Hilltop Holdings Inc.
Form 424B3
August 07, 2012

Filed Pursuant to Rule 424(b)(3)
Registration No. 333-182513

MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT

Dear Shareholder:

The board of directors of each of Hilltop Holdings Inc. ("Hilltop") and PlainsCapital Corporation ("PlainsCapital") have agreed to a strategic business combination of Hilltop and PlainsCapital pursuant to the terms of an Agreement and Plan of Merger, dated May 8, 2012, which we refer to as the merger agreement. If we complete the merger, PlainsCapital will merge with and into Meadow Corporation, a wholly owned subsidiary of Hilltop, and PlainsCapital will become a subsidiary of Hilltop.

In the merger, each share of PlainsCapital common stock will be converted into (i) 0.776 shares of Hilltop common stock, subject to certain adjustments, and (ii) $9.00 in cash, subject to certain adjustments. **The value of the merger consideration will fluctuate with the market price of Hilltop common stock and may fluctuate if the number of outstanding shares of PlainsCapital common stock changes, and will not be known at the time you vote on the merger**. Hilltop common stock is currently quoted on the New York Stock Exchange under the symbol "HTH." On August 1, 2012, the last practicable trading day before the date of this joint proxy statement/prospectus, the merger consideration of $9.00 in cash and 0.776 Hilltop shares represented approximately $17.148 in value for each share of PlainsCapital common stock. **We urge you to obtain current market quotations for Hilltop common stock.**

Each outstanding option to purchase shares of PlainsCapital common stock will vest in full and will be entitled to receive the merger consideration with respect to the underlying shares of PlainsCapital common stock, less the applicable exercise price and withholding taxes. Each outstanding PlainsCapital restricted stock unit and share of PlainsCapital restricted common stock will vest in full and will be converted into the right to receive the merger consideration less applicable withholding taxes. Each share of PlainsCapital Series C preferred stock will be converted into one share of preferred stock of Hilltop having the same rights and preferences as the PlainsCapital Series C preferred stock.

Hilltop and PlainsCapital will each hold a special meeting of shareholders to consider the proposed merger and certain related matters. We cannot complete the merger unless the shareholders of both Hilltop and PlainsCapital approve the respective proposals related to the merger. The U.S. Department of the Treasury ("U.S. Treasury"), which holds all of the currently issued and outstanding PlainsCapital Series C preferred stock, is not entitled to and is not being requested to vote at the PlainsCapital special meeting.

Your vote is very important, regardless of the number of shares you own. **Whether or not you plan to attend your company's special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning all proxy cards that you receive and returning them in the postage-paid envelopes provided, so that your shares may be represented and voted at the Hilltop or PlainsCapital special meeting, as applicable. You may revoke your proxy at any time before the vote at your company's respective special meeting by following the procedures outlined in the accompanying joint proxy statement/prospectus.**

We look forward to the successful combination of Hilltop and PlainsCapital.

JEREMY B. FORD	ALAN B. WHITE
Chief Executive Officer	*Chairman and Chief Executive Officer*
Hilltop Holdings Inc.	PlainsCapital Corporation

The obligations of Hilltop and PlainsCapital to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. More information about Hilltop, PlainsCapital, the special meetings, the merger agreement and the merger is contained in the accompanying joint proxy statement/prospectus. **Hilltop and PlainsCapital encourage you to read the entire joint proxy statement/prospectus carefully, including the section titled "Risk Factors" beginning on page 30.**

Neither the Securities and Exchange Commission nor any state securities commission or bank regulatory agency has approved or disapproved of the Hilltop common stock to be issued under this document or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The securities to be issued in the merger are not savings and deposit accounts and are not insured by the Federal Deposit Insurance Corporation, or any other governmental agency.

The date of this document is August 3, 2012, and it is first being mailed to Hilltop shareholders and PlainsCapital shareholders on or about August 6, 2012.

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 20, 2012

To the shareholders of Hilltop Holdings Inc.:

On September 20, 2012, Hilltop Holdings Inc. ("Hilltop") will hold a special meeting of shareholders in Dallas, Texas at 10:00 a.m., local time, at the Crescent Club at 200 Crescent Court, 17th Floor, Dallas, Texas 75201, to consider and vote upon the following matters:

- a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal");

- a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal");

- a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal"); and

- a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

The approval by Hilltop's shareholders of the share issuance proposal is required for the completion of the merger described in this joint proxy statement/prospectus.

Hilltop will transact no other business at the meeting except such business as may properly be brought before the Hilltop special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the Hilltop special meeting.

