



Raymond James Bank Tour **2014**

SOUTHSIDE BANCSHARES, INC.
MEMBER FDIC NASDAQ: SBSI

Southside Key Roles

Name	Position	Background	Years with Southside
Sam Dawson	President & Chief Executive Officer	<ul style="list-style-type: none"> - President and Secretary of Southside Bank from 1998 to 2012 - East Texas Medical Center and Tyler Junior College Foundation Director 	40
Lee Gibson	Senior EVP & Chief Financial Officer	<ul style="list-style-type: none"> - Past Chairman, FHLB of Dallas - East Texas Boy Scout Foundation and Tyler Junior College Foundation Director 	30
Brian McCabe	EVP & Chief Analytics Officer	<ul style="list-style-type: none"> - East Texas Lighthouse for the Blind Director - Tyler Area Chamber of Commerce Director 	31

Forward-Looking Statements

- Certain statements of other than historical fact that are contained in this document and in other written material, press releases and oral statements issued by or on behalf of 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,” “likely,” “intend,” “probability,” “risk,” “target,” “objective,” “plans,” “potential,” and similar expressions. Forward-looking statements are statements with respect to the Company’s 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 the Company’s actual results to differ materially from the results discussed in the forward-looking statements. For example, discussions about trends in asset quality, capital, liquidity, the pace of loan growth, earnings and certain market risk disclosures, including the impact of interest rate and other economic uncertainty, 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. In addition, with respect to the pending acquisition of OmniAmerican Bancorp, including future financial and operating results, Southside’s and OmniAmerican’s plans, objectives, expectations and intentions, the expected timing of completion of the merger and other statements are not historical facts. Among the key factors that could cause actual results to differ materially from those indicated by such forward-looking statements are the following: (i) the risk that a regulatory approval that may be required for the proposed mergers is not obtained or is obtained subject to conditions that are not anticipated; (ii) the risk that a condition to the closing of the mergers may not be satisfied; (iii) the timing to consummate the proposed merger; (iv) the risk that the businesses will not be integrated successfully; (v) the risk that the cost savings and any other synergies from the transaction may not be fully realized or may take longer to realize than expected; (vi) disruption from the transaction making it more difficult to maintain relationships with customers, employees or vendors; (vii) the diversion of management time on merger-related issues; and (viii) liquidity risk affecting Southside’s and OmniAmerican’s abilities to meet its obligations when they come due.
- 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.

Southside: A Brief Overview

Overview

- **Headquartered in Tyler, TX**
- **Founded in 1960**
- **Paid a cash dividend every year since 1970**
 - **(5-year CAGR of 13.9%)**
 - **5% stock dividend every year since 1993**
- **47% market share in Tyler, TX**
- **In two of the “Top American Boomtowns” – Bloomberg.**
 - **#1. Austin**
 - **#11. Ft. Worth – Arlington – Dallas**
- **Shares owned by insiders (10.0%)**

Financial Snapshot (9/30/14)

Balance Sheet (\$000s)

Total Assets	\$3,368,031
Total Loans	1,398,674
Total Deposits	2,443,564
Total Shareholders' Equity	291,109
Market Capitalization (\$mm) ⁽¹⁾	636.37

2014 Performance (nine months ended)

Net Income (\$000s)	\$24,778
Return on Average Assets (%)	0.97 %
Return on Avg. S.H. Equity (%)	11.92
Efficiency Ratio (%)	53.94

(1) Market capitalization is as of October 21, 2014.

