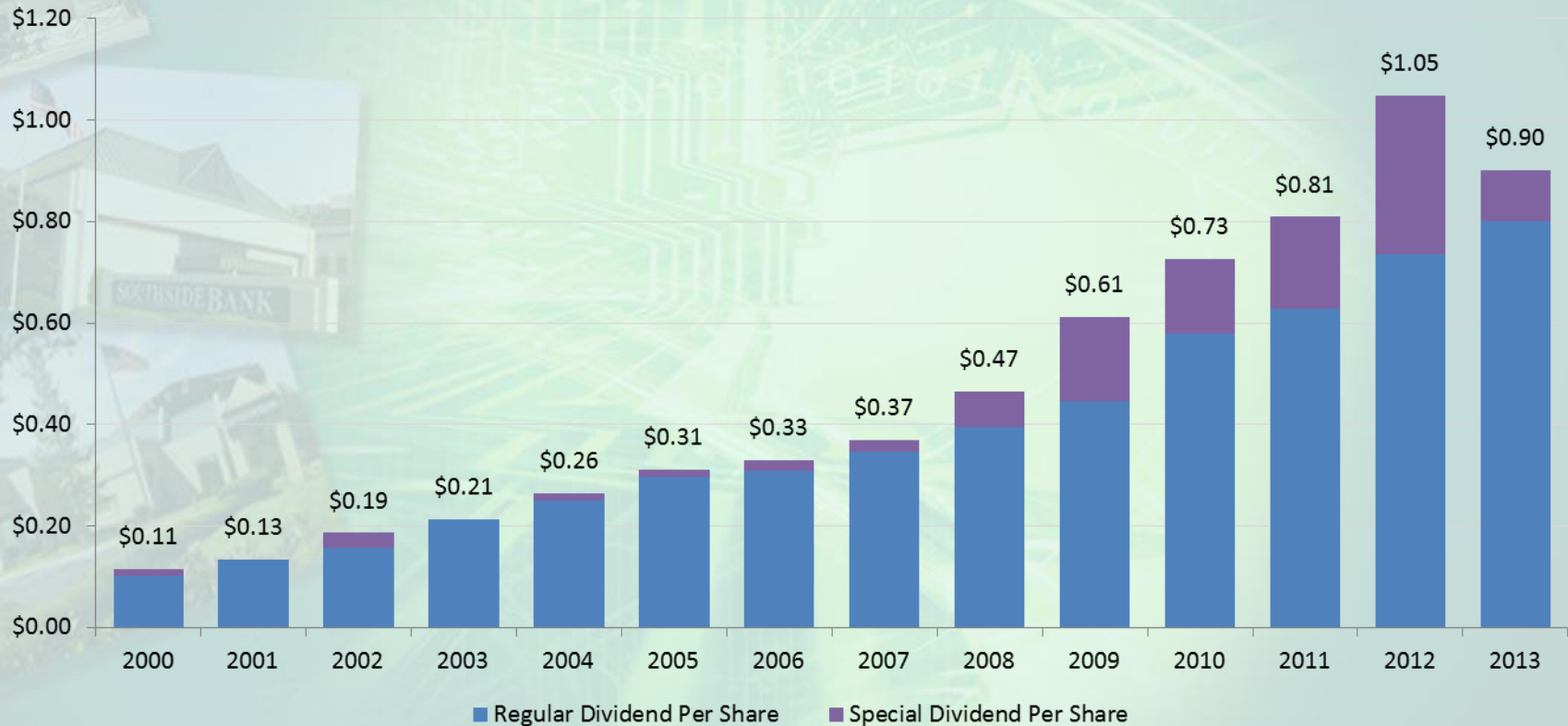
*3/31/14, **4/30/14

Company Profile

- \$3.4 billion financial holding company based in Tyler, Texas
- 47% market share in Tyler
- Cash dividend paid without interruption since 1970
- Compound annual growth rate - cash dividend 13.9% (5 yrs)
- Market presence in two of the “Top American Boomtowns” – Bloomberg.
 - #1. Austin
 - #11. Ft. Worth – Arlington - Dallas

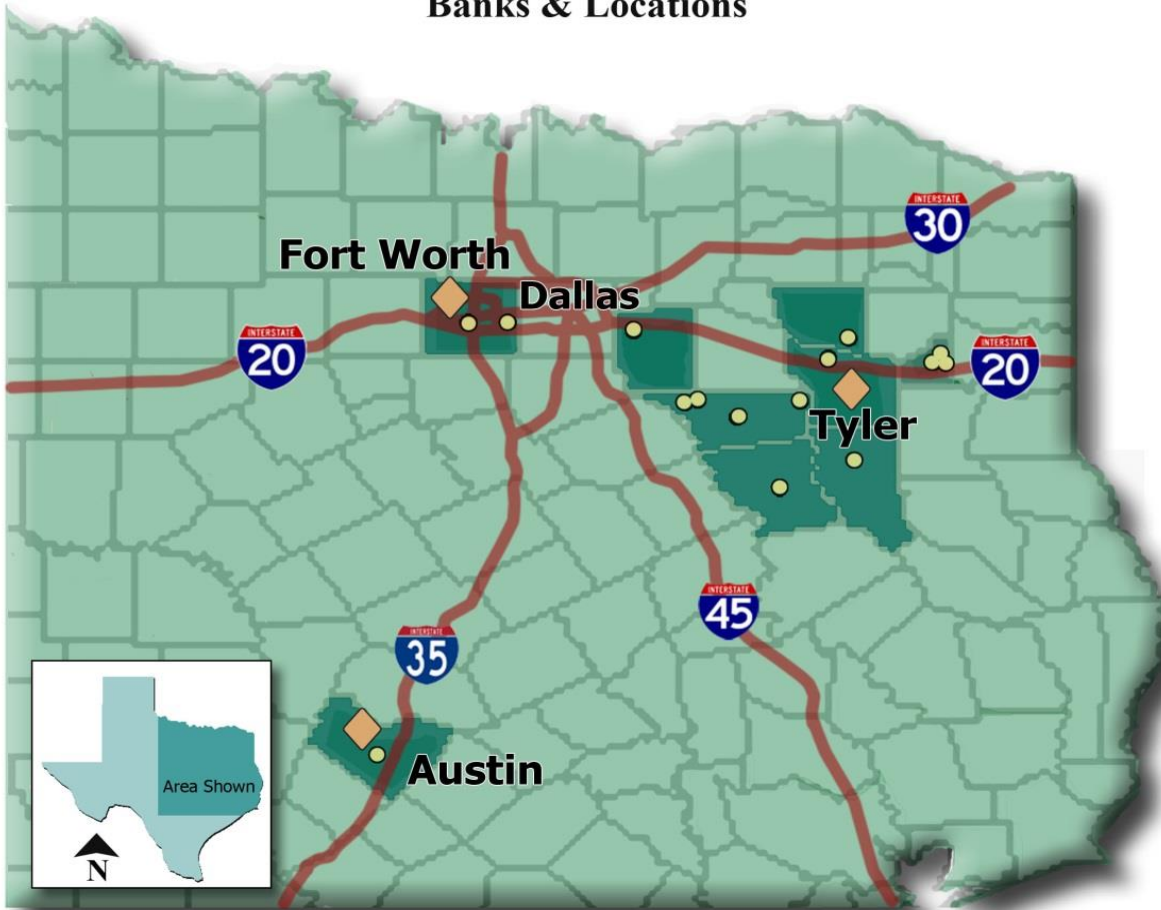
Dividends

- Southside has paid a cash dividend every year since 1970
- In addition, we have paid an annual 5% stock dividend since 1993



SOUTHSIDE BANK

Banks & Locations



Regional Hubs: ◆

- Tyler (Headquarters)(*13)
- Fort Worth (2)
- Austin (2)

Branch Locations: ●

- Arlington
- Athens
- Bullard
- Chandler
- Forney
- Gresham
- Gun Barrel City
- Hawkins
- Jacksonville
- Lindale (2)
- Longview (4)
- Palestine
- Seven Points
- Whitehouse (2)

Notes:

* Number of branches in city.

Goals for 2014

- Maintain Quality Loan Growth
- Navigate Challenging
 - Interest Rate Environment
 - Regulatory Environment
- Expansion Opportunities
- Improve Operating Efficiency
- Revenue Growth

Merger of Southside Bancshares, Inc. and OmniAmerican Bancorp, Inc.

April 29, 2014



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Strategic Rationale

- Solidifies presence in Fort Worth (Tarrant County), one of the five largest cities in Texas
- Fort Worth has the second-highest population growth among major cities in the U.S., behind Austin
- Combined company will have nearly \$5.0 billion in assets
- Creates the 9th largest independent bank in Texas and the 2nd largest independent bank in Tarrant County (by deposits)
- Significantly enhances metropolitan growth dynamics
- Adds 14 branches in the attractive Fort Worth market, creating a platform for further expansion
- Southside's middle market commercial focus and experience will accelerate the transition of OmniAmerican's retail-focused loan portfolio
- Pro forma market capitalization over \$700 million

Transaction Terms

Consideration ⁽¹⁾	<ul style="list-style-type: none"> • Approximately 50% cash / 50% stock • 0.4459 Southside shares and \$13.125 in cash for each share of OmniAmerican
Implied Value Per Share ⁽¹⁾	<ul style="list-style-type: none"> • \$26.71
Aggregate Transaction Value ^{(1) (2)}	<ul style="list-style-type: none"> • \$306.5 million
Termination Fee	<ul style="list-style-type: none"> • \$10 million termination fee payable to Southside under certain circumstances
Board Seats	<ul style="list-style-type: none"> • Two board seats added to Southside’s board of directors
Ownership	<ul style="list-style-type: none"> • OmniAmerican pro forma ownership will be approximately 21%
Required Approvals	<ul style="list-style-type: none"> • Customary regulatory; Southside and OmniAmerican shareholder
Expected Closing	<ul style="list-style-type: none"> • 4th quarter of 2014 • Systems conversion March 2015
Due Diligence	<ul style="list-style-type: none"> • Completed

(1) Based on Southside’s closing price of \$30.46 on April 28, 2014.

(2) Includes stock options, restricted stock and shares of OmniAmerican stock owned by the ESOP (less the shares of OmniAmerican common stock that will be retired to pay back the ESOP loan).