The Hilltop board of directors has fixed the close of business on August 3, 2012, as the record date for the Hilltop special meeting. Only Hilltop shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the Hilltop special meeting.

Approval of each of (i) the share issuance proposal, (ii) the Equity Incentive Plan proposal and (iii) the Annual Incentive Plan proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on that proposal, provided that the total votes cast on the proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Approval of the Hilltop adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal.

Your vote is important. Whether or not you plan to attend the Hilltop special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Hilltop special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the voting instructions furnished by the record holder.

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The Hilltop board of directors unanimously recommends that Hilltop shareholders vote "FOR" the share issuance proposal, "FOR" the adoption of the Equity Incentive Plan, "FOR" the adoption of the Annual Incentive Plan and "FOR" the adjournment of the Hilltop special meeting if necessary or appropriate to permit further solicitation of proxies.

By Order of the Board of Directors

Corey G. Prestidge
General Counsel & Secretary

Dallas, Texas
August 3, 2012

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NOTICE OF SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON SEPTEMBER 20, 2012

To the shareholders of PlainsCapital Corporation:

On September 20, 2012, PlainsCapital Corporation ("PlainsCapital") will hold a special meeting of shareholders in Dallas, Texas at 10:00 a.m., local time, at PlainsCapital's conference facility located at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219, to consider and vote upon the following matters:

- a proposal to adopt and approve the Agreement and Plan of Merger, dated as of May 8, 2012, by and among Hilltop Holdings Inc., Meadow Corporation, a wholly owned subsidiary of Hilltop, and PlainsCapital, as such agreement may be amended from time to time (the "merger proposal");

- a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers in connection with the merger (the "compensation proposal"); and

- a proposal to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

The approval by PlainsCapital's shareholders of the merger proposal is required for the completion of the merger described in this joint proxy statement/prospectus.

PlainsCapital will transact no other business at the PlainsCapital special meeting except such business as may properly be brought before the PlainsCapital special meeting or any adjournment or postponement thereof. Please refer to the joint proxy statement/prospectus of which this notice forms a part for further information with respect to the business to be transacted at the PlainsCapital special meeting.

The PlainsCapital board of directors has fixed the close of business on August 3, 2012, as the record date for the PlainsCapital special meeting. Only PlainsCapital shareholders of record at that time are entitled to notice of, and to vote at, the special meeting, or any adjournment or postponement of the special meeting.

Approval of the merger proposal requires the affirmative vote of a majority of shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting. The compensation proposal and the PlainsCapital adjournment proposal will be approved if they receive the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting and entitled to vote on each such proposal.

Your vote is important. Whether or not you plan to attend the PlainsCapital special meeting, we urge you to vote your shares as promptly as possible by (1) accessing the internet site listed on your proxy card, (2) calling the toll-free number listed on your proxy card, or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the PlainsCapital special meeting. If your shares are held in the name of a bank, broker or other nominee, please follow the voting instructions furnished by the record holder.

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The PlainsCapital board of directors unanimously recommends that PlainsCapital shareholders vote "FOR" the merger proposal, "FOR" the compensation proposal and "FOR" the PlainsCapital adjournment proposal.

By Order of the Board of Directors

Alan B. White
Chairman and Chief Executive Officer

Dallas, Texas
August 3, 2012

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REFERENCES TO ADDITIONAL INFORMATION

This document incorporates by reference important business and financial information about Hilltop from documents that are not included in or delivered with this document. You can obtain documents incorporated by reference in this document, other than certain exhibits to those documents, free of charge through the Securities and Exchange Commission website (http://www.sec.gov) or by requesting them in writing or by telephone from Hilltop at the following address:

Hilltop Holdings Inc.
200 Crescent Court, Suite 1330
Dallas, Texas 75201
Attention: Investor Relations
Telephone: (214) 855-2177

You will not be charged for any of these documents that you request. **Hilltop shareholders and PlainsCapital shareholders requesting documents should do so by September 13, 2012, in order to receive them before their respective special meetings.**

Investors may also consult Hilltop's or PlainsCapital's websites for more information concerning the merger described in this document. Hilltop's website is *www.hilltop-holdings.com*. PlainsCapital's website is *www.plainscapital.com*. Information included on these websites is not incorporated by reference into this document.

You should rely only on the information contained in or incorporated by reference into this document. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this document. This document is dated August 3, 2012, and you should assume that the information in this document is accurate only as of such date. You should assume that the information incorporated by reference into this document is accurate as of the date of such document. Neither the mailing of this document to Hilltop shareholders or PlainsCapital shareholders nor the issuance by Hilltop of shares of Hilltop common stock in connection with the merger will create any implication to the contrary.

