

Hilltop Holdings Inc.  
Form 425  
September 03, 2014

Fourth Quarter Fiscal 2014  
SWS Group Conference Call  
September 3, 2014

1  
Filed  
by  
SWS  
Group,  
Inc.  
Pursuant  
to  
Rule  
425  
of  
the  
Securities  
Act  
of

1933  
and  
deemed  
filed  
pursuant  
to  
Rule  
14a-12  
of  
the  
Securities  
Exchange  
Act  
of  
1934  
Subject  
Company:  
Hilltop  
Holdings,  
Inc.  
(Commission  
File  
No.  
for  
Registration  
Statement  
on  
Form  
S-4:  
333-196367)  
The  
following  
Earnings  
Presentation  
was  
used  
in  
SWS  
Group,  
Inc. s  
quarterly  
earnings  
conference  
call  
on  
Wednesday,  
September  
3,  
2014  
at

10:00  
a.m.  
Eastern  
Time  
(9:00  
a.m.  
Central  
Time):

Forward-Looking Statements

This presentation contains forward-looking statements.

Readers are cautioned that any forward-

looking  
statements,  
including  
those  
predicting  
or  
forecasting  
future  
events  
or  
results,  
which  
depend  
on  
future  
events  
for  
their  
accuracy,  
embody  
projections  
or  
assumptions,  
or  
express  
the  
intent,  
belief  
or  
current  
expectations  
of  
the  
company  
or  
management,  
are  
not  
guarantees  
of  
future  
performance  
and  
involve  
risks  
and  
uncertainties.  
Actual  
results  
may

differ  
materially  
as  
a  
result  
of  
various  
factors,  
some  
of  
which  
are  
out  
of  
our  
control,  
including,  
but  
not  
limited  
to,  
volume  
of  
trading  
in  
securities,  
volatility  
and  
general  
level  
of  
securities  
prices  
and  
interest  
rates,  
liquidity  
in  
capital  
markets,  
availability  
of  
borrowings  
under  
broker  
loan  
lines,  
credit  
agreements  
and

credit  
facilities,  
customer  
margin  
loan  
activity,  
credit-worthiness  
of  
our  
correspondents,  
trading  
counterparties  
and  
customers,  
the  
ability  
of  
our  
borrowers  
to  
meet  
their  
contractual  
obligations,  
the  
value  
of  
the  
collateral  
securing  
the  
loans  
that  
we  
hold,  
demand  
for  
real  
estate  
and  
investment  
banking  
services,  
general  
economic  
conditions,  
especially  
in  
Texas  
and

New Mexico, changes in the commercial lending and regulatory environments, the ability to meet regulatory capital requirements, the failure to consummate or delay in consummating the proposed transaction with Hilltop Holdings Inc. ( Hilltop ) for other reasons, the risk that a regulatory approval that may be required for the proposed transaction



is  
delayed,  
is  
not  
obtained  
or  
is  
obtained  
subject  
to  
conditions  
that  
are  
not  
anticipated,  
and  
other  
factors  
discussed  
in  
our  
most  
recent  
Annual  
Report  
on  
Form  
10-K,  
Quarterly  
Report  
on  
Form  
10-Q,  
and  
in  
our  
other  
reports  
filed  
with  
and  
available  
from  
the  
Securities  
and  
Exchange  
Commission.  
2

Use of Non-GAAP Measures (Slides 4, 8, 9 & 16)

3

SWS

Group,

Inc.