Financial Impact

Earnings Per Share

- Double-digit EPS accretion with fully phased-in cost savings

Tangible Book Value Per Share

- Modest tangible book value per share dilution earned back in 3-4 years

Book Value Per Share

- Significant book value per share accretion

Internal Rate of Return

- Internal rate of return in the high teens

Capital

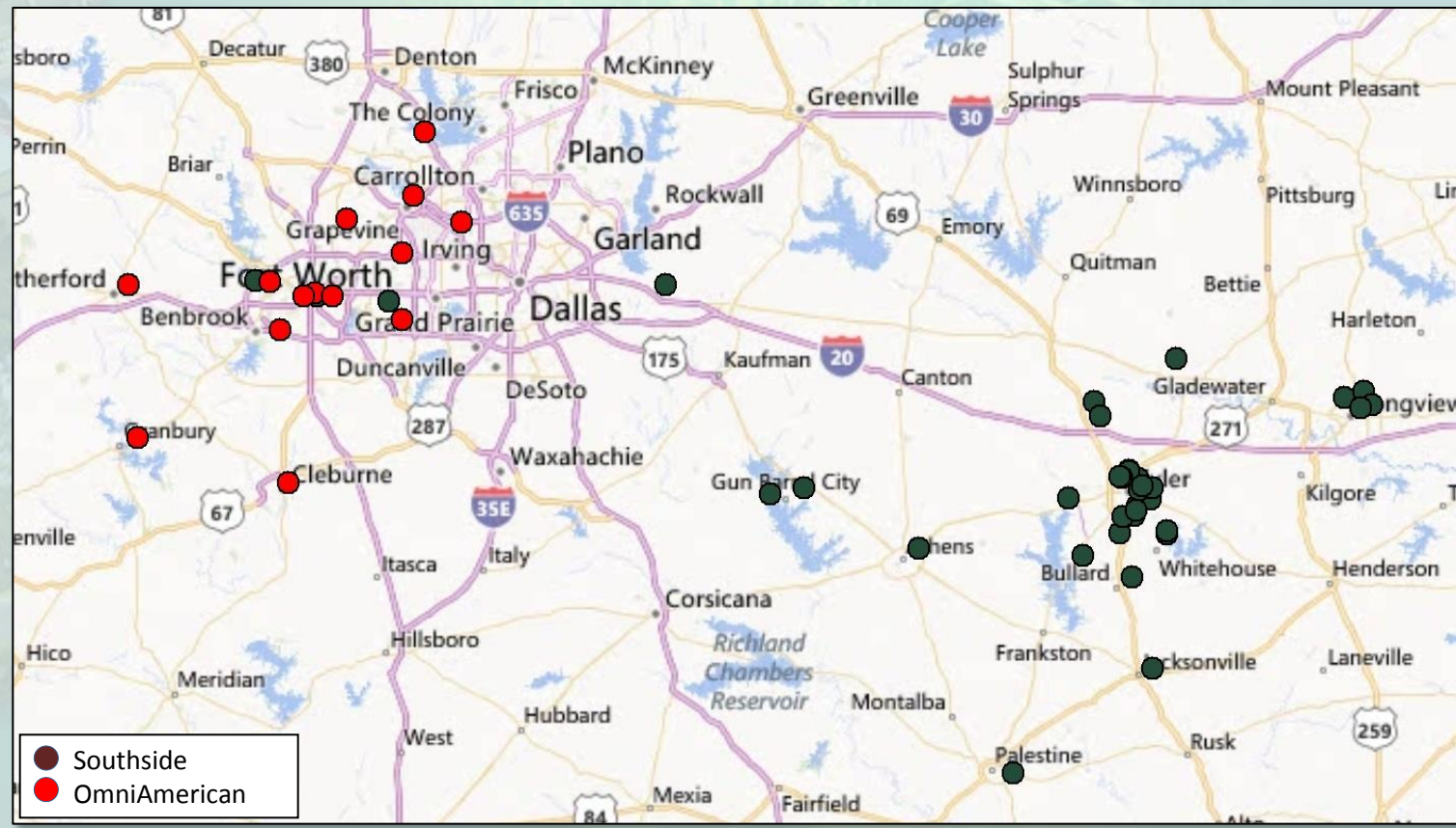
- Pro forma regulatory capital ratios are significantly over “well-capitalized” levels at closing

Synergies

- Cost savings of approximately 30-35%, fully phased-in
- OmniAmerican had an efficiency ratio of 78.9% in 2013

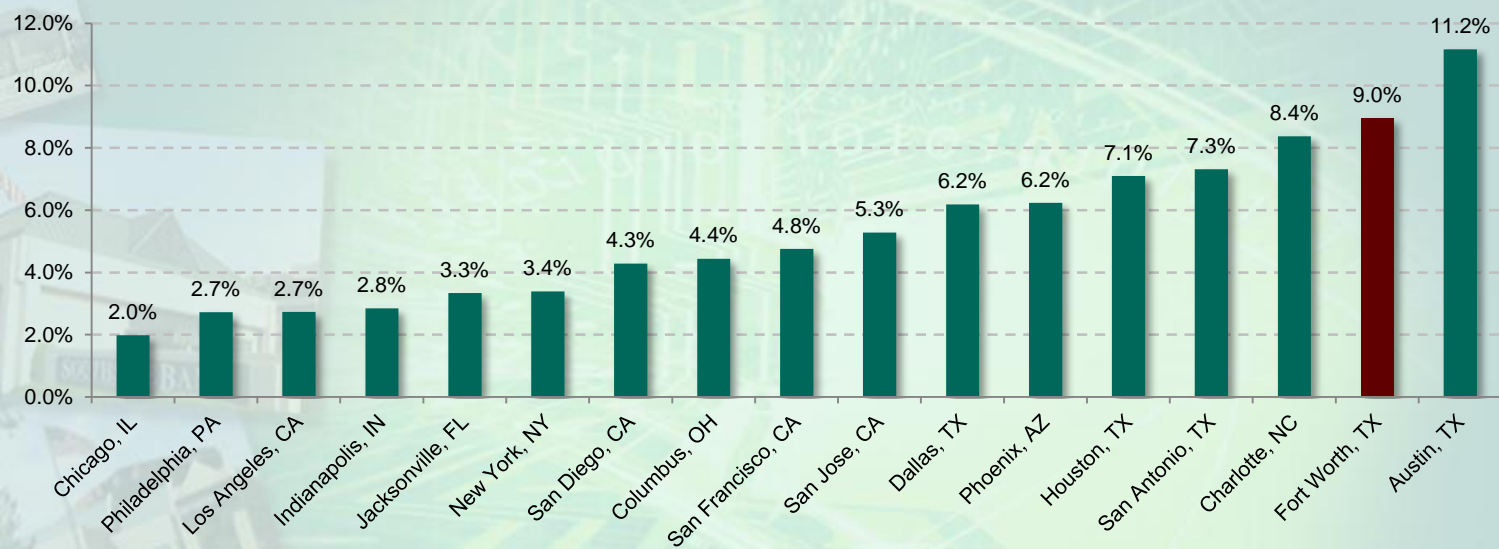
Combined Footprint

- The Dallas / Fort Worth MSA is one of the largest in the U.S., and has one of the highest population and economic growth trajectories in the country
- Our combined company will be positioned uniquely in our ability to compete throughout the middle-market



Fort Worth: Growth vs. "Big Cities"

Projected Population Growth (2013-2018)



- Major employers headquartered in Fort Worth:
 - Acme Brick
 - Alcon Laboratories
 - Healthpoint
 - TTI, Inc.
 - Allied Electronics
 - American Airlines
 - Justin Brands
 - Williamson-Dickie Manufacturing
 - Bell Helicopter Textron
 - BNSF Railway Company
 - RadioShack
 - XTO Energy
 - D.R. Horton
 - Genco ATC
 - Pier 1 Imports

Source: SNL Financial and www.fortworthchamber.com; includes cities with at least 750,000 in total population

Investment Recap For 2014

- Solid Loan Growth
- Dynamic Markets
- Sound Asset Quality
- Seasoned Management Team

Financial Performance 2013

- Net Income Increase 18.7%
- Return on Equity 16.5%
- Earnings Per Share Growth 20.4%
- Nonperforming Assets to Total Assets 0.39%
(0.45% in 2012 and 0.78% in 2009)

Historical Performance

Return on Average Shareholders' Equity



Efficiency Ratio



NPAs ⁽¹⁾ / Loans + OREO



Loans / Deposits



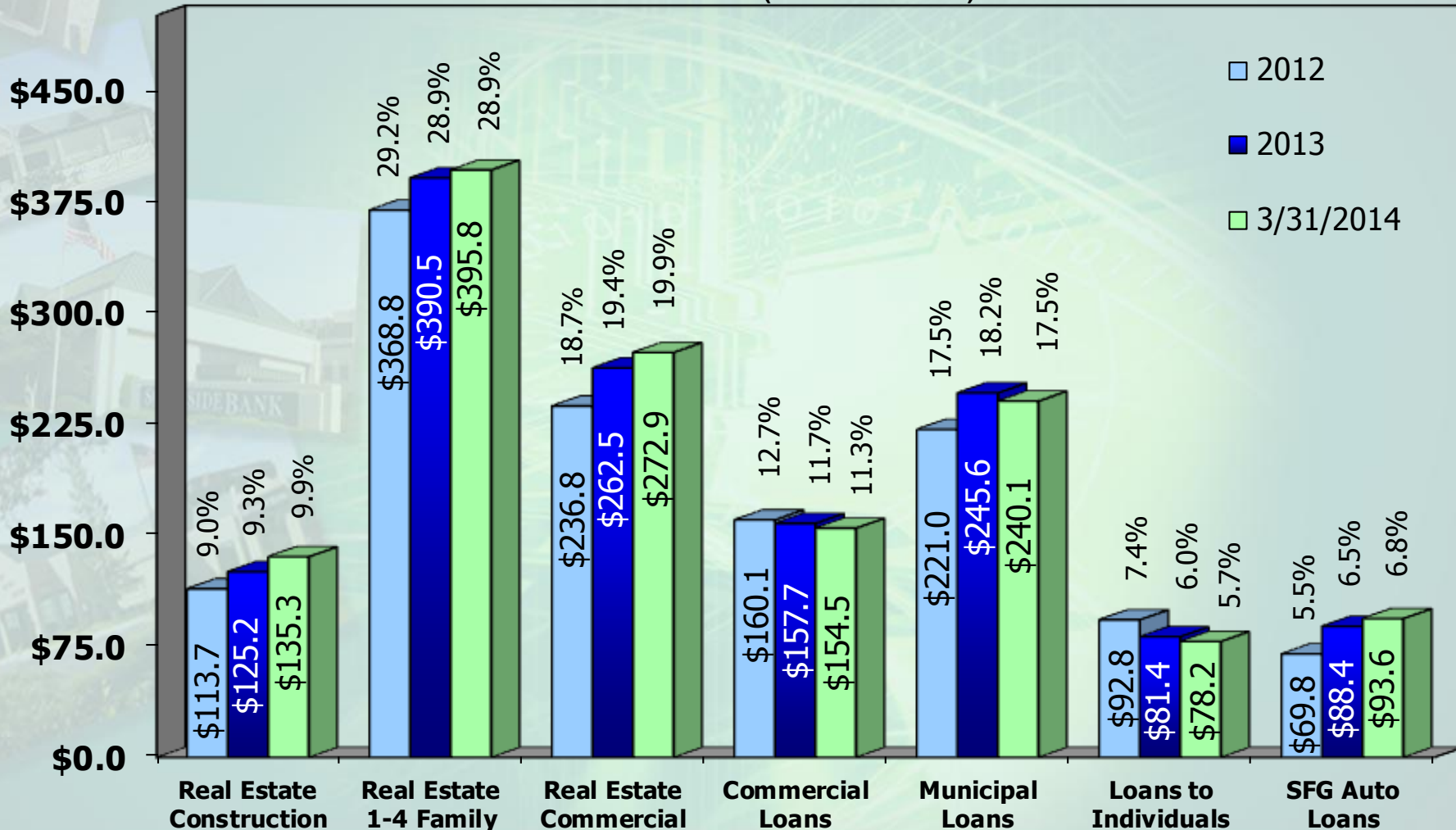
(1) NPAs include nonaccrual loans, loans 90+ days past due, accruing TDRs and OREO.