Investment Recap

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

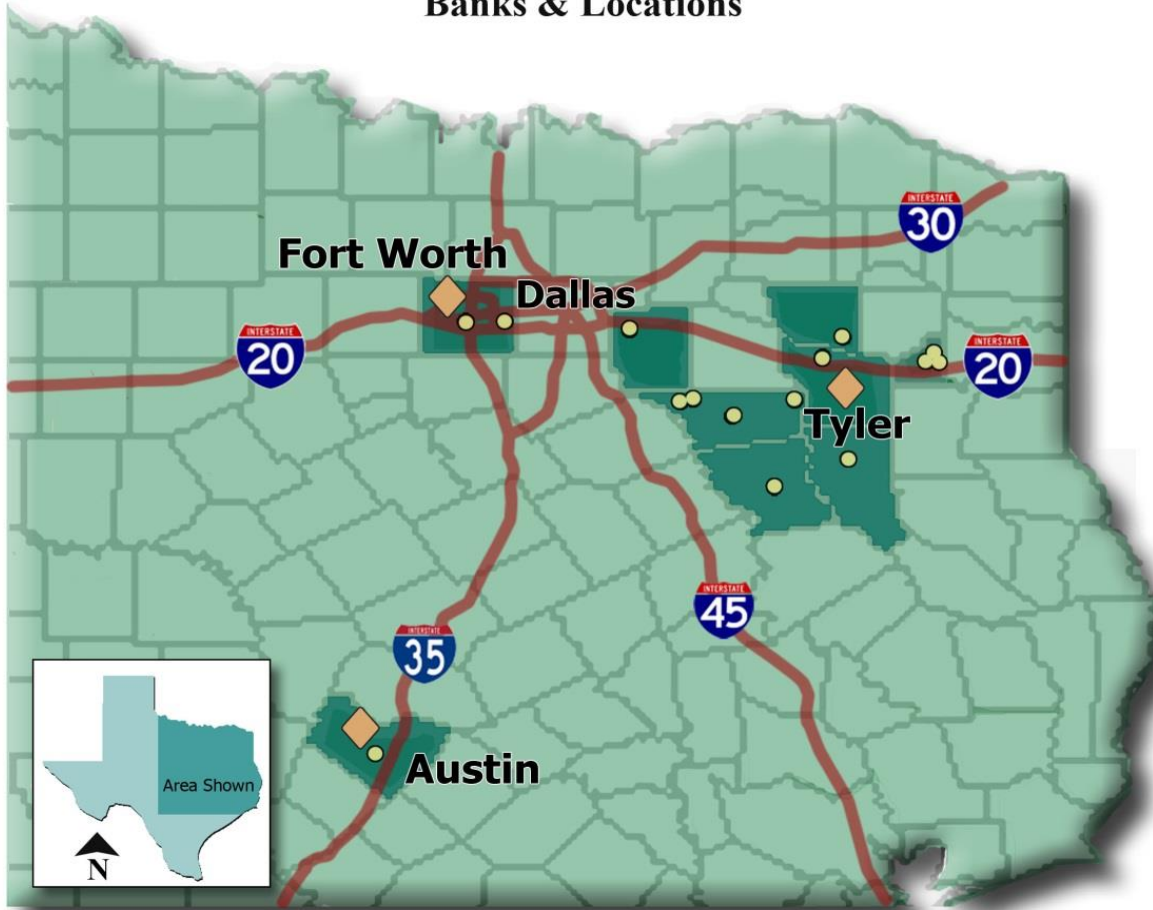
Dividends

- 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

■ Expansion Opportunities

■ Revenue Growth

■ Improve Operating Efficiency

■ Navigate Challenging

- Interest Rate Environment
- Regulatory Environment

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

April 29, 2014

SOUTHSIDE BANK
Member FDIC

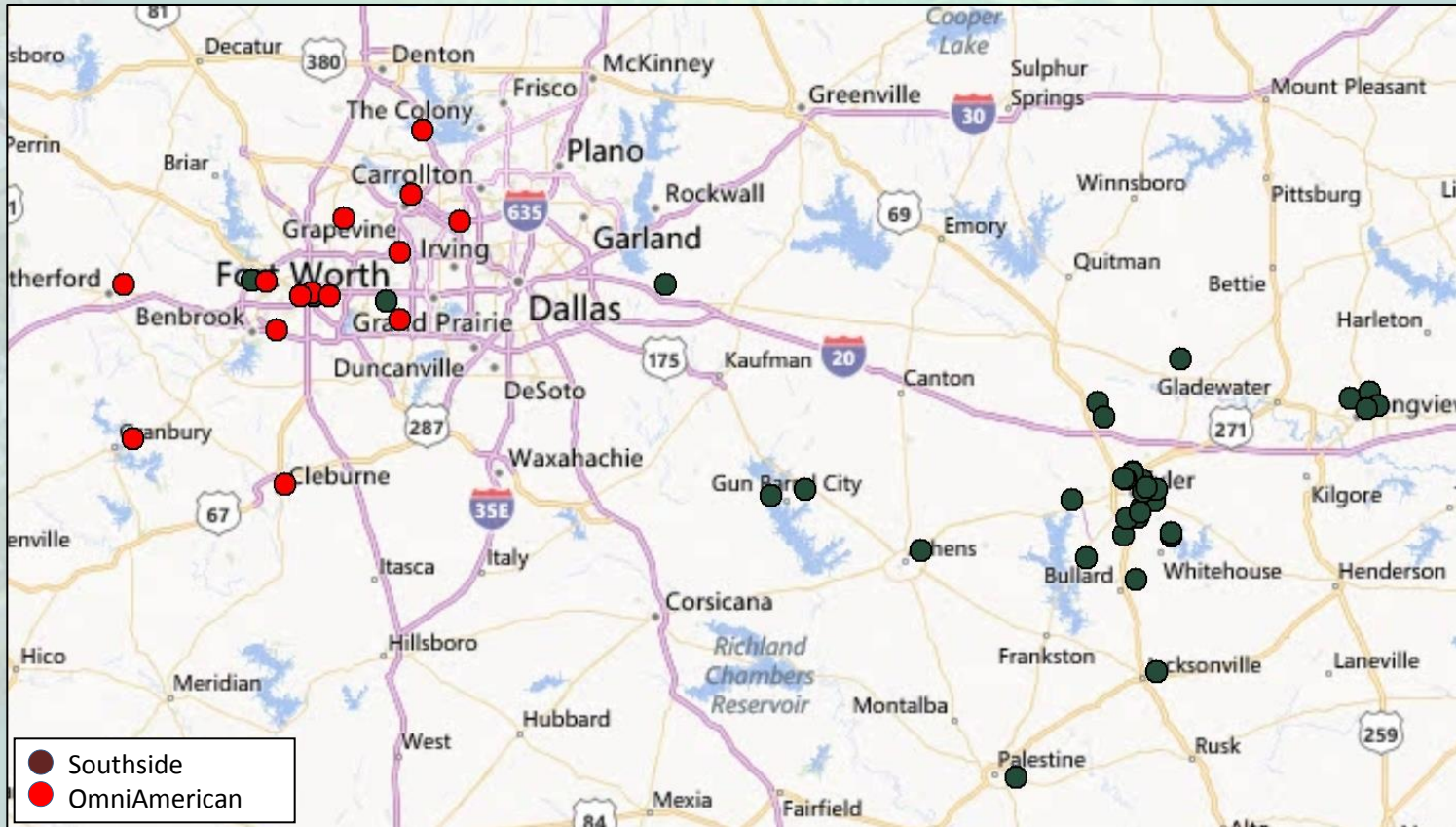