( SWS

or

the

Company )

has

included

presentations

of  
Fully  
Diluted  
Tangible  
Book  
Value  
Per  
Share  
(Slide  
#4 and #8),  
Adjusted  
Pre-tax  
Loss  
(Slide  
#9)  
and  
Adjusted  
Compensation  
Ratio  
(Slide #16).  
Fully  
Diluted  
Tangible  
Book  
Value  
Per  
Share  
reflects  
book  
value  
per  
share,  
less  
goodwill, assuming  
exercise of all the Company's outstanding warrants and resulting repayment of the  
\$100 million loan from Hilltop and Oak Hill.  
Adjusted  
Pre-tax  
Loss  
is  
income  
(loss) before  
income  
tax  
expense,  
excluding  
the  
impact  
of  
the

valuation  
adjustment  
for  
the  
warrants  
held  
by Hilltop  
and  
Oak  
Hill,  
the  
impact  
of  
legal  
and  
financial  
advisory  
fee  
expenses  
associated  
with  
the proposed  
merger  
with  
Hilltop  
Holdings,  
Inc.  
and  
the  
impact  
of  
the  
loan  
loss  
recapture  
for  
the  
banking segment.  
The  
Adjusted  
Compensation  
Ratio  
is  
the  
ratio  
of  
commissions  
and  
other  
employee compensation

to  
net  
revenues  
adjusted  
for  
the  
exclusion  
of  
interest  
expense  
on  
the  
\$100  
million  
loan from  
Hilltop  
and  
Oak  
Hill.  
Fully  
Diluted  
Tangible  
Book  
Value  
Per  
Share, Adjusted  
Pre-tax  
Loss  
and  
the  
Adjusted  
Compensation  
Ratio  
are  
non-GAAP  
financial  
measures  
as defined  
in  
Item  
10(e)  
of  
Regulation  
S-K.  
SWS  
believes  
that  
the  
presentation  
of

these  
non-GAAP financial  
measures  
provides  
useful  
information  
by  
excluding  
these  
items,  
which  
SWS  
believes  
may  
not be  
indicative  
of  
the  
Company's  
core  
operating  
results.  
While  
management  
believes  
these  
non-GAAP financial  
measures  
are  
useful  
in  
evaluating  
SWS,  
this  
information  
should  
be  
considered  
as supplemental  
in  
nature  
and  
not  
as  
a  
substitute  
for,  
or  
superior  
to,

the  
related  
financial  
information prepared  
in  
accordance  
with  
GAAP.

4

Fully Diluted Tangible Book Value (Non-GAAP)\*

\*See discussion of Non-GAAP reconciliation on Slide #3

(in thousands)

6/30/14

6/30/13

Book Value

309,872

315,286

Less: Goodwill

(7,552)



(7,552)  
 Tangible Book Value  
 302,320  
 307,734  
 Pro-forma Adjustments:  
 New equity from full warrant exercise  
 100,000  
 100,000  
 Total recorded value of debt and warrants  
 115,565  
 107,299  
 Less: Extinguishment of debt and warrants  
 (100,000)  
 (100,000)  
 Less: Unamortized debt issuance costs  
 (1,025)  
 (1,517)  
 Embedded gain on exercise before tax  
 14,540  
 5,782  
 Less: Taxes (at 35%)  
 (5,089)  
 (2,024)  
 Embedded gain after tax  
 9,451  
 3,758  
 Pro-forma Tangible Book Value  
 411,771  
 411,492  
 Shares Outstanding  
 32,757  
 32,629  
 Deferred compensation shares  
 311  
 302  
 Warrant shares  
 17,391  
 17,391  
 Pro-forma shares outstanding  
 50,459  
 50,322  
 Pro-forma Tangible Book Value per Share  
 \$8.16  
 \$8.18

Presenters

Presenters:

James H. Ross

President & CEO

SWS Group, Inc.

J. Michael Edge

SVP & CFO

SWS Group, Inc.