Quarters Ended March 31,

	<u>2014</u>	<u>2013</u>	<u>%Chg</u>
Net Income (in thousands)	\$ 8,224	\$ 9,042	(9.0)%
Security Gains (in thousands, net of tax)	\$ 7	\$ 2,824	(99.8)%
EPS (diluted)	\$ 0.44	\$ 0.48	(8.3)%
ROE	12.44%	14.19%	
ROA	0.96%	1.14%	
Efficiency Ratio	53.30%	66.28%	

Loan Portfolio Composition

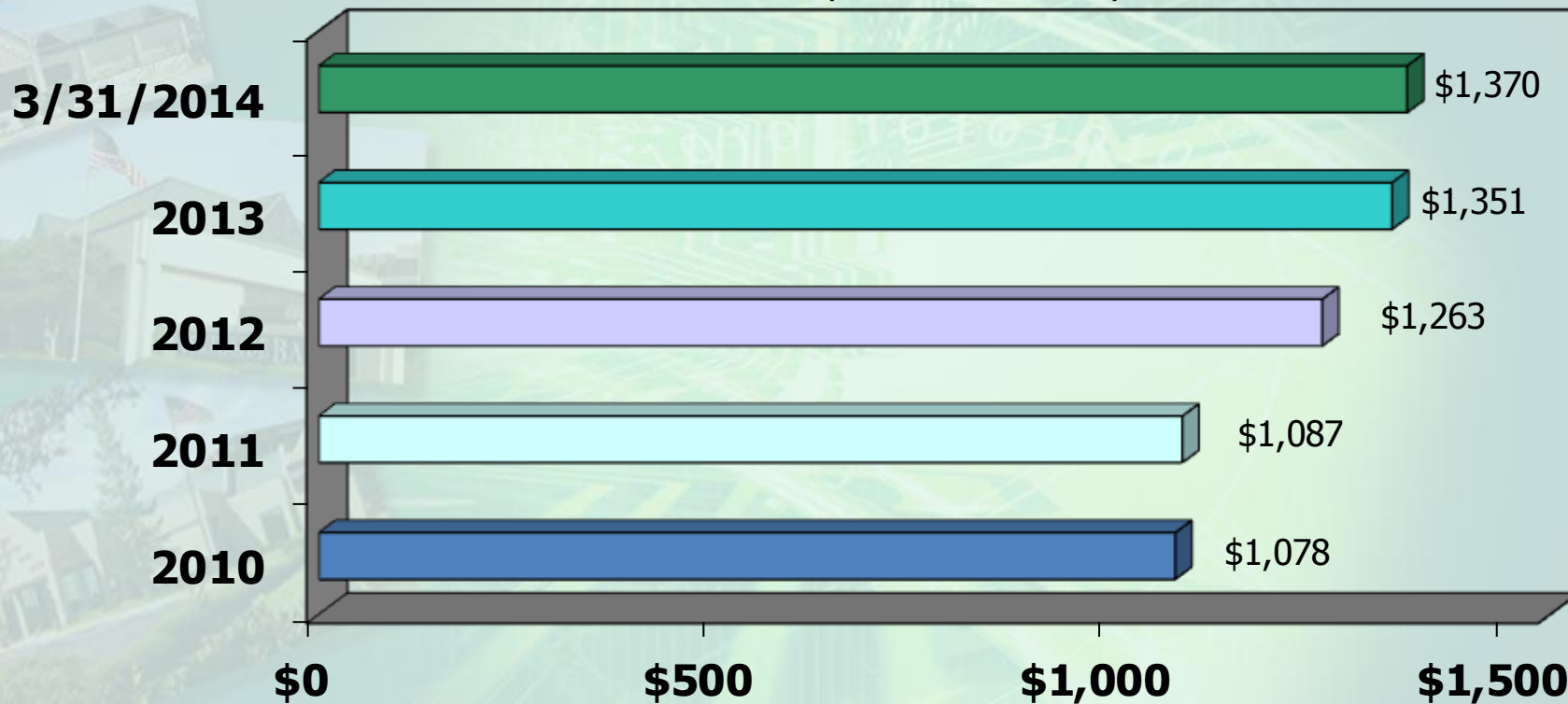
(Dollars in Millions)



Loan Growth

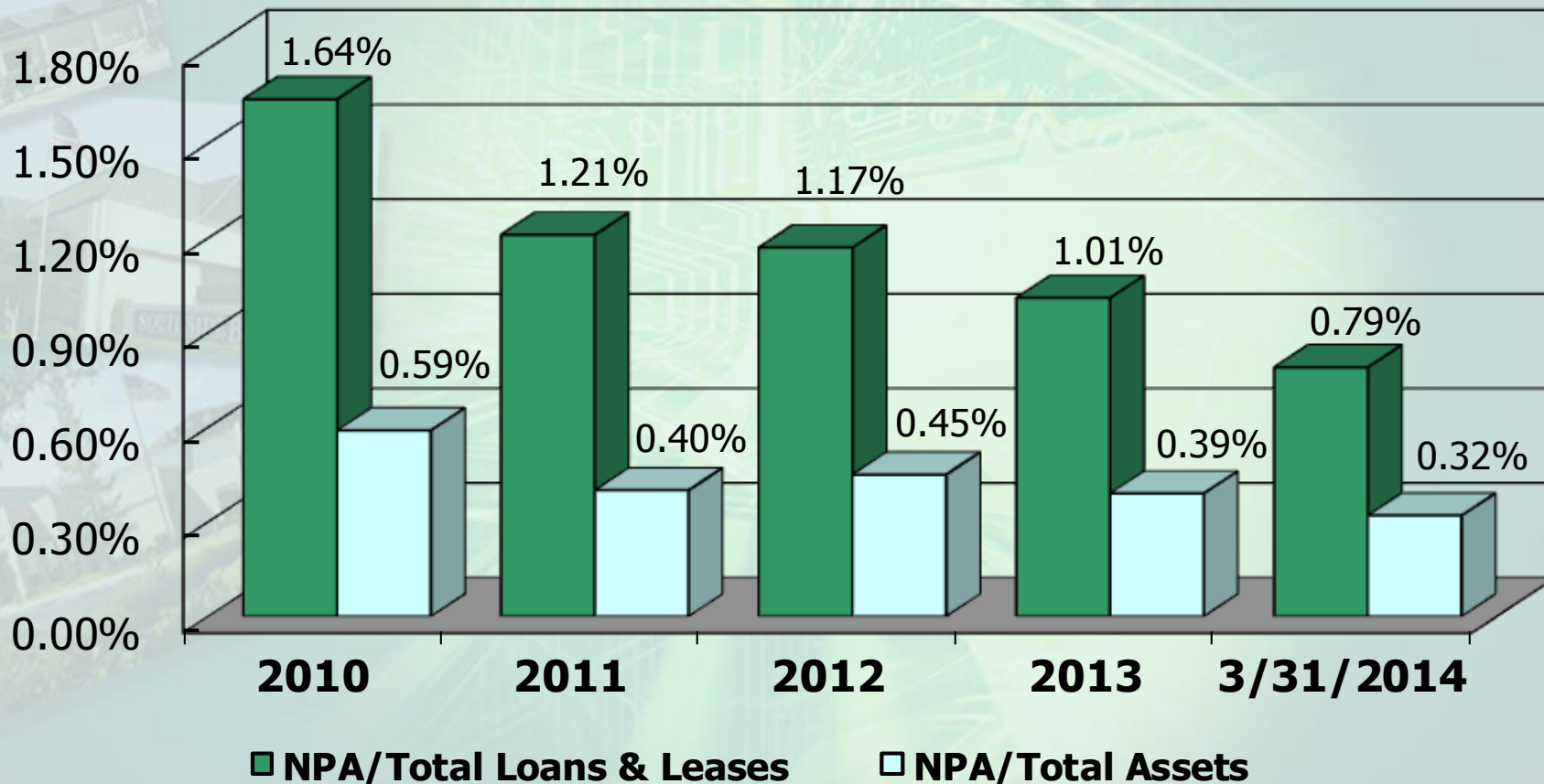
Total Loans Outstanding

(Dollars in Millions)



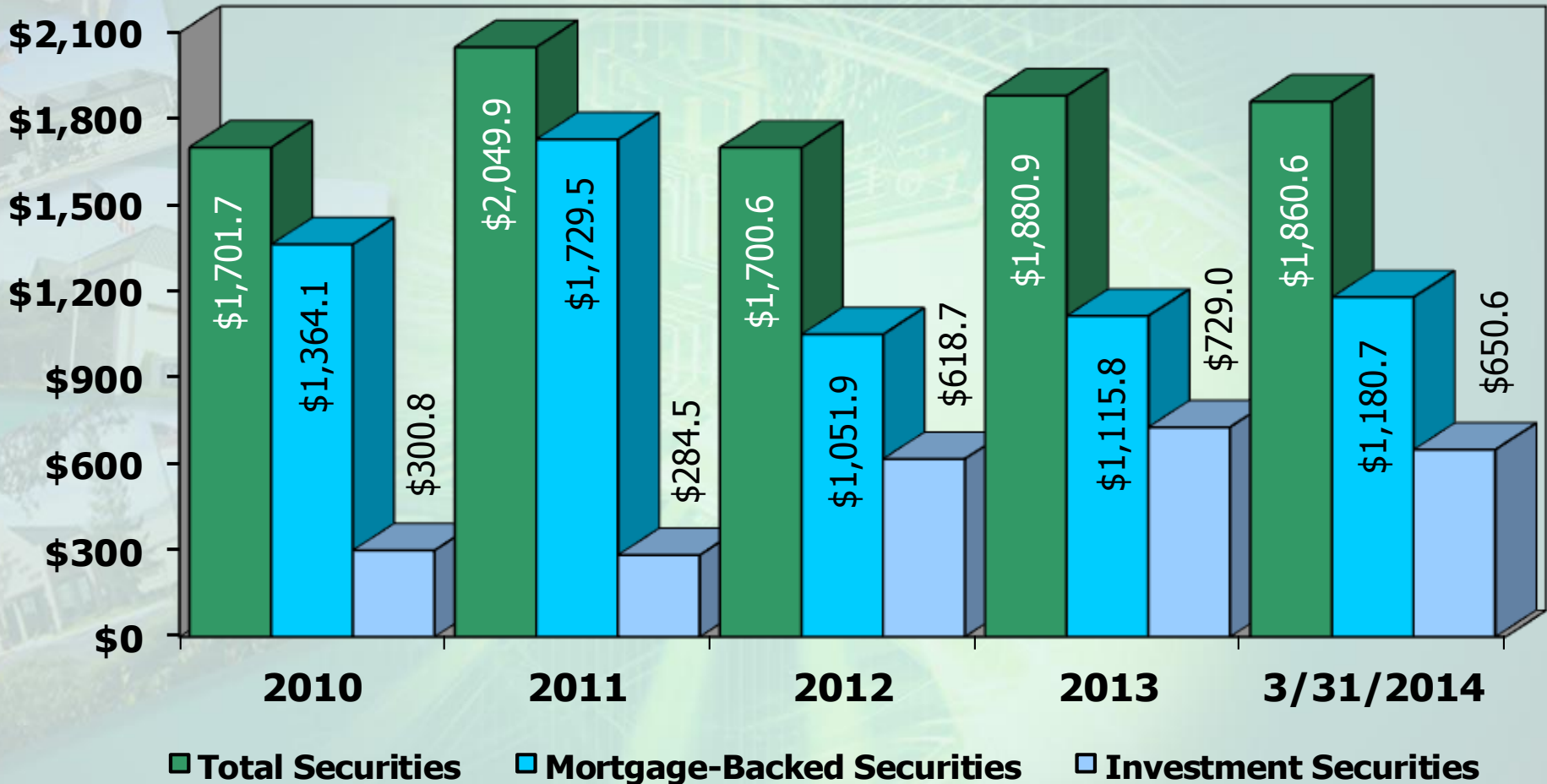
Asset Quality

Non-Performing Assets
(NPA as a percentage)



