

INDEPENDENT BANK GROUP, INC.

**CODE OF ETHICS FOR THE
CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS**

This Code of Ethics for the Chief Executive Officer and Senior Financial Officers (this “Code of Ethics”) applies to the Chief Executive Officer, Chief Financial Officer and other senior financial officers serving in a finance, accounting, treasury, tax or investor relations role with Independent Bank Group, Inc. (the “Company”). For the purposes of this Code of Ethics, the Company’s Senior Financial Officers are its Principal Financial Officer and its Principal Accounting Officer. The Company expects all of its employees to act in accordance with the highest standards of personal and professional integrity in all aspects of their activities, to comply with all applicable laws, rules and regulations, to deter wrongdoing and abide by the Independent Bank Group Code of Conduct (the “Code of Conduct”) and other policies and procedures adopted by the Company or its subsidiaries that govern the conduct of directors, officers and employees. This Code of Ethics is intended to supplement the Code of Conduct applicable to all directors and executive officers of the Company and its subsidiaries.

You agree to:

1. Engage in and promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships that may affect the Company or any of its subsidiaries;
2. Avoid conflicts of interest and to disclose to the Chair of the Audit Committee of the Board of Directors of the Company (the “Board of Directors”) any transaction or relationship that reasonably could be expected to give rise to such a conflict of interest;
3. Take all reasonable measures to protect the confidentiality of non-public information about the Company or its subsidiaries and their respective customers obtained or created in connection with your employment with the Company and to prevent the unauthorized disclosure of such information unless required by applicable law or regulation or legal or regulatory process;
4. Produce full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company or its subsidiaries files with, or submits to, the Securities and Exchange Commission (the “SEC”), the Board of Governors of the Federal Reserve System, the Federal Deposit Insurance Corporation, the Texas Department of Banking and other regulators and in other public communications made by the Company or its subsidiaries;
5. Comply with applicable laws, rules and regulations of federal, state, and local governments, as well as the rules and regulations of other appropriate private and public regulatory agencies; and
6. Promptly report illegal or unethical conduct regarding financial statement disclosures, accounting matters, internal accounting controls or auditing matters by any director, officer or employee that has occurred, is occurring or may occur

and of which you are aware, including any possible violations of this Code of Ethics to the Chair of the Audit Committee or as stipulated in the Code of Conduct.

You are prohibited from directly or indirectly engaging in any act or omission to improperly influence, coerce, manipulate or mislead the independent registered public accounting firm that is the independent auditor of the consolidated financial statements of the Company and its consolidated subsidiaries for the purpose of rendering the consolidated financial statements of the Company and its subsidiaries misleading.

You understand that you will be held accountable for your adherence to this Code of Ethics. Your failure to observe the terms of this Code of Ethics may result in disciplinary action, up to and including the possible termination of employment and the requirement that you return to the Company a portion of the compensation previously paid to you by the Company. Violations of this Code of Ethics may also constitute violations of law and may result in civil and criminal penalties for you, your supervisors and/or the Company and its subsidiaries.

You understand that the Board of Directors shall have sole and absolute authority to approve any amendment to and/or waiver from this Code of Ethics. Any amendment to and/or waiver from this Code of Ethics for any of these officers shall be promptly disclosed in accordance with SEC regulations and applicable law and any applicable rules of each national securities exchange on which securities of the Company are listed for trading.

The Chief Executive Officer and the Senior Financial Officers of the Company (as determined from time to time by the Board of Directors) will be required to acknowledge and confirm compliance to the foregoing annually.

Approved by the Board of Directors, on February 21, 2013.

I acknowledge that I have received, read and understand the requirements of this Code of Ethics and my obligations to comply therewith.

Please sign here: _____ Date: _____

Please print your name: _____