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Agenda  
Opening Remarks  
Chief Financial Officer's Report  
Questions  
6

Opening Remarks  
Merger with Hilltop Holdings  
Business segments posted pre-tax profits for quarter and year  
Continued Bank improvement  
Broker  
(87% of Q4 Revenues)  
Bank  
(13% of Q4 Revenues)  
Retail  
153 Reps  
\$15.4 billion in  
customer assets

Institutional  
46 Reps  
\$2.1 billion daily  
average stock  
loan book  
\$7.3 billion  
municipal new  
issue volume  
Clearing  
159,816 tickets  
\$16.9  
billion in  
assets under  
custody  
2.91% net interest  
margin  
\$1.3  
billion in assets  
25.5% total risk-based  
capital and 14.1 % core  
capital ratios  
\$41.3 million classified  
assets including \$22.9  
million non-performing  
assets

7

Fourth Quarter & Fiscal 2014 Overview

8

Three Months Ended

Twelve Months Ended

(\$ in thousands, except per share amounts)

6/30/14

6/30/13

6/30/14

6/30/13

Revenues

\$73,822

\$68,578

\$311,288

\$318,114

Net Revenues

63,207

55,445

266,362

271,653

Pre-tax Income (Loss)

637

(3,712)

(6,110)

(6,690)

Net Loss

(304)

(32,452)

(7,078)

(33,445)

Diluted EPS

Loss

(0.01)

(0.99)

(0.21)

(1.02)

Book Value Per Share

9.46

9.66

Fully Diluted

Tangible Book Value Per Share\*

8.16

8.18

\*See discussion of Non-GAAP reconciliation on Slides #3 and calculation on Slide #4

9

Adjusted Pre-tax Loss (Non-GAAP)\*

\*See discussion of Non-GAAP reconciliation on Slide #3

Three Months

Ended

Twelve Months

Ended

(in thousands)

6/30/14

6/30/13

Change

6/30/14



6/30/13  
 Change  
 Income (loss)  
 before income tax expense  
 \$ 637  
 \$ (3,712)  
 \$ 4,349  
 \$ (6,110)  
 \$ (6,690)  
 \$ 580  
 Valuation adjustment  
 for warrants  
 (3,237)  
 (3,877)  
 640  
 3,599  
 (3,613)  
 7,212  
 Merger-related expenses  
 1,431  
 --  
 1,431  
 3,787  
 --  
 3,787  
 Loan loss recapture  
 (492)  
 (6,268)  
 5,776  
 (5,361)  
 (7,718)  
 2,357  
 Adjusted Pre-tax Loss  
 (Non-GAAP)  
 \$(1,661)  
 \$(13,857)  
 \$12,196  
 \$(4,085)  
 \$(18,021)  
 \$13,936

SWS Priorities

10

Improve operating results

Address impact of challenging markets

Continue improvement at Bank

11  
Chief Financial Officer's Report  
\*  
\*  
\*  
\*  
\*  
\*  
\*

12  
6/30/14  
3/31/14  
%Change  
6/30/13  
%Change  
Operating Revenues:  
Clearing Operations  
\$ 2,163  
\$ 2,170  
(0.3)  
\$ 2,321

(6.8)  
 Commissions  
 28,976  
 30,247  
 (4.2)  
 30,655  
 (5.5)  
 Investment Banking & Advisory  
 8,918  
 9,704  
 (8.1)  
 13,894  
 (35.8)  
 Net Gains on Principal Transactions  
 5,812  
 8,203  
 (29.1)  
 (7,768)  
 >100  
 Other  
 6,387  
 4,891  
 30.6  
 4,822  
 32.5  
 Total Operating Revenues  
 \$52,256  
 \$55,215  
 (5.4)  
 \$43,924  
 19.0  
 Net Interest Income:  
 Brokerage  
 \$ 5,300  
 \$ 5,150  
 2.9  
 \$ 5,406  
 (2.0)  
 SWS Group, Inc.  
 (3,255)  
 (3,221)  
 (1.1)  
 (3,186)  
 (2.2)  
 Bank  
 8,906  
 8,530  
 4.4  
 9,301  
 (4.2)

Total Interest Income

10,951

10,459

4.7

11,521

(4.9)

Total Net Revenue

\$63,207

\$65,674

(3.8)