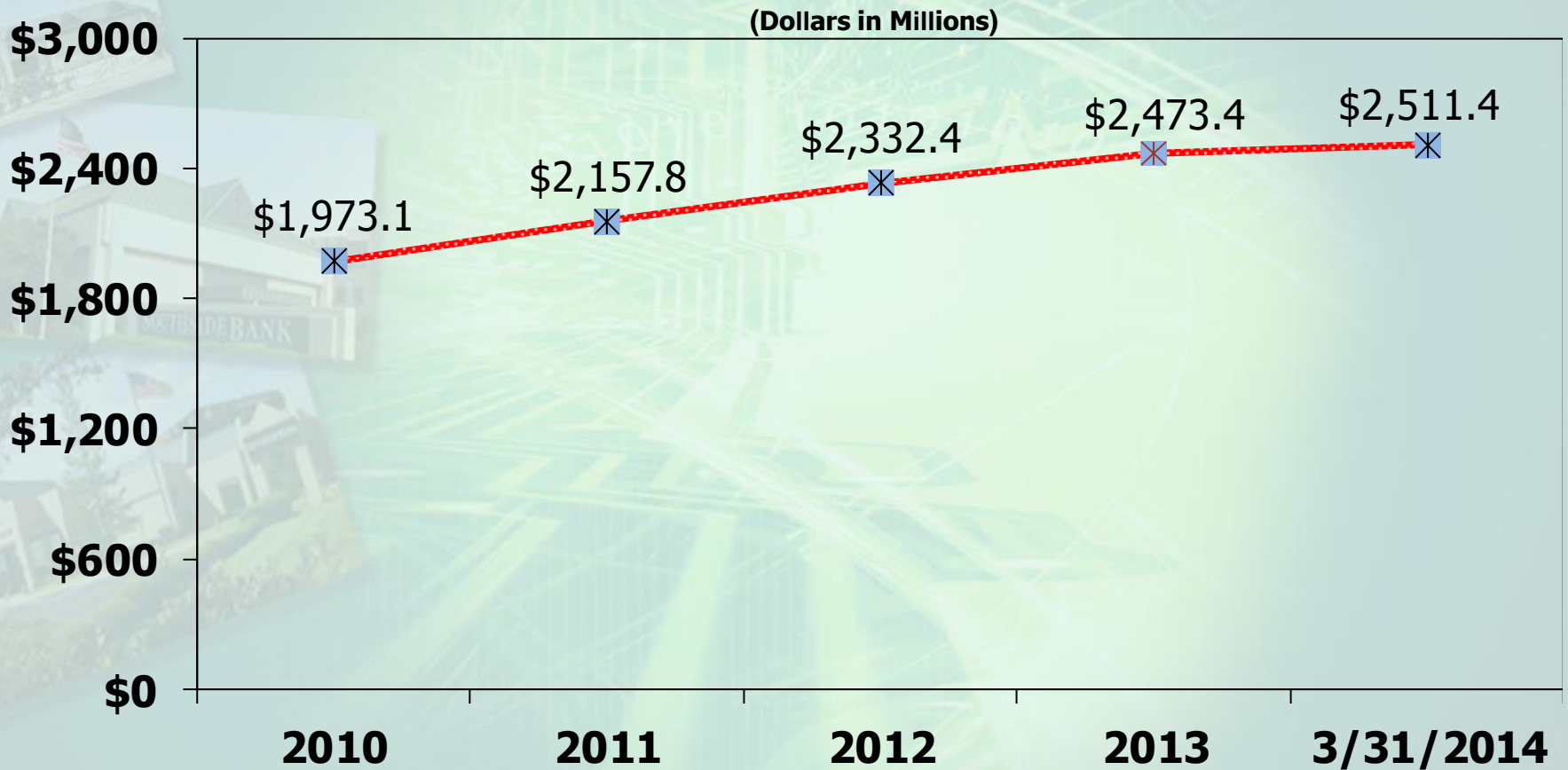
Securities Portfolio

(Dollars in Millions)



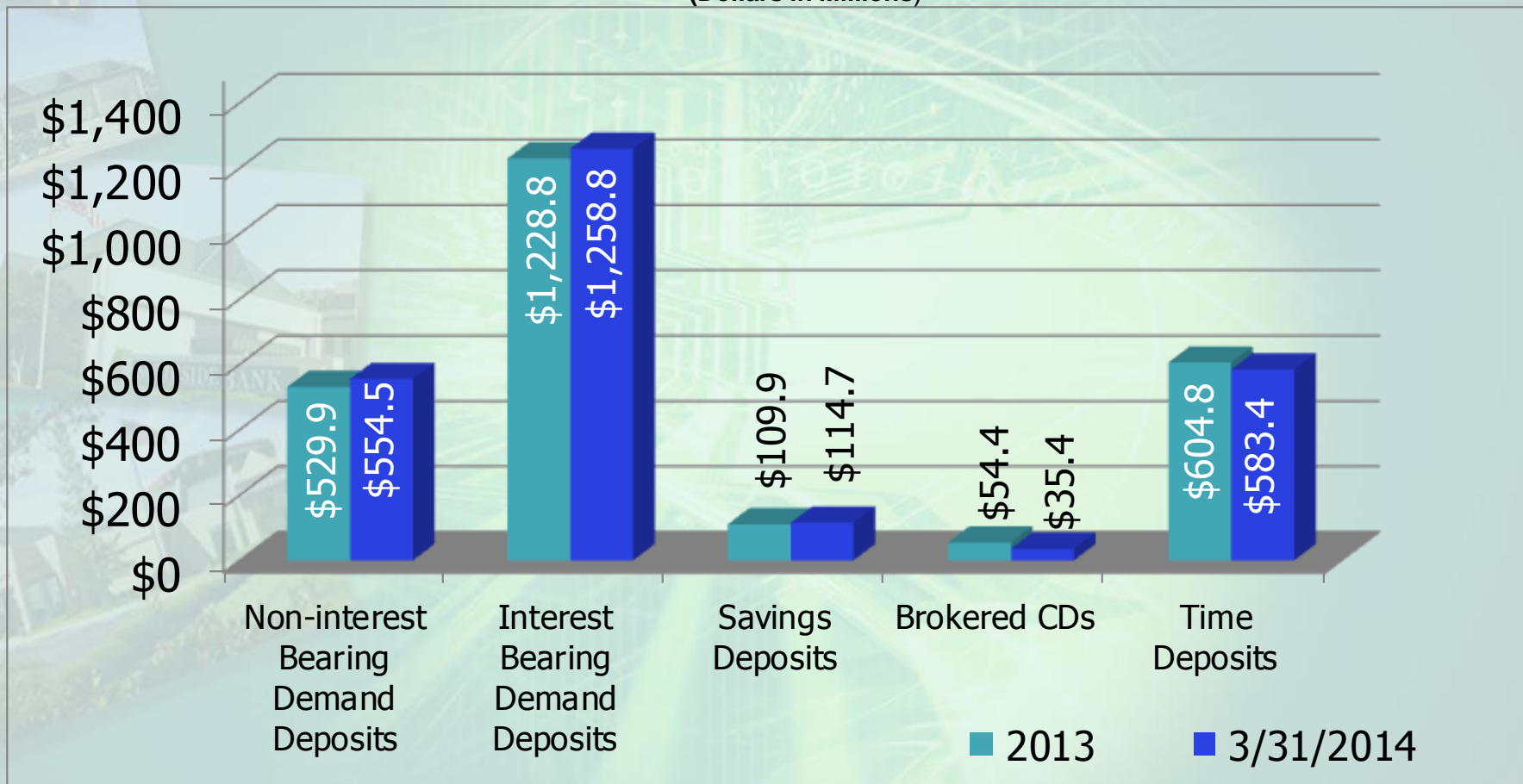
Deposit Growth

(Net of brokered CDs)



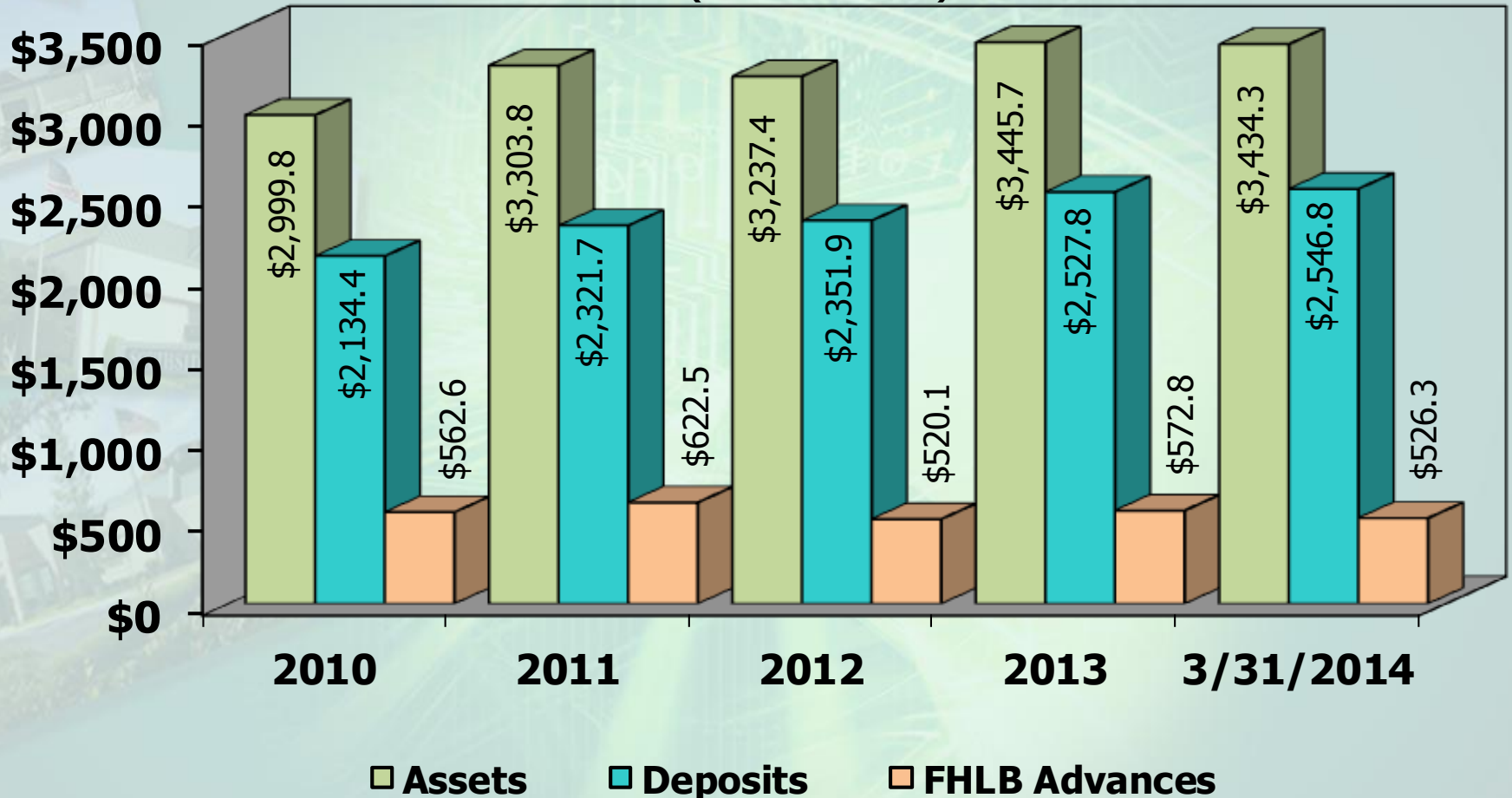
Composition of Deposits

(Dollars in Millions)