OmniAmerican[®]
Bank

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 \$750 million

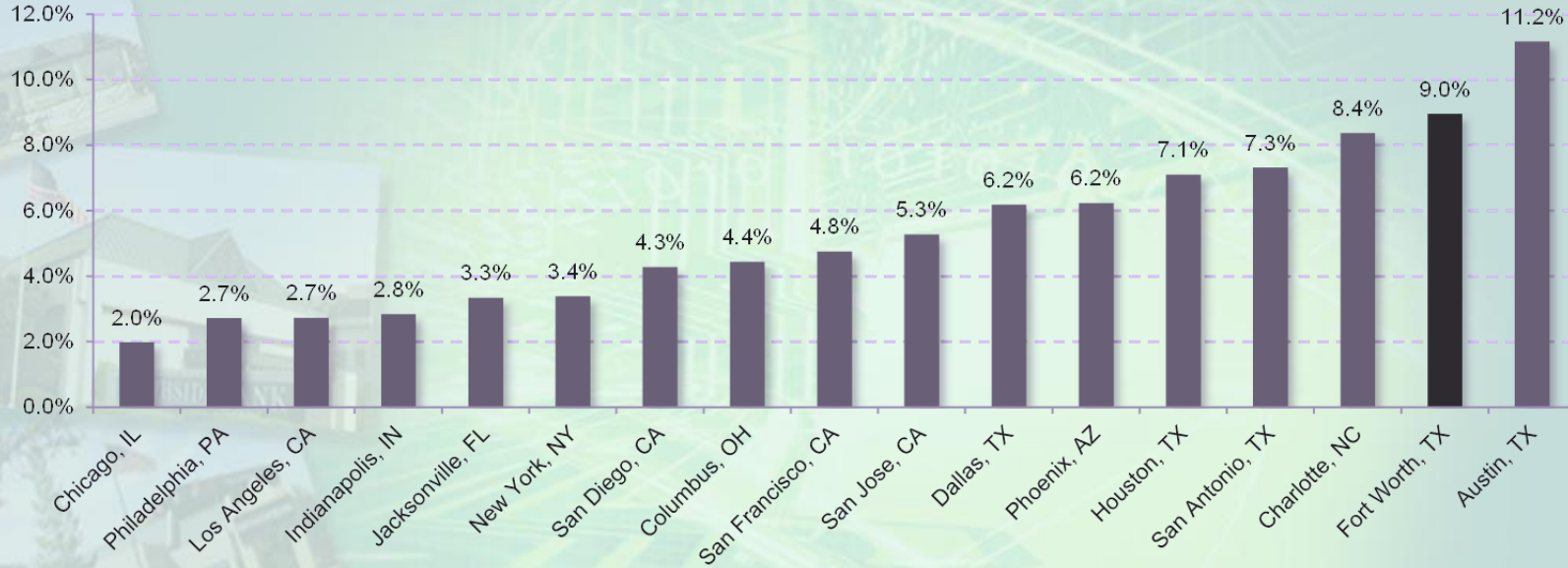
Combined Footprint

- 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)



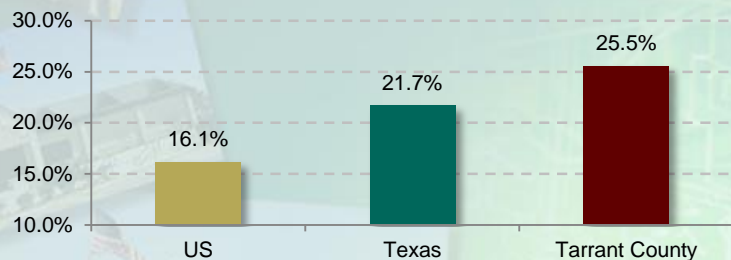
- Major employers headquartered in Fort Worth:

- Acme Brick
- 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

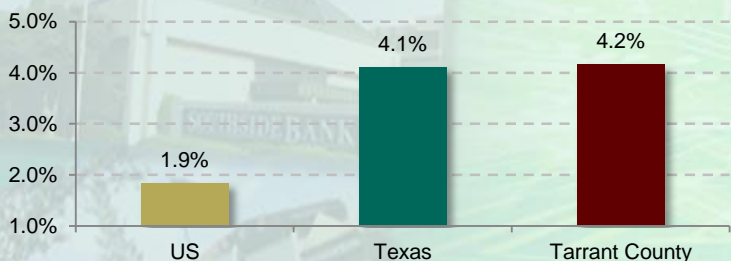
Fort Worth: Superior Demographics

Expected Household Income Expansion (%)