\$55,445

14.0

Fourth Quarter Fiscal 2014 Net Revenues

(\$ in Thousands)

13  
Fiscal 2014 Net Revenues  
(\$ in Thousands)  
12 Months Ended  
6/30/14  
6/30/13  
Change  
% Change  
Operating Revenues:  
Clearing Operations  
\$ 8,839  
\$ 8,719

\$	120
1.4	
Commissions	
119,534	
125,620	
(6,086)	
(4.8)	
Investment Banking & Advisory	
40,021	
45,255	
(5,234)	
(11.6)	
Net Gains on Principal Transactions	
29,655	
17,395	
12,260	
70.5	
Other	
26,172	
23,775	
2,397	
10.1	
Total Operating Revenues	
\$224,221	
\$220,764	
\$ 3,457	
1.6	
Net Interest Income:	
Brokerage	
\$ 19,994	
\$ 21,773	
\$(1,779)	
(8.2)	
SWS Group, Inc.	
(12,967)	
(12,307)	
(660)	
(5.4)	
Bank	
35,114	
41,423	
(6,309)	
(15.2)	
Total Interest Income	
42,141	
50,889	
(8,748)	
(17.2)	
Total Net Revenue	
\$266,362	



\$271,653  
\$(5,291)  
(1.9)

14  
6/30/14  
3/31/14  
%Change  
6/30/13  
%Change  
Operating Expenses:  
Commissions and Other  
Employee Compensation  
\$46,388  
\$48,753  
(4.9)

\$48,908  
(5.2)  
Occupancy, Equipment and  
Computer Service Costs  
7,457  
7,676  
(2.9)  
8,189  
(8.9)  
Communications  
3,341  
3,384  
(1.3)  
3,352  
(0.3)  
Floor Brokerage and Clearing  
Organization Charges  
1,121  
1,189  
(5.7)  
1,027  
9.2  
Advertising and Promotional  
530  
459  
15.5  
714  
(25.8)  
Other  
7,462  
7,217  
3.4  
7,112  
4.9  
Total Non-provision  
Operating Expenses  
\$66,299  
\$68,678  
(3.5)  
\$69,302  
(4.3)  
Loan Loss Recapture  
(492)  
(1,578)  
(68.8)  
(6,268)  
(92.2)  
Valuation Adjustment for Warrants  
(3,237)  
6,745

>100

(3,877)

(16.5)

Total Operating Expenses and

Valuation Adjustment for Warrants

\$62,570

\$73,845

(15.3)

\$59,157

5.8

Fourth Quarter Fiscal 2014 Expenses

(\$ in Thousands)

15

Fiscal 2014 Expenses

(\$ in Thousands)

12 Months Ended

6/30/14

6/30/13

Change

%Change

Operating Expenses:

Commissions and Other

Employee Compensation

\$196,470

\$207,246  
 \$(10,776)  
 (5.2)  
 Occupancy, Equipment and  
 Computer Service Costs  
 30,614  
 31,278  
 (664)  
 (2.1)  
 Communications  
 13,435  
 13,277  
 158  
 1.2  
 Floor Brokerage and Clearing  
 Organization Charges  
 4,495  
 3,940  
 555  
 14.1  
 Advertising and Promotional  
 2,251  
 3,041  
 (790)  
 (26.0)  
 Other  
 26,969  
 30,892  
 (3,923)  
 (12.7)  
 Total Non-provision Operating Expenses  
 \$274,234  
 \$289,674  
 \$(15,440)  
 (5.3)  
 Loan Loss Recapture  
 (5,361)  
 (7,718)  
 2,357  
 30.5  
 Valuation Adjustment for Warrants  
 3,599  
 (3,613)  
 7,212  
 >100  
 Total Operating Expenses and Valuation  
 Adjustment for Warrants  
 \$272,472  
 \$278,343  
 \$ (5,871)