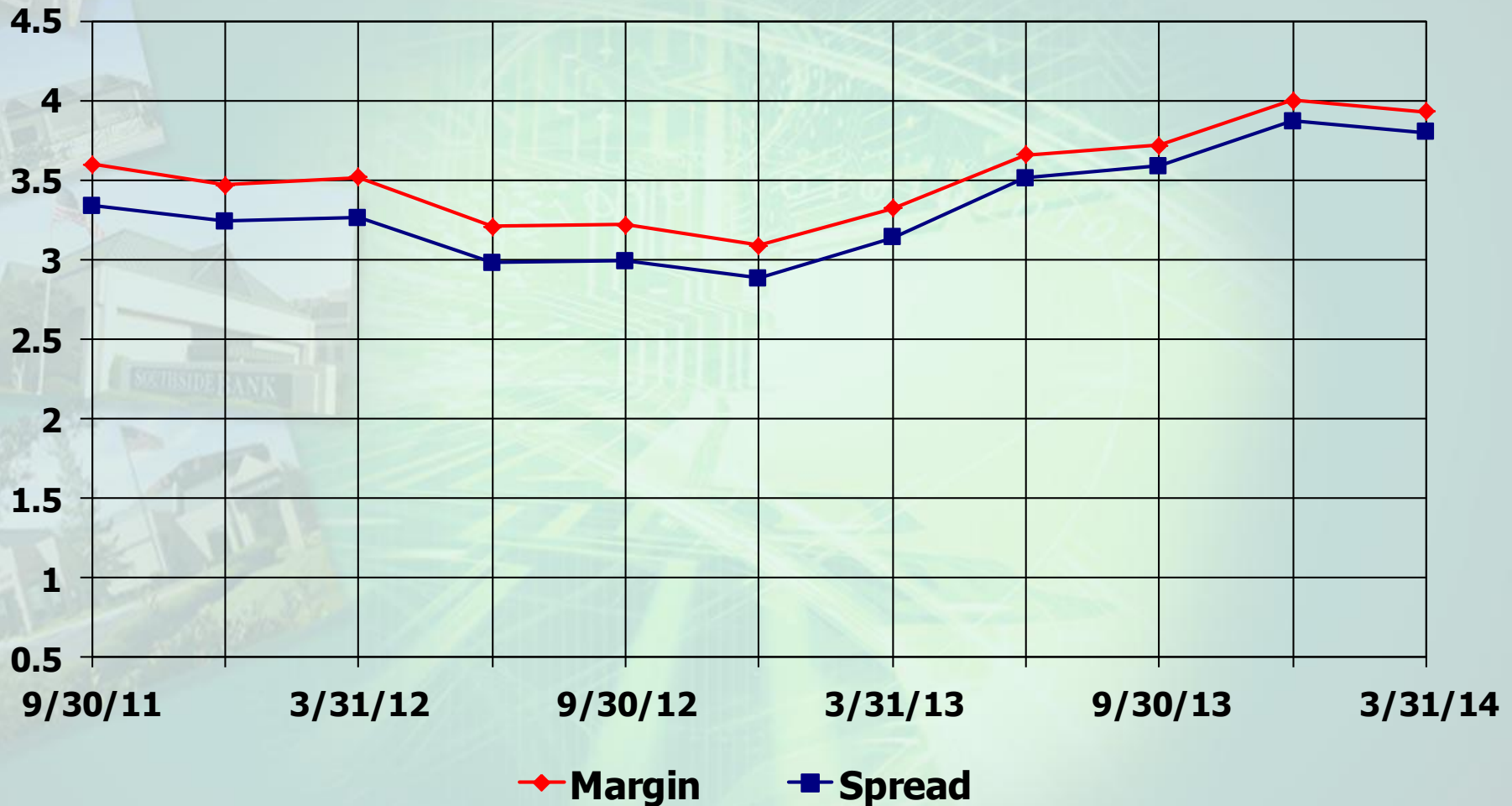


Balance Sheet Growth

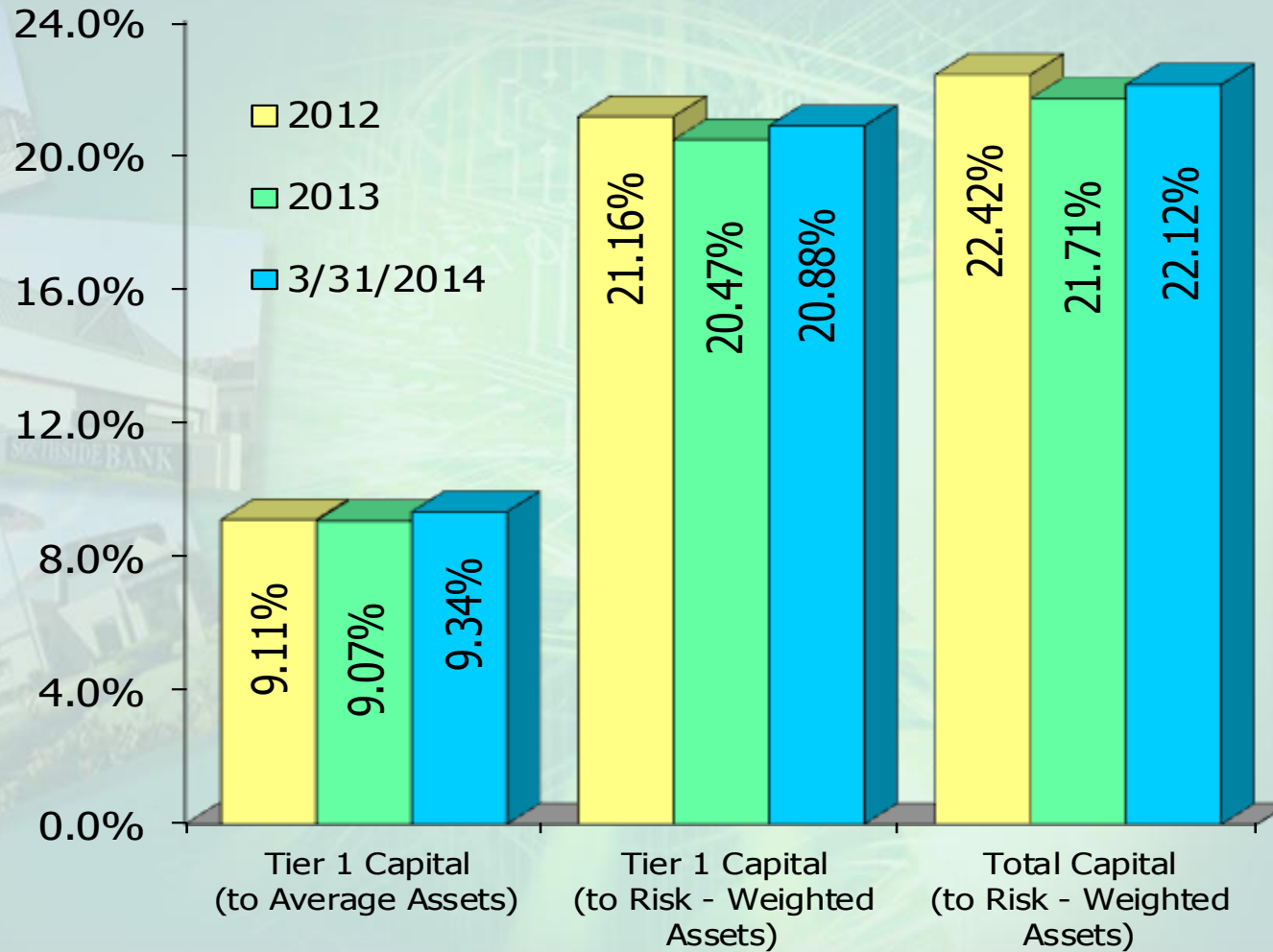
(Dollars in Millions)



Net Interest - Spread and Margin



Capital Levels



Merger of Southside Bancshares, Inc. and OmniAmerican Bancorp, Inc.

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- Additional information concerning Southside Bancshares, Inc. and OmniAmerican Bancorp, Inc. and their respective businesses, including additional factors that could materially affect their respective financial results, is included in each of Southside Bancshares, Inc.'s and OmniAmerican Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2013 under "Business " and Item 1A. "Risk Factors," and in Southside Bancshares, Inc.'s and OmniAmerican Bancorp, Inc.'s other filings with the Securities and Exchange Commission. Each of Southside Bancshares, Inc. and OmniAmerican Bancorp, Inc. disclaims any obligation to update any factors or to announce publicly the result of revisions to any of the forward-looking statements included herein to reflect future events or developments.

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(2) Includes stock options, restricted stock and shares of OmniAmerican stock owned by the ESOP (less the shares of OmniAmerican common stock that will be retired to pay back the ESOP loan).

Transaction Multiples

Implied Price Per Share:	\$26.71
Price / Tangible Book Value:	1.48x ⁽¹⁾
Price / 2014 Estimated EPS ⁽²⁾ :	32.6x
Core Deposit Premium:	14.6%

(1) Based on Southside's closing price of \$30.46 on April 28, 2014.

(2) Based on Wall Street consensus mean.

Financial Impact

Earnings Per Share

- Double-digit EPS accretion with fully phased-in cost savings

Tangible Book Value Per Share

- Modest tangible book value per share dilution earned back in 3-4 years

Book Value Per Share

- Significant book value per share accretion

Internal Rate of Return

- Internal rate of return in the high teens

Capital

- Pro forma regulatory capital ratios are significantly over “well-capitalized” levels at closing

Synergies

- Cost savings of approximately 30-35%, fully phased-in
- OmniAmerican had an efficiency ratio of 78.9% in 2013

OmniAmerican Leadership

- Southside values the existing OmniAmerican leadership team and has extended numerous individual employment agreements to members of the production staff
- Among them, the leadership team listed below will join Southside in the following roles:

Name	Current Role at OmniAmerican	Future Role at Southside
Tim Carter	President & Chief Executive Officer	President, North Texas Region
Deborah Wilkinson	Senior EVP & Chief Financial Officer	EVP, Finance
T.L. Arnold	Senior EVP & Chief Credit and Risk Officer	EVP & Senior Credit Officer North Texas Region
Anne Holland	Senior EVP & Chief Lending Officer	EVP & Senior Lending Officer North Texas Region

Franchise Highlights

Financial Snapshot (12/31/13)



Balance Sheet (\$000s)

Total Assets	\$3,445,663	\$1,391,313
Total Net Loans	1,332,547	826,390
Total Deposits	2,527,808	813,574
Total Shareholders' Equity	259,518	207,142
Market Capitalization (\$mm) ⁽¹⁾	573.1	264.9

2013 Performance

Net Income (\$000s)	\$41,190	\$6,427
Return on Average Assets (%)	1.22 %	0.48 %
Return on Average Equity (%)	16.5	3.1
Efficiency Ratio (%)	55.7	78.9

Asset Quality and Capital

NPAs + 90 / Assets (%) ⁽²⁾	0.39 %	0.95 %
Texas Ratio (%) ⁽³⁾	5.31	6.20
TCE Ratio (%)	6.93	14.89
Total Risk-based Capital Ratio (%)	21.71	23.41