New Bell Helicopters Headquarters

Recent Population Growth (%)

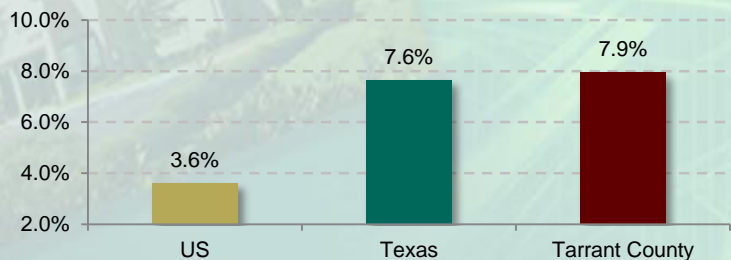


RadioShack



American Airlines

Future Population Growth (%)



Alcon Labs

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.

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 • Completed
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

Franchise Highlights

Financial Snapshot (12/31/13)

Balance Sheet (\$000s)	SOUTHSIDE BANK	Omni American <small>Bank</small>
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

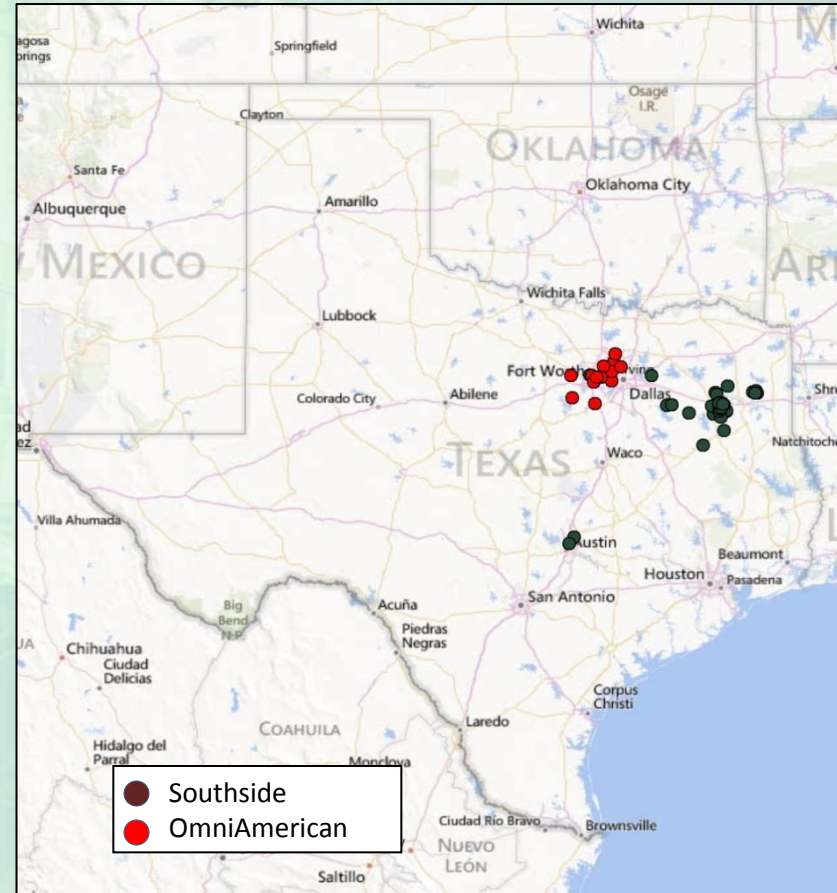
Source: SNL Financial.

(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



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.



Southside Bancshares
Appendix

Three Months Ended September 30,

	2014	2013	%Chg
Net Income (in thousands)	\$ 6,097	\$ 8,893	(31.4)%
Security Gains (Losses) (in thousands, net of tax)	\$ 760	\$ (92)	926.1%
Impairment of Investment in SFG Finance, LLC. (in thousands, net of tax)	\$ 1,478	\$ –	100.0%
Merger Related Expense (in thousands, net of tax)	\$ 307	\$ –	100.0%
EPS (diluted)	\$ 0.32	\$ 0.47	(31.9)%
ROE	8.41%	15.01%	
ROA	0.72%	1.03%	
Efficiency Ratio	55.05%	54.43%	