(2.1)

16

Compensation Ratios

(\$ in Thousands)

Three Months Ended

6/30/14

3/31/14

6/30/13

Commissions and Other Employee Compensation

\$46,388

\$48,753

\$48,908

Net Revenues



\$63,207

\$65,674

\$55,445

GAAP Compensation Ratio

73.4%

74.2%

88.2%

Adjusted Compensation Ratio (Non-GAAP)\*:

Three Months Ended

6/30/14

3/31/14

6/30/13

Commissions and Other Employee Compensation

\$46,388

\$48,753

\$48,908

Net Revenues

\$63,207

\$65,674

\$55,445

Interest Expense on Hilltop/Oak Hill Loan

\$ 3,355

\$ 3,310

\$ 3,186

Adjusted Net Revenues (Non-GAAP)\*

\$66,562

\$68,984

\$58,631

Adjusted Compensation Ratio (Non-GAAP)\*

69.7%

70.7%

83.4%

\*See

discussion

of

Non-GAAP

reconciliation

on

Slide

#3

Warrant Valuation

6/30/14

3/31/14

6/30/13

Derived Volatility

28%

30%

51%

Price

\$ 7.28

\$ 7.48

\$ 5.45

Valuation  
(in millions)  
\$ 27.8  
\$ 31.0  
\$ 24.2  
Adjustment  
(in millions)  
\$ (3.2)  
\$ 6.7  
\$ (3.9)  
17

Segment Results

(In Thousands)

18

3 Months Ended

% Change

12 Months Ended

% Change

6/30/14

6/30/13

6/30/14

6/30/13

Clearing

Net Revenues  
 \$ 5,151  
 \$ 4,748  
 8.5  
 \$ 20,244  
 \$ 18,938  
 6.9  
 Pre-Tax  
 \$ 1,195  
 \$ 56  
 >100  
 \$ 3,286  
 \$ (481)  
 >100  
 Retail  
 Net Revenues  
 \$26,826  
 \$28,453  
 (5.7)  
 \$112,457  
 \$110,440  
 1.8  
 Pre-Tax  
 \$ 1,984  
 \$ 1,343  
 47.7  
 \$ 9,593  
 \$ 2,498  
 >100  
 Institutional  
 Net Revenues  
 \$25,094  
 \$16,329  
 53.7  
 \$108,211  
 \$107,947  
 0.2  
 Pre-Tax  
 \$ 5,275  
 \$(3,229)  
 >100  
 \$ 23,515  
 \$ 20,866  
 12.7  
 Bank  
 Net Revenues  
 \$ 9,205  
 \$10,157  
 (9.4)  
 \$ 37,051

\$ 44,101  
(16.0)  
Pre-Tax  
\$ 2,168  
\$ 7,303  
(70.3)  
\$ 10,754  
\$ 12,742  
(15.6)

Key Metrics

19

6/30/14

3/31/14

%Change

6/30/13

%Change

Clearing Transactions Processed

159,816

186,059

(14.1)

197,423

(19.0)

Representatives:

PCG

153

157

(2.5)

167

(8.4)

Fixed Income

46

50

(8.0)

64

(28.1)

Independent Contractors

278

279

(0.4)

297

(6.4)

Correspondents

141

145

(2.8)

151

(6.6)

Total Loan Officers

20

22

(9.1)

32

(37.5)

Total Employees

892

923

(3.4)

1,055

(15.5)

Retail Client Assets (\$ in billions)

\$15.4

\$15.0

2.7

\$14.3

7.7

Balances (\$ in millions):

Avg. Margin Balances

\$236.9

\$238.9

(0.8)

\$232.2



2.0  
Avg. Credit Balances  
\$317.9  
\$335.5  
(5.2)  
\$309.7  
2.6  
Avg. Stock Loan Balances  
\$2,106.8  
\$1,914.3  
10.1  
\$1,648.7  
27.8  
Net Capital (\$ in millions)  
\$156.4  
\$148.2  
5.5  
\$141.1  
10.8