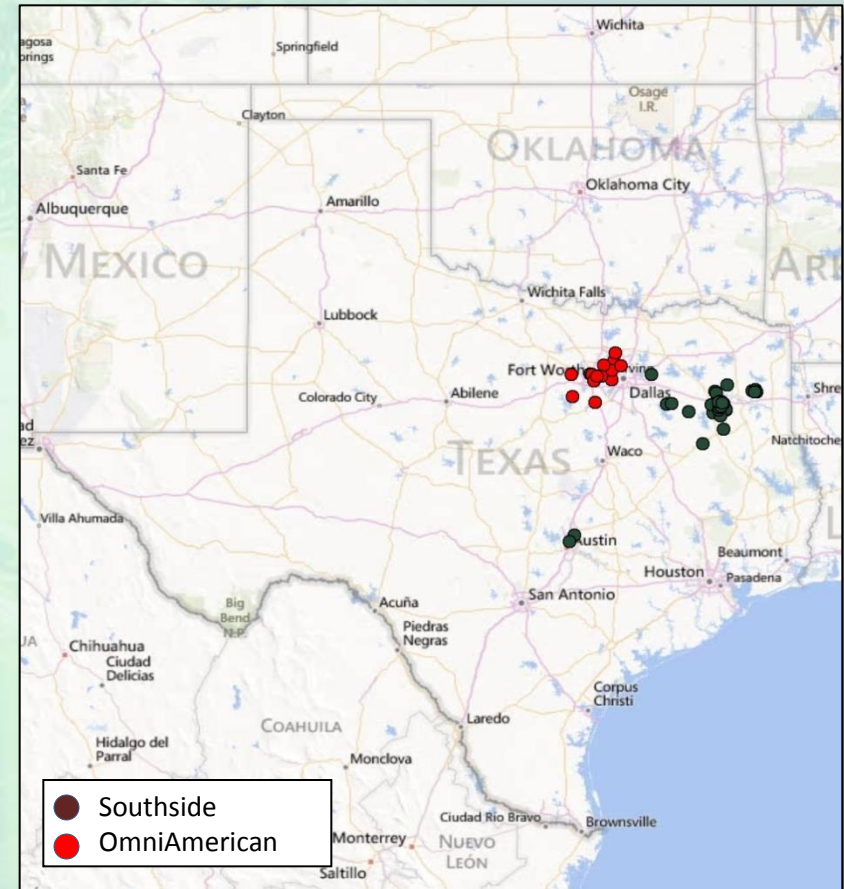
Source: SNL Financial.

(1)Market capitalization is as of April 28, 2014.

(2)NPAs include nonaccrual loans, loans 90+ days past due, accruing TDRs and OREO.

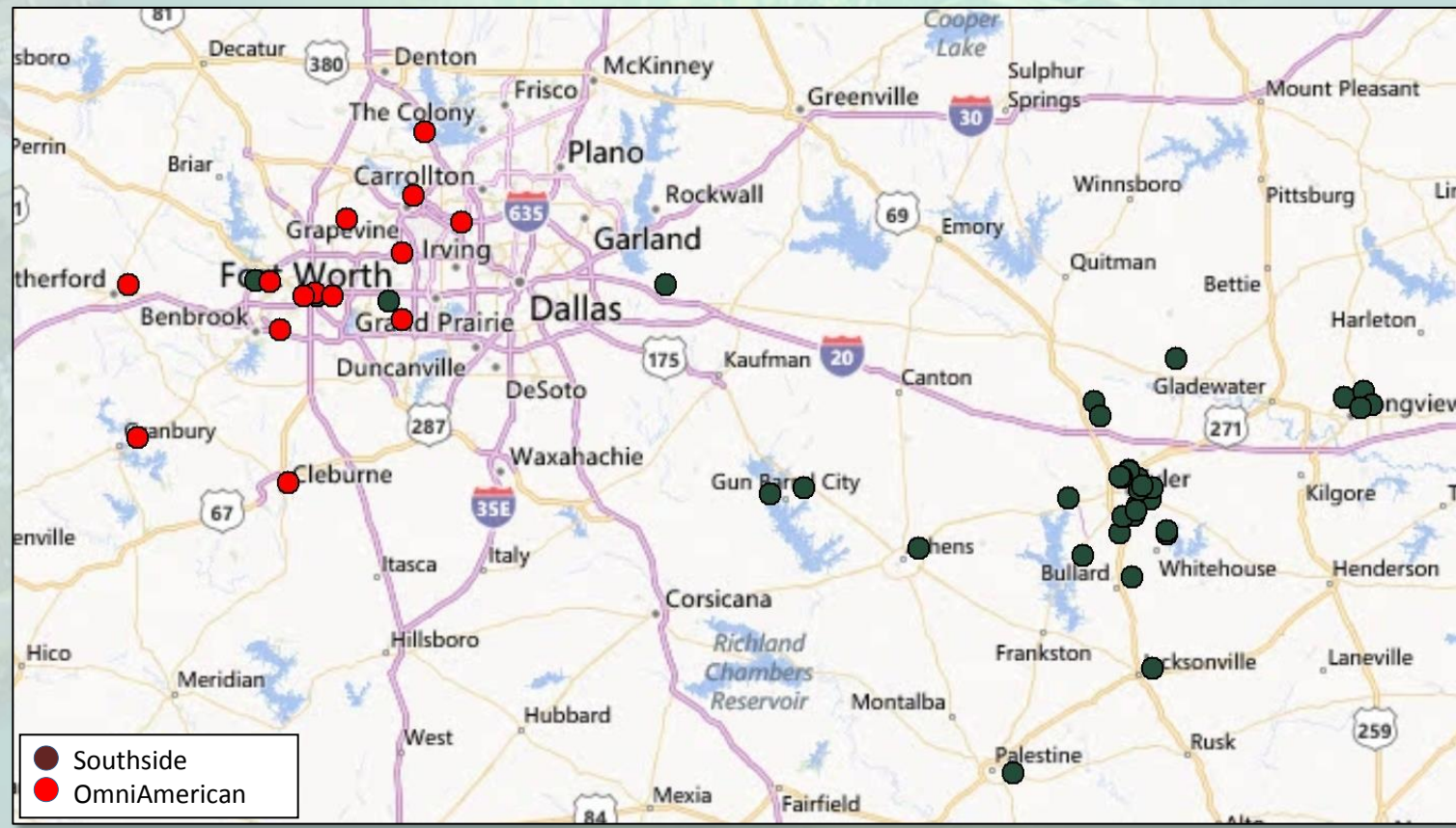
(3)Texas Ratio = NPAs / Tangible Equity + Loan Loss Reserves.

Texas Combined Footprint



Combined Footprint

- The Dallas / Fort Worth MSA is one of the largest in the U.S., and has one of the highest population and economic growth trajectories in the country
- Our combined company will be positioned uniquely in our ability to compete throughout the middle-market



Texas-Headquartered Banks

Deposit Market Share – Texas

Rank	Institution (ST)	# of Branches	Total Deposits (\$mm)	Market Share (%)
1	Cullen/Frost Bankers Inc. (TX)	129	\$20,363	3.64%
2	Prosperity Bancshares Inc. (TX)	265	13,982	2.50
3	Comerica Inc. (TX)	138	9,870	1.77
4	Texas Capital Bancshares Inc. (TX)	13	7,721	1.38
5	Hilltop Holdings Inc. (TX)	84	6,925	1.24
6	International Bancshares Corp. (TX)	171	6,767	1.21
7	First Financial Bankshares (TX)	64	3,966	0.71
8	View Point Financial Group Inc (TX)	52	3,725	0.67
9	Combined	54	3,336	0.60
9	Woodforest Financial Grp Inc. (TX)	208	3,022	0.54
10	Amarillo National Bancorp Inc. (TX)	17	2,924	0.52
11	Independent Bk Group Inc. (TX)	38	2,535	0.45
12	Southside Bancshares, Inc. (TX)	40	2,502	0.45
13	Broadway Bancshares Inc. (TX)	40	2,439	0.44
14	Industry Bancshares Inc. (TX)	19	2,088	0.37
15	CBFH Inc. (TX)	35	2,056	0.37
16	A.N.B. Holding Co. Ltd. (TX)	30	2,022	0.36
17	Happy Bancshares Inc. (TX)	33	1,818	0.33
18	South Plains Finl Inc. (TX)	23	1,768	0.32
19	Lone Star Natl Bcshs--TX Inc. (TX)	33	1,758	0.31
20	North American Bancshares Inc. (TX)	34	1,724	0.31
47	OmniAmerican Bancorp, Inc. (TX)	14	834	0.15
Total For Institutions In Market		6,850	559,153	

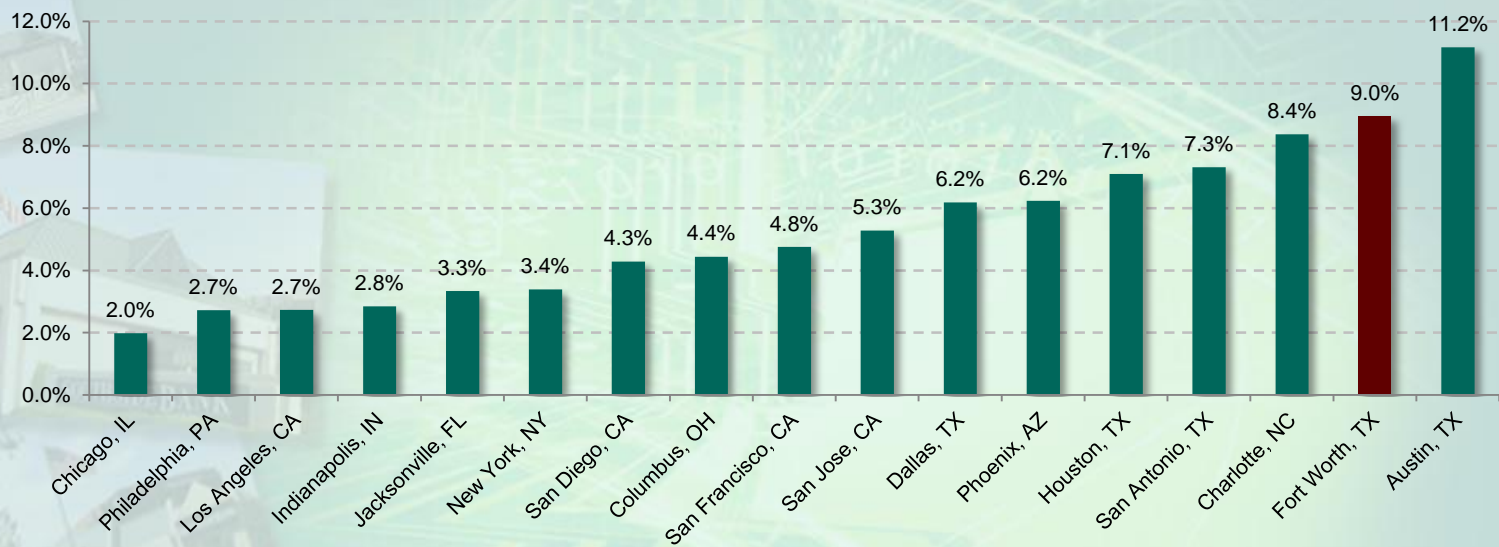
Deposit Market Share – Tarrant County

TX Rank	Institution (ST)	# of Branches	Total Deposits (\$mm)	Market Share (%)
1	Cullen/Frost Bankers Inc. (TX)	22	\$3,473	11.68%
2	Combined	13	830	2.79
2	First Texas BHC Inc. (TX)	13	793	2.66
3	Colonial Holding Company (TX)	6	652	2.19
4	OmniAmerican Bancorp, Inc. (TX)	9	645	2.17
5	Comerica Inc. (TX)	9	630	2.12
6	First Command Finl Svcs Inc (TX)	1	575	1.93
7	Hilltop Holdings Inc. (TX)	4	341	1.14
8	Myers Bancshares Inc. (TX)	7	336	1.13
9	BancAffiliated Inc. (TX)	2	285	0.96
10	Liberty Bancshares Inc. (TX)	7	278	0.94
11	View Point Financial Group Inc (TX)	7	244	0.82
12	Sovereign Bancshares Inc. (TX)	4	199	0.67
13	Texas Capital Bancshares Inc. (TX)	1	187	0.63
14	Southside Bancshares, Inc. (TX)	4	185	0.62
15	Trinity Bank N.A. (TX)	1	154	0.52
16	Worthington National Bank (TX)	4	151	0.51
17	Citadel Bancorp Inc. (TX)	1	138	0.46
18	A.N.B. Holding Co. Ltd. (TX)	4	134	0.45
19	Olney Bancshares of Texas Inc. (TX)	1	129	0.43
20	Prosperity Bancshares Inc. (TX)	5	121	0.41
Total For Institutions In Market		450	29,747	

Source: SNL Financial. Deposit data is as of June 30, 2013.
 Note: Only Texas-headquartered institutions are shown.