Nine Months Ended September 30,

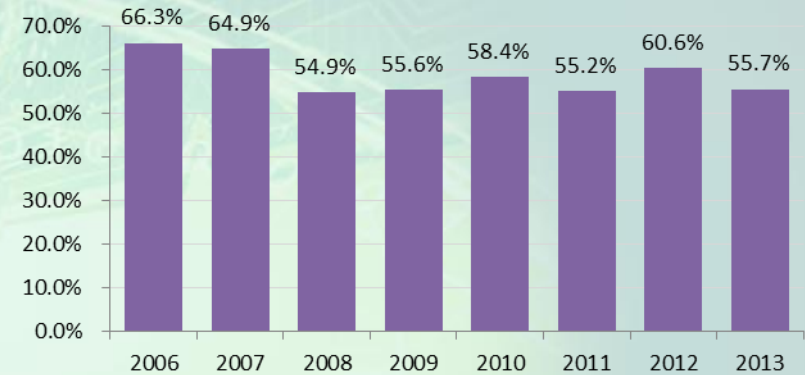
	2014	2013	%Chg
Net Income (in thousands)	\$ 24,778	\$ 29,003	(14.6)%
Security Gains (Losses) (in thousands, net of tax)	\$ 1,096	\$ 5,983	(81.7)%
Impairment of Investment in SFG Finance, LLC. (in thousands, net of tax)	\$ 1,478	\$ –	100.0%
Merger Related Expense (in thousands, net of tax)	\$ 756	\$ –	100.0%
EPS (diluted)	\$ 1.31	\$ 1.54	(14.9)%
ROE	11.92%	15.47%	
ROA	0.97%	1.16%	
Efficiency Ratio	53.94%	59.17%	