Classified Assets

20

(\$ in Thousands)

6/30/14

3/31/14

6/30/13

Non-accrual Loans

\$14,321

\$14,388

\$22,446

Performing Troubled Debt Restructurings

3,673

4,819

5,349

REO & Other Repossessed Assets

4,875

5,880

10,165

Total Non-performing Assets

\$22,869

\$25,087

\$37,960

Current Classified Assets

18,466

15,835

29,610

Total Classified Assets

\$41,335

\$40,922

\$67,570

Non-performing Assets / Assets

1.82%

1.98%

2.99%

Classified Assets / Capital + Reserve

22.7%

22.9%

37.4%

Key Bank Statistics

Fourth Quarter Fiscal 2014

21

(\$ in Thousands)

6/30/14

3/31/14

6/30/13

Total Loan Loss Recapture

\$(492)

\$(1,578)

\$ (6,268)

Net Recovery / (Charge-offs)

342  
222  
(155)  
Allowance for Loan Losses  
7,942  
8,092  
12,343  
Reserve / Loan Ratio\*  
1.82%  
1.83%  
2.85%  
Yield on Earning Assets  
3.10%  
3.02%  
3.23%  
Cost of Funds  
0.23%  
0.27%  
0.29%  
Net Interest Margin  
2.91%  
2.79%  
2.99%  
\*Excludes  
purchased  
mortgage  
loans  
held  
for  
investment  
and  
loans  
measured  
at  
fair  
value

Bank Balances

22

(\$ in Millions)

6/30/14

3/31/14

%Change

6/30/13

%Change

Investment Portfolio

\$ 514.6

\$ 596.9

(13.8)

\$ 529.1  
(2.7)  
Loans Held for Investment  
Gross  
622.3  
566.1  
9.9  
620.9  
0.2  
Total Core  
Deposits  
1,000.6  
995.9  
0.5  
993.9  
0.7  
Capital  
174.1  
170.3  
2.2  
168.2  
3.5  
Core Capital  
14.1%  
13.9%  
13.5%  
Total Risk-based Capital  
25.5%  
27.4%  
24.9%  
Deposits Provided by  
Brokerage Clients  
\$ 873.1  
\$ 878.3  
(0.6)  
\$ 878.4  
(0.6)

Bank Loans by Type

23

(\$ in Millions)

6/30/14

3/31/14

%Change

6/30/13

%Change

Residential Real Estate

Purchased Mortgage

HFI

\$ 133.9



\$ 72.5  
84.7  
\$ 174.0  
(23.0)  
1-4 Family  
83.3  
92.4  
(9.8)  
59.9  
39.1  
Construction  
Residential Construction  
0.6  
0.8  
(25.0)  
1.4  
(57.1)  
Commercial Construction  
9.7  
5.5  
76.4  
1.7  
>100  
Lot & Land Development  
Residential Land  
1.6  
0.6  
>100  
3.1  
(48.4)  
Commercial Land  
3.6  
5.4  
(33.3)  
5.9  
(39.0)  
Commercial Real Estate  
183.6  
182.8  
0.4  
214.4  
(14.4)  
Multi-family  
141.1  
133.7  
5.5  
99.8  
41.4  
Commercial Loans  
61.4

69.7  
(11.9)  
58.7  
4.6  
Consumer Loans  
3.5  
2.7  
29.6  
2.0  
75.0  
Total Loans  
\$ 622.3  
\$ 566.1  
9.9  
\$ 620.9  
0.2

SWS Office Locations  
24

25

Important Information for Investors & Shareholders

This  
communication  
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  
such  
jurisdiction.