Fort Worth: Growth vs. "Big Cities"

Projected Population Growth (2013-2018)



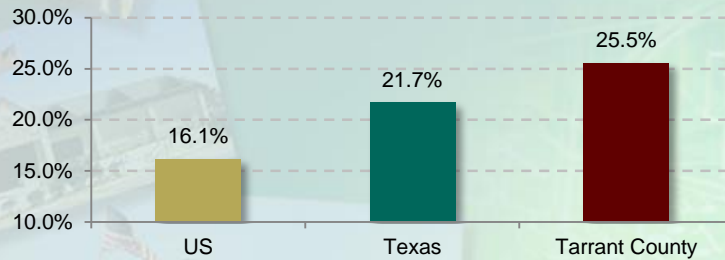
• Major employers headquartered in Fort Worth:

- Acme Brick
- Allied Electronics
- Bell Helicopter Textron
- D.R. Horton
- Alcon Laboratories
- American Airlines
- BNSF Railway Company
- Genco ATC
- Healthpoint
- Justin Brands
- RadioShack
- Pier 1 Imports
- TTI, Inc.
- Williamson-Dickie Manufacturing
- XTO Energy

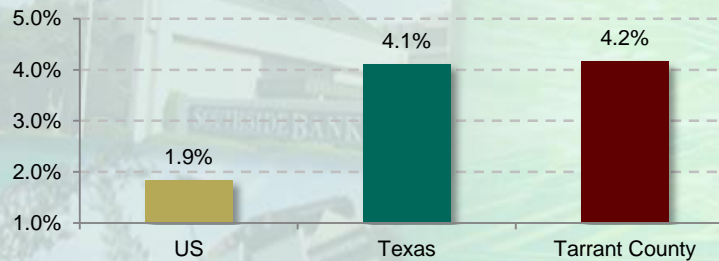
Source: SNL Financial and www.fortworthchamber.com; includes cities with at least 750,000 in total population

Fort Worth: Superior Demographics

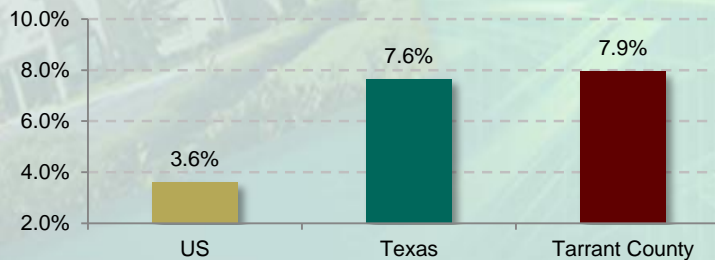
Expected Household Income Expansion (%)



Recent Population Growth (%)



Future Population Growth (%)



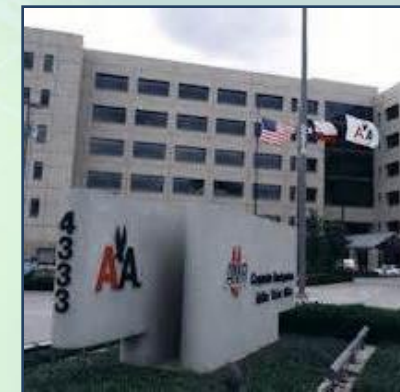
Source: SNL Financial; Tarrant County used as a Fort Worth market proxy.
Note: HHI and population growth projections are from 2013-2018. Recent population growth is for the period between 2010-2013.



New Bell Helicopters Headquarters



RadioShack



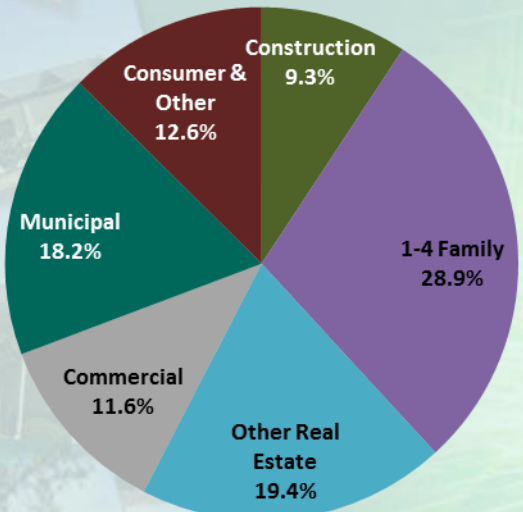
American Airlines



Alcon Labs

Loan Composition

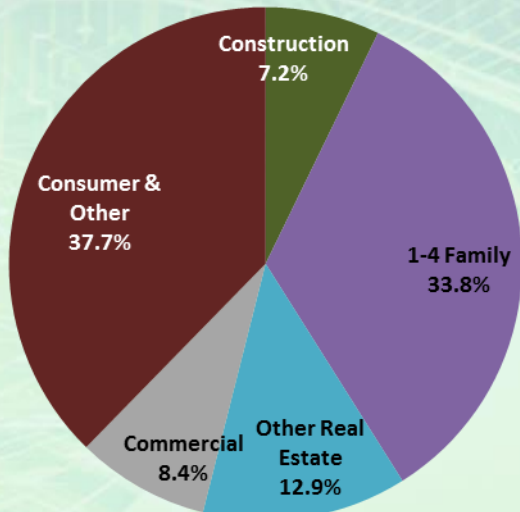
Southside



	Amount (\$mm)	% of Total
Construction	\$ 125.2	9.3%
1-4 Family	390.5	28.9%
Other Real Estate	262.5	19.4%
Commercial	157.7	11.6%
Municipal	245.6	18.2%
Consumer & Other	169.8	12.6%
Total	\$ 1,351.3	

Loans / Deposits: 53.5%
MRQ Yield on Loans: 5.73%

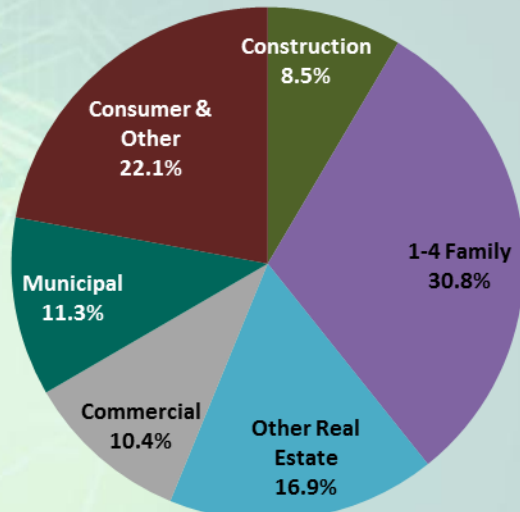
OmniAmerican



	Amount (\$mm)	% of Total
Construction	\$ 59.6	7.2%
1-4 Family	279.8	33.8%
Other Real Estate	106.6	12.9%
Commercial	69.3	8.4%
Municipal	-	0.0%
Consumer & Other	311.6	37.7%
Total	\$ 827.0	

Loans / Deposits: 102.2%
MRQ Yield on Loans: 4.58%

Combined (1)



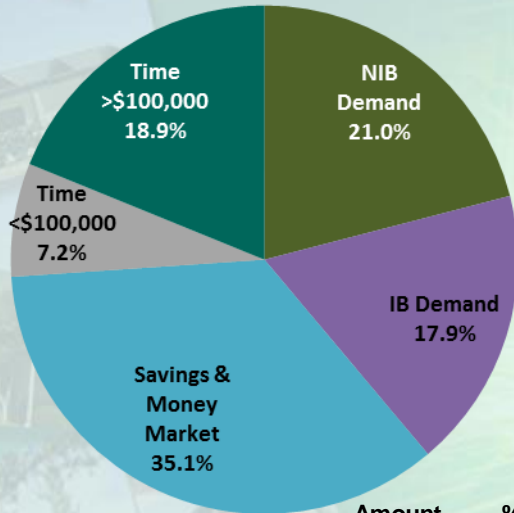
	Amount (\$mm)	% of Total
Construction	\$ 184.9	8.5%
1-4 Family	670.3	30.8%
Other Real Estate	369.1	16.9%
Commercial	227.0	10.4%
Municipal	245.6	11.3%
Consumer & Other	481.4	22.1%
Total	\$ 2,178.2	

Loans / Deposits: 65.3%
MRQ Yield on Loans: 5.28%

Source: Regulatory filings as of or for the period ended December 31, 2013.
(1)Excludes potential purchase accounting adjustments.

Deposit Composition

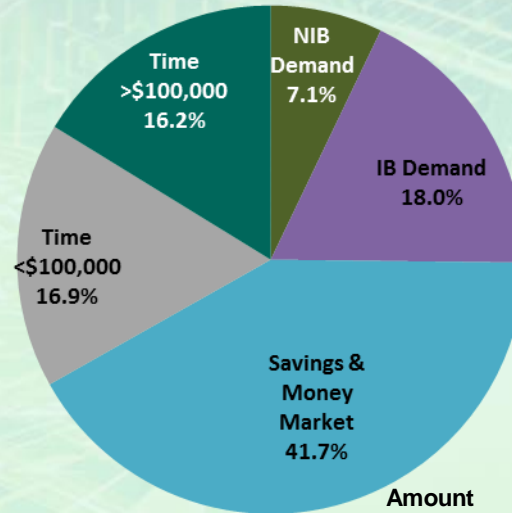
Southside



	Amount (\$mm)	% of Total
NIB Demand	\$ 529.9	21.0%
IB Demand	452.3	17.9%
Savings & Money Market	886.5	35.1%
Time <\$100,000	182.6	7.2%
Time >\$100,000	476.6	18.9%
Total	\$ 2,527.8	

MRQ Cost of Deposits: 0.34%
MRQ Cost of Funds: 0.53%

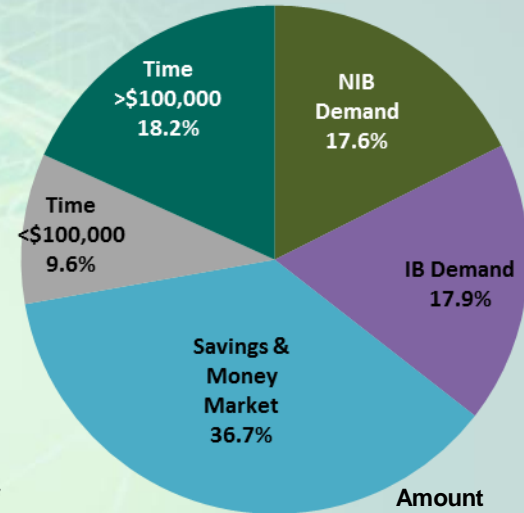
OmniAmerican



	Amount (\$mm)	% of Total
NIB Demand	\$ 58.1	7.1%
IB Demand	146.8	18.0%
Savings & Money Market	338.9	41.7%
Time <\$100,000	137.6	16.9%
Time >\$100,000	132.2	16.2%
Total	\$ 813.6	

MRQ Cost of Deposits: 0.51%
MRQ Cost of Funds: 0.59%

Combined (1)



	Amount (\$mm)	% of Total
NIB Demand	\$ 588.0	17.6%
IB Demand	599.1	17.9%
Savings & Money Market	1,225.4	36.7%
Time <\$100,000	320.2	9.6%
Time >\$100,000	608.7	18.2%
Total	\$ 3,341.4	

MRQ Cost of Deposits: 0.38%
MRQ Cost of Funds: 0.55%

Source: Regulatory filings as of or for the period ended December 31, 2013.
(1)Excludes potential purchase accounting adjustments.