Historical Performance

Return on Average Shareholders' Equity



Efficiency Ratio



NPAs ⁽¹⁾ / Loans + OREO



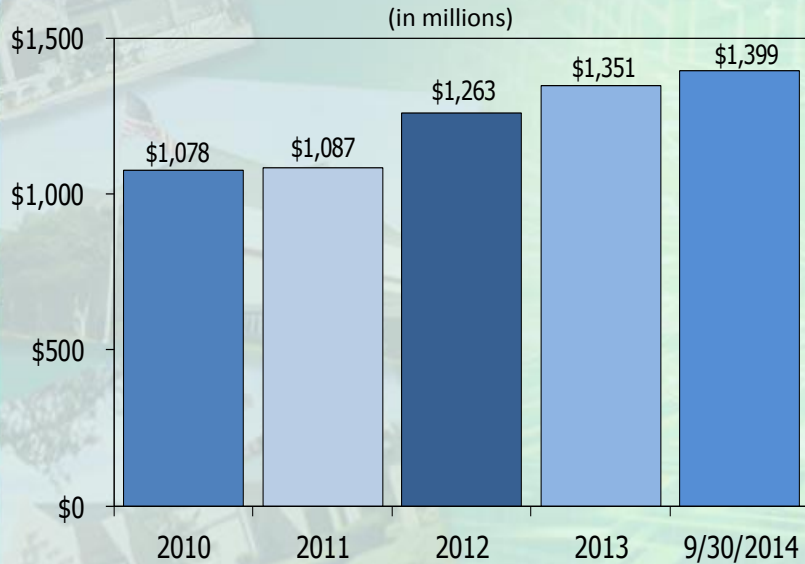
Loans / Deposits



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

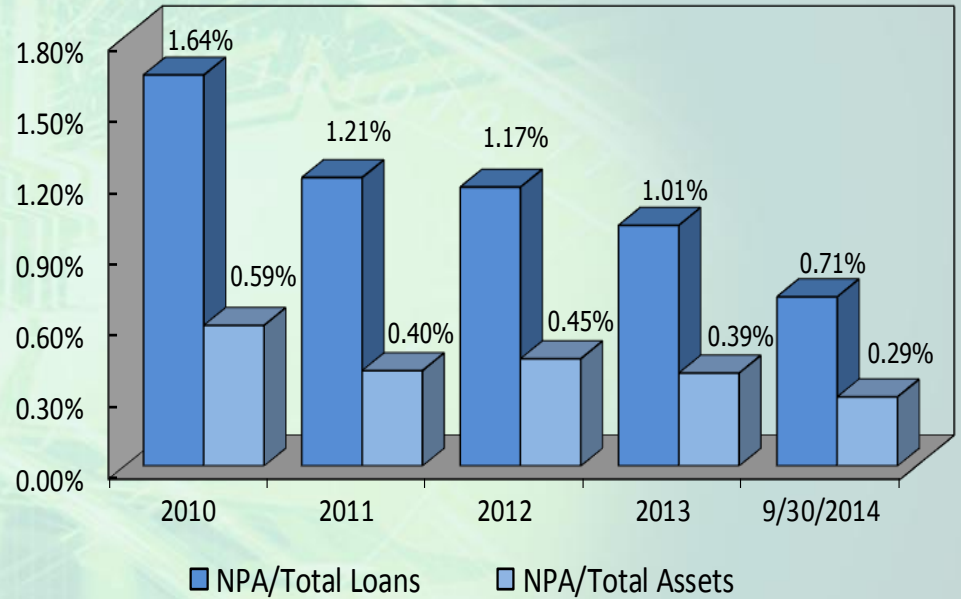
Loan Growth

Total Loans Outstanding



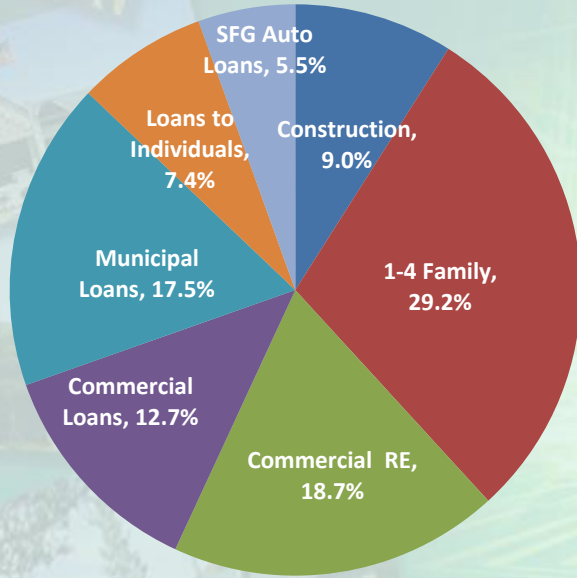
Asset Quality

Non-Performing Assets

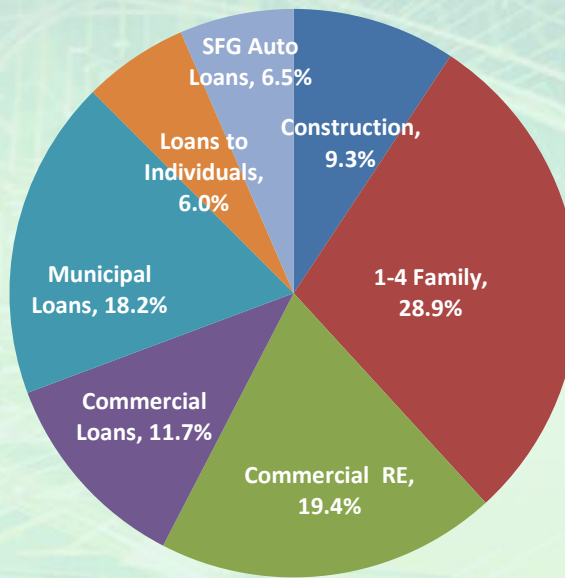


Loan Portfolio Composition

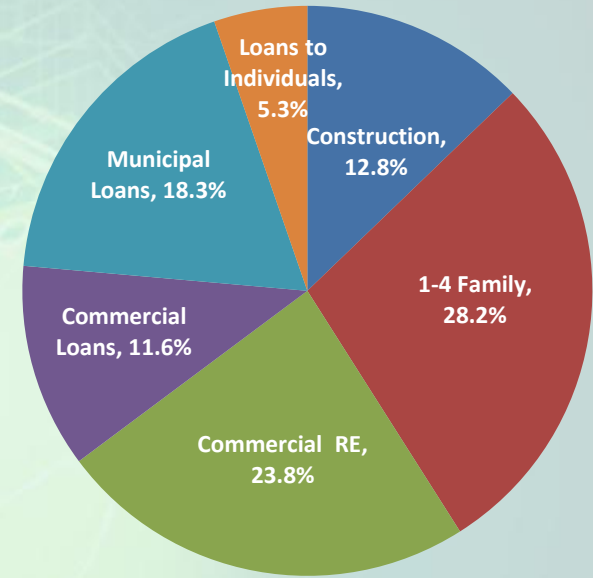
2012



2013



9/30/2014

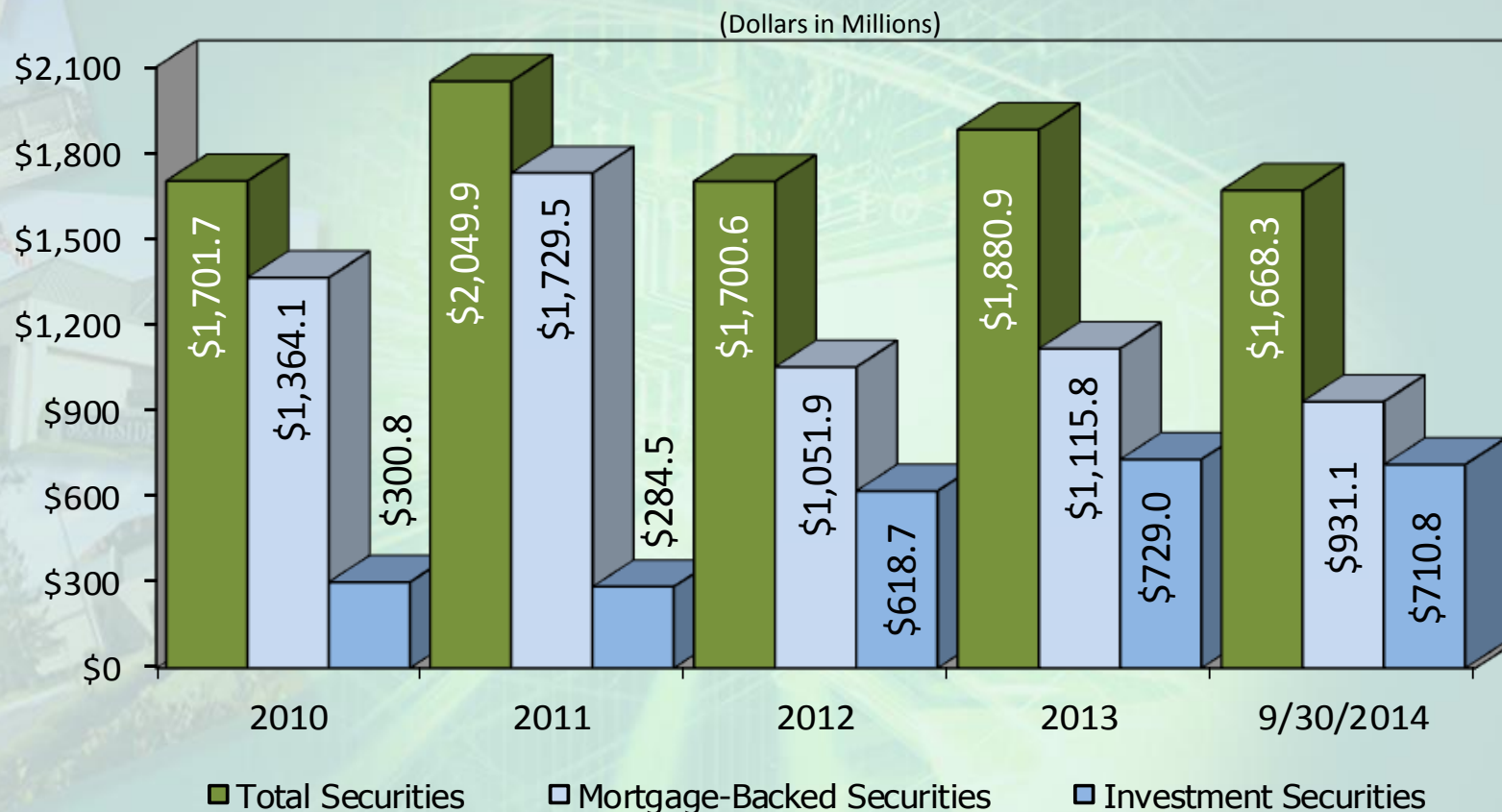


	Amount (\$mm)	% of Total
Construction	\$ 113.7	9.0%
1-4 Family	368.8	29.2%
Commercial RE	236.8	18.7%
Commercial Loans	160.1	12.7%
Municipal Loans	221.0	17.5%