Hilltop  
has  
filed  
with  
the  
Securities  
and  
Exchange  
Commission  
( SEC )  
a  
registration  
statement  
on  
Form  
S-4  
containing  
a  
proxy  
statement/prospectus  
of  
SWS  
and  
Hilltop,  
and  
SWS  
and  
Hilltop  
will  
each  
file  
other  
documents  
with  
respect  
to  
the  
proposed  
transaction  
and  
a  
definitive  
proxy  
statement/prospectus  
will  
be  
mailed  
to  
shareholders  
of

SWS  
after  
the  
registration  
statement  
on  
Form  
S-4  
has  
been  
declared  
effective.

INVESTORS  
AND  
SECURITY  
HOLDERS  
OF  
SWS  
ARE  
URGED  
TO  
READ  
THE  
PROXY  
STATEMENT/PROSPECTUS  
AND  
OTHER  
DOCUMENTS  
THAT  
WILL  
BE  
FILED  
WITH  
THE  
SEC  
CAREFULLY  
AND  
IN  
THEIR  
ENTIRETY  
WHEN  
THEY  
BECOME  
AVAILABLE  
BECAUSE  
THEY  
WILL  
CONTAIN  
IMPORTANT  
INFORMATION.

Investors  
and  
security  
holders  
of  
SWS  
will  
be  
able  
to  
obtain  
free  
copies  
of  
the  
registration  
statement  
and  
the  
proxy  
statement/prospectus  
(when  
available)  
and  
other  
documents  
filed  
with  
the  
SEC  
by  
SWS  
or  
Hilltop  
through  
the  
website  
maintained  
by  
the  
SEC  
at  
[www.sec.gov](http://www.sec.gov).  
Copies  
of  
the  
documents  
filed  
with  
the



SEC  
by  
SWS  
will  
be  
available  
free  
of  
charge  
on  
SWS's  
internet  
website  
at  
[www.swst.com](http://www.swst.com)  
or  
by  
contacting  
SWS's  
Investor  
Relations  
Department  
at  
(214)  
859-1800.  
Copies  
of  
the  
documents  
filed  
with  
the  
SEC  
by  
Hilltop  
will  
be  
available  
free  
of  
charge  
on  
Hilltop's  
internet  
website  
at  
[www.hilltop-holdings.com](http://www.hilltop-holdings.com)  
or  
by  
contacting

Hilltop's  
Investor  
Relations  
Department  
at  
(214)  
252-4029.  
SWS,  
Hilltop,  
their  
respective  
directors  
and  
certain  
of  
their  
executive  
officers  
and  
other  
members  
of  
management  
and  
employees  
may  
be  
considered  
participants  
in  
the  
solicitation  
of  
proxies  
in  
connection  
with  
the  
proposed  
transaction.  
Information  
about  
the  
directors  
and  
executive  
officers  
of  
SWS  
is

set forth in its Annual Report on Form 10-K for the year ended June 30, 2013, which was filed with the SEC on September 6, 2013, its proxy statement for its 2013 annual meeting of shareholders, which was filed with the SEC on October 3, 2013, and its Current Reports

on  
Form  
8-K,  
which  
were  
filed  
with  
the  
SEC  
on  
September  
17,  
2013  
and  
October  
1,  
2013.  
Information  
about  
the  
directors  
and  
executive  
officers  
of  
Hilltop  
is  
set  
forth  
in  
its  
most  
recent  
proxy  
statement,  
which  
was  
filed  
with  
the  
SEC  
on  
May  
2,  
2014.  
Other  
information  
regarding  
the  
participants

in  
the  
proxy  
solicitations  
and  
a  
description  
of  
their  
direct  
and  
indirect  
interests,  
by  
security  
holdings  
or  
otherwise,  
will  
be  
contained  
in  
the  
proxy  
statement/prospectus  
and  
other  
relevant  
materials  
to  
be  
filed  
with  
the  
SEC  
when  
they  
become  
available.

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Questions & Answers

- \*
- \*
- \*
- \*
- \*
- \*
- \*