OmniAmerican Financial Highlights

<i>Dollars in Thousands</i>	Year ended,			
	12/31/2010	12/31/2011	12/31/2012	12/31/2013
<u>Balance Sheet</u>				
Total Assets	1,108,419	1,336,714	1,257,349	1,391,313
Net Loans (Including HFS)	661,286	685,909	744,100	826,390
Securities	320,866	543,406	396,776	450,557
Deposits	801,158	807,634	816,302	813,574
Borrowings	99,000	320,000	226,000	364,000
Total Equity	198,627	199,024	205,578	207,142
<u>Balance Sheet Ratios</u>				
Loans / Deposits (%)	83.5	85.6	90.9	102.2
TCE / TA (%)	17.9	14.9	16.4	14.9
Tier 1 Capital Ratio (%)	26.9	23.9	24.6	22.7
Total Capital Ratio (%)	27.9	24.9	25.5	23.4
<u>Income Statement</u>				
Net Interest Income	38,944	40,714	39,184	40,627
Provision Expense	6,700	3,230	1,950	2,250
Noninterest Income	13,699	13,150	15,785	16,359
Noninterest Expense	44,001	44,823	44,443	44,983
Pre-tax Income	1,942	5,811	8,576	9,753
Net Income Available to Common Shareholders	1,657	3,967	5,698	6,427
<u>Profitability Ratios</u>				
ROAA (%)	0.15	0.31	0.43	0.48
ROAE (%)	0.86	1.98	2.81	3.12
Net Interest Margin (%)	3.77	3.45	3.21	3.30
Efficiency Ratio (%)	83.6	83.2	80.9	78.9
<u>Per Share Information</u>				
Tangible Book Value per Share (\$)	16.69	17.59	17.96	18.09
Diluted Earnings Per Share (\$)	0.15	0.37	0.55	0.61

Southside Bancshares

Appendix

Southside: A Brief Overview

Overview

- Headquartered in Tyler, TX
- Founded in 1960
- Paid a cash dividend every year since 1970
 - (5-year CAGR of 22.5%)
 - 5% stock dividend every year since 1993
- 47% market share in Tyler, TX
- Community-focused middle market institution
- 1.7 million shares owned by insiders (9.0%)

Financial Snapshot (12/31/13)

Balance Sheet (\$000s)

Total Assets	\$3,445,663
Total Net Loans	1,332,547
Total Deposits	2,527,808
Total Shareholders' Equity	259,518
Market Capitalization (\$mm) ⁽¹⁾	573.1

2013 Performance

Net Income (\$000s)	\$41,190
Return on Average Assets (%)	1.22 %
Return on Avg. S.H. Equity (%)	16.5
Efficiency Ratio (%)	55.7

Asset Quality and Capital

NPAs + 90 / Assets (%) ⁽²⁾	0.39 %
Texas Ratio (%) ⁽³⁾	5.31
TCE Ratio (%)	6.93
Total Risk-based Capital Ratio (%)	21.71

Source: SNL Financial.

(1)Market capitalization is as of April 28, 2014.

(2)NPAs include nonaccrual loans, loans 90+ days past due, accruing TDRs and OREO.

(3)Texas Ratio = NPAs / Tangible Equity + Loan Loss Reserves.

Southside Key Roles

Name	Position	Background	Years with Southside
B.G. Hartley	Chairman of the Board	<ul style="list-style-type: none"> - CEO of Southside from 1960 to 2012 - Former ABA Director and past president of Texas Taxpayers and Research Associates 	53
Sam Dawson	President & Chief Executive Officer	<ul style="list-style-type: none"> - President and Secretary from 1998 to 2012 - East Texas Medical Center and Tyler Junior College Foundation Director 	39
Lee Gibson	Senior EVP & Chief Financial Officer	<ul style="list-style-type: none"> - Past Chairman, FHLB of Dallas - Director of East Texas Boy Scout Foundation and Tyler Junior College Foundation 	29

Historical Performance

Return on Average Shareholders' Equity



Efficiency Ratio



NPAs ⁽¹⁾ / Loans + OREO



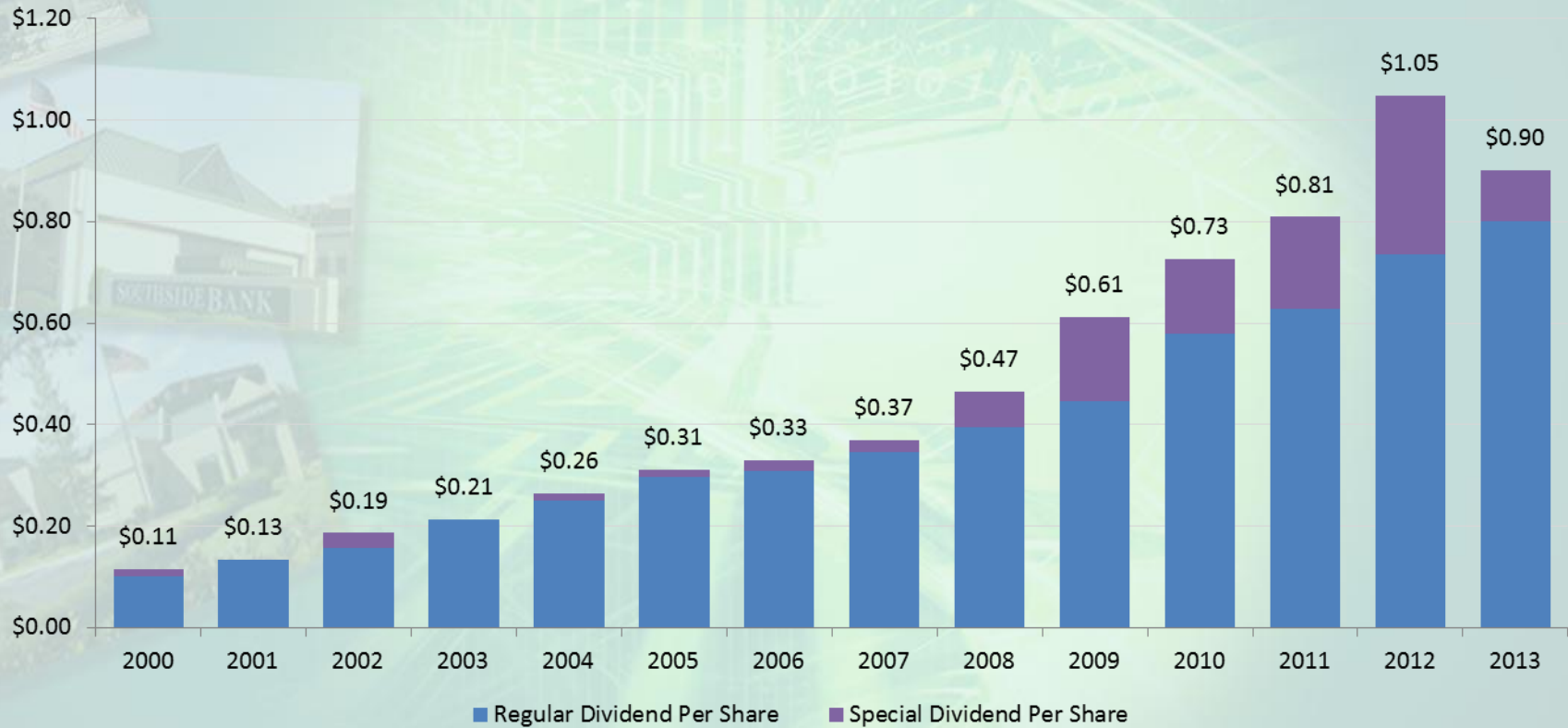
Loans / Deposits



(1) NPAs include nonaccrual loans, loans 90+ days past due, accruing TDRs and OREO.

Dividends

- Southside has paid a cash dividend every year since 1970
- In addition, we have paid an annual 5% stock dividend since 1993



Additional Information

- This document 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. In connection with the proposed merger between Southside and OmniAmerican, Southside will file with the SEC a Registration Statement on Form S-4, which will include a joint proxy statement of Southside and OmniAmerican and will constitute a prospectus of Southside. After the registration statement is declared effective by the SEC, Southside and OmniAmerican will deliver a definitive joint proxy statement/prospectus to their respective shareholders. SOUTHSIDE AND OMNIAMERICAN URGE INVESTORS AND SECURITY HOLDERS TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED MERGER WHEN IT BECOMES AVAILABLE, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. Investors and security holders may obtain (when available) copies of all documents filed with the SEC regarding the merger, free of charge, at the SEC's website (www.sec.gov). You may also obtain these documents, free of charge, from: (i) Southside's website (www.southside.com) under the tab "Investor Relations," and then under the tab "Documents"; (ii) Southside upon written request to Corporate Secretary, P.O. Box 8444, Tyler, Texas 75711; (iii) OmniAmerican's website (www.omniamerican.com) under the tab "Investor Relations," and then under the tab "SEC Filings"; or (iv) OmniAmerican upon written request to Keishi High at 1320 South University Drive, Suite 900, Fort Worth, Texas 76107.

Participants in the Solicitation

- Southside, OmniAmerican and their respective directors and executive officers may be considered participants in the solicitation of proxies from Southside and OmniAmerican shareholders in connection with the proposed merger and related matters. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of Southside and OmniAmerican shareholders in connection with the proposed merger and a description of their direct and indirect interests, by security holdings or otherwise, will be set forth in the joint proxy statement/prospectus that will be filed with the SEC. You can find information about Southside's directors and executive officers in Southside's definitive proxy statement filed with the SEC on March 14, 2014 for its 2014 Annual Meeting of Shareholders, as amended. You can find information about OmniAmerican's directors and executive officers in OmniAmerican's definitive proxy statement filed with the SEC on April 16, 2014 for its 2014 Annual Meeting of Shareholders. Additional information about Southside's directors and executive officers and OmniAmerican's directors and executive officers will also be set forth in the above-referenced preliminary Registration Statement on Form S-4 to be filed with the SEC. Investors should read the joint proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You can obtain, when available, free copies of these documents from Southside and OmniAmerican using the contact information above.



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SOUTHSIDEBANCSHARES, INC.

MEMBER FDIC NASDAQ: SBSI