Loans to Individuals	92.8	7.4%
SFG Auto Loans	69.8	5.5%
Total	\$ 1,263.0	100.0%

	Amount (\$mm)	% of Total
Construction	\$ 125.2	9.3%
1-4 Family	390.5	28.9%
Commercial RE	262.5	19.4%
Commercial Loans	157.7	11.7%
Municipal Loans	245.6	18.2%
Loans to Individuals	81.4	6.0%
SFG Auto Loans	88.4	6.5%
Total	\$ 1,351.3	100.0%

	Amount (\$mm)	% of Total
Construction	\$ 178.1	12.8%
1-4 Family	394.9	28.2%
Commercial RE	332.5	23.8%
Commercial Loans	162.4	11.6%
Municipal Loans	256.3	18.3%
Loans to Individuals	74.5	5.3%
Total	\$ 1,398.7	100.0%

Securities Portfolio



Investment Portfolio Performance

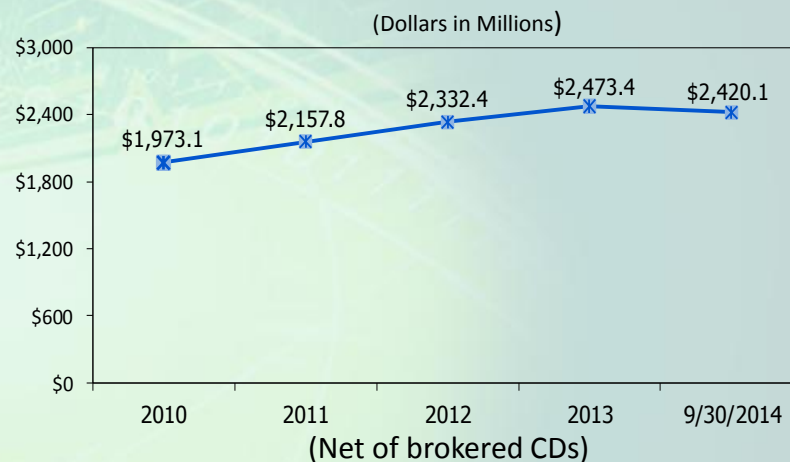
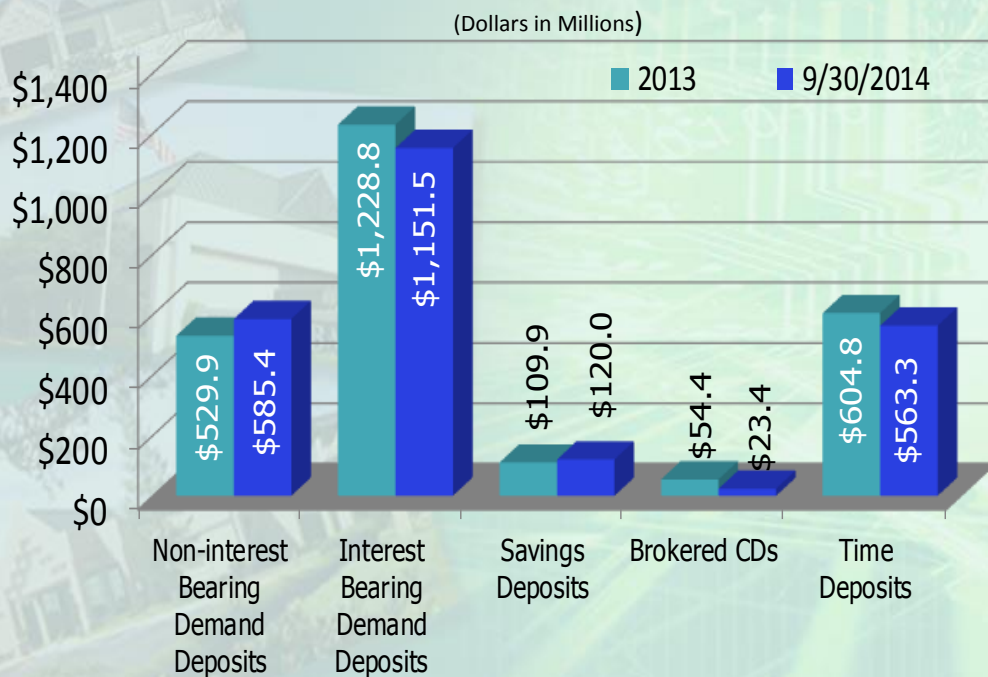
Southside Bank Performance