This document does not constitute an offer to sell, or a solicitation of an offer to buy any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Except where the context otherwise indicates, information contained in this document regarding PlainsCapital has been provided by PlainsCapital and information contained in this document regarding Hilltop has been provided by Hilltop.

See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

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ANNEXES

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QUESTIONS AND ANSWERS

The following are answers to certain questions that you may have regarding the Hilltop special meeting or the PlainsCapital special meeting. We urge you to read carefully the remainder of this document because the information in this section may not provide all the information that might be important to you in determining how to vote. Additional important information is also contained in the annexes to, and the documents incorporated by reference into, this document.

Q:

Why am I receiving this document?

A:

The Hilltop and PlainsCapital boards of directors are using this document to solicit proxies of Hilltop and PlainsCapital shareholders in connection with the merger agreement entered into among Hilltop, PlainsCapital, and Meadow Corporation, a wholly owned subsidiary of Hilltop, and certain related matters. In addition, we are using this document as a prospectus for PlainsCapital shareholders because Hilltop is offering shares of its common stock to be issued in exchange for shares of PlainsCapital common stock in the merger.

Q:

What are holders of Hilltop common stock being asked to vote on?

A:

Holders of Hilltop common stock are being asked to vote on a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal"), a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal"), a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal") and a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

Q:

What are holders of PlainsCapital common stock being asked to vote on?

A:

PlainsCapital shareholders are being asked to vote on a proposal to adopt and approve the merger agreement (the "merger proposal"), a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers in connection with the merger (the "compensation proposal"), and a proposal to approve the adjournment of the PlainsCapital special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

Q:

What will holders of PlainsCapital common stock receive in the merger?

A:

If the merger is completed, holders of PlainsCapital common stock will receive (i) 0.776 shares of Hilltop common stock, subject to certain adjustments, and (ii) $9.00 in cash, subject to certain adjustments, for each share of PlainsCapital common stock that they hold immediately prior to the merger. No fractional shares of Hilltop common stock will be issued in connection with the merger. A holder of PlainsCapital common stock who otherwise would have received a fraction of a share of Hilltop common stock will instead receive an amount in cash reflecting the market value of the fractional shares of Hilltop common stock at the date of the closing of the merger, rounded to the nearest cent.

Q:

Will the value of the merger consideration change between the date of this joint proxy statement/prospectus and the time the merger is completed?

A:

The value of the merger consideration may fluctuate between the date of this joint proxy statement/prospectus and your company's special meeting, and your company's special meeting and the completion of the merger based upon the market value for Hilltop common stock and changes in the number of shares of PlainsCapital common stock outstanding. In the merger, PlainsCapital

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shareholders will receive cash and a fraction of a share of Hilltop common stock for each share of PlainsCapital common stock they hold. Any fluctuation in the market price of Hilltop stock after the special meeting will change the value of the shares of Hilltop common stock that PlainsCapital shareholders will receive. In addition, the aggregate merger consideration payable by Hilltop will not increase in the event that additional shares of PlainsCapital common stock are issued or become outstanding following the execution of the merger agreement, other than in connection with certain equity awards. As a result, if additional shares of PlainsCapital common stock are issued or become outstanding, the per share merger consideration will decrease.

Q:

When do you expect to complete the merger?

A:

We currently expect to complete the merger prior to the end of 2012. However, we cannot assure you when or if the merger will occur. We must, among other things, first obtain the required approvals of Hilltop shareholders and PlainsCapital shareholders at their respective special meetings and the required regulatory approvals described below in "The Merger Regulatory Approvals Required for the Merger."

Q:

What happens if the merger is not completed?

A:

If the merger is not completed, shares of Hilltop common stock will not be issued, and holders of PlainsCapital common stock will not receive any consideration for their shares, in connection with the merger. Instead, PlainsCapital will remain an independent company. Under specified circumstances in connection with the termination of the merger agreement, including circumstances involving a change in recommendation by either party's board of directors or failure to receive required shareholder approvals, Hilltop or PlainsCapital may be required to pay the other a termination fee of $17.5 million, or PlainsCapital may be required to pay Hilltop $5 million in respect of Hilltop's expenses in connection with the merger agreement.

Q:

When and where is the Hilltop special meeting?

A:

The Hilltop special meeting will be held at the Crescent Club at 200 Crescent Court, 17th Floor, Dallas, Texas 75201 on September 20 at 10:00 a.m. local time.

Q:

When and where is the PlainsCapital special meeting?