One Year	98 th Percentile
Three Year	90 th Percentile
Five Year	93 rd Percentile
Overall Rank	93 rd Percentile

Distributions by percentile of 5,753 banks in the U.S. based on total return; all investments marked-to-market.

Source: IDC Report Period 06/30/2014

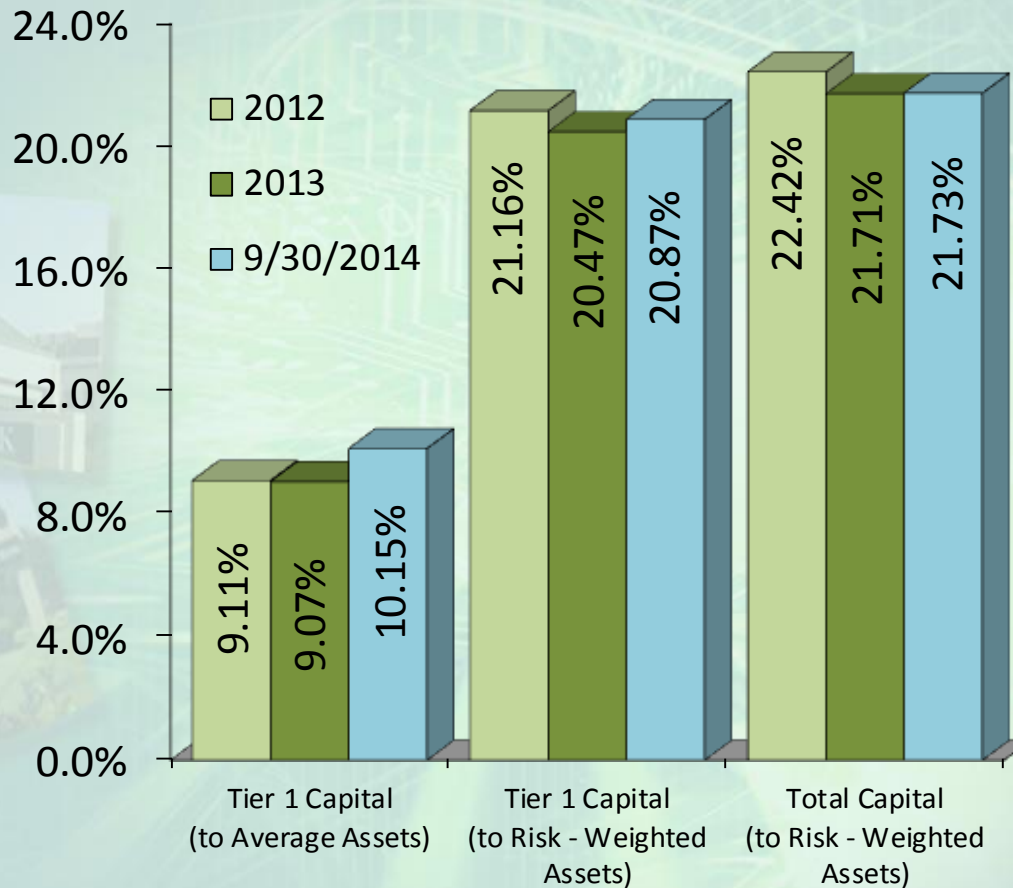
Deposit Composition and Growth



Net Interest - Spread and Margin



Capital Levels



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, on September 5, 2014, Southside filed with the SEC a joint proxy statement/prospectus of Southside and OmniAmerican which also constitutes a definitive prospectus for Southside. Southside and OmniAmerican delivered the definitive joint proxy statement/prospectus to their respective shareholders or stockholders on or about September 11, 2014. On September 16, 2014, each of Southside and OmniAmerican filed a Current Report on Form 8-K, which also constitutes additional definitive proxy statement materials for OmniAmerican and a definitive prospectus for Southside, that contained supplemental proxy statement materials. SOUTHSIDE AND OMNIAMERICAN URGE INVESTORS AND SECURITY HOLDERS TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS REGARDING THE PROPOSED MERGER, 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.



Raymond James Bank Tour **2014**

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