A:

The PlainsCapital special meeting will be held at PlainsCapital's conference facility located at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219 on September 20 at 10:00 a.m. local time.

Q:

How do I vote?

A:

If you are a shareholder of record of PlainsCapital as of the record date for the PlainsCapital special meeting or a shareholder of Hilltop as of the record date for the Hilltop special meeting, you may vote by:

- accessing the internet website specified on your proxy card;
- calling the toll-free number specified on your proxy card; or
- signing the enclosed proxy card and returning it in the postage-paid envelope provided.

You may also cast your vote in person at your respective company's special meeting. If you hold Hilltop common stock or PlainsCapital common stock in "street name" through a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at your special meeting. Shareholders that hold shares through a bank, broker, or other nominee who wish to vote at their respective company's special meeting will need to obtain a "legal proxy" from the record holder.

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Q: **Why is my vote important?**

A: If you do not vote, it will be more difficult to obtain the necessary quorum to hold your company's respective special meeting. In addition, we cannot complete the merger without obtaining the necessary vote of Hilltop shareholders in favor of the share issuance proposal and of PlainsCapital shareholders in favor of the merger proposal.

Q: **How does the Hilltop board of directors recommend that I vote?**

A: The Hilltop board of directors unanimously recommends that you vote "FOR" the share issuance proposal, "FOR" the Equity Incentive Plan proposal, "FOR" the Annual Incentive Plan proposal, and "FOR" the Hilltop adjournment proposal.

Q: **How does the PlainsCapital board of directors recommend that I vote?**

A: The PlainsCapital board of directors unanimously recommends that you vote "FOR" the merger proposal, "FOR" the compensation proposal and "FOR" the PlainsCapital adjournment proposal.

Q: **What constitutes a quorum for the Hilltop special meeting?**

A: The presence at the special meeting, in person or by proxy, of holders of a majority of the outstanding shares of Hilltop common stock entitled to vote at the Hilltop special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum. A broker non-vote occurs under stock exchange rules when a broker is not permitted to vote on a matter without instructions from the beneficial owner of the shares and no instructions are given.

Q: **What constitutes a quorum for the PlainsCapital special meeting?**

A: The presence at the special meeting, in person or by proxy, of holders of a majority of the outstanding shares of PlainsCapital common stock entitled to vote at the PlainsCapital special meeting will constitute a quorum for the transaction of business. Abstentions and broker non-votes will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum. A broker non-vote occurs under stock exchange rules when a broker is not permitted to vote on a matter without instructions from the beneficial owner of the shares and no instructions are given.

Q: **What is the vote required to approve each proposal at the Hilltop special meeting?**

A: Approval of each of (i) the share issuance proposal, (ii) the Equity Incentive Plan proposal and (iii) the Annual Incentive Plan proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on that proposal, provided that the total votes cast on the proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Approval of the Hilltop adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal.

Q: **What is the vote required to approve each proposal at the PlainsCapital special meeting?**

A: Approval of the merger proposal requires the affirmative vote of a majority of shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting. The compensation proposal and the PlainsCapital adjournment proposal will be approved if they receive the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting and entitled to vote on each such proposal.

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Q:

What will happen if PlainsCapital's shareholders do not approve, on an advisory (non-binding) basis, the compensation payable to PlainsCapital's named executive officers in connection with the merger?

A:

The vote on the compensation proposal is a vote separate and apart from the vote to approve the merger agreement. You may vote for the compensation proposal and against the merger proposal, and vice versa. Because the vote on the compensation proposal is advisory only, it will not be binding on either PlainsCapital or Hilltop. Accordingly, because PlainsCapital is contractually obligated to pay the compensation, if the merger were completed, the compensation would be payable, subject only to the conditions applicable thereto, regardless of the outcome of the advisory (non-binding) vote.

Q:

If my shares are held in street name by my broker, will my broker automatically vote my shares for me?

A:

No. Your broker cannot vote your shares without instructions from you. You should instruct your broker as to how to vote your shares, following the directions your broker provides to you. Please check the voting form used by your broker. Without instructions, your shares will not be voted, which will have the effect described below.

Q:

What if I abstain from voting or fail to instruct my broker?

A:

If you are a holder of Hilltop common stock and you abstain from voting or fail to instruct your broker to vote your shares, it will have no effect on the proposals to be voted on at the Hilltop special meeting. However, if you fail to vote your shares, your failure to do so may make it more difficult for Hilltop to meet the NYSE requirement that the total votes cast on each of such proposals (including abstentions) represent a majority of the shares of Hilltop common stock outstanding as of the record date for the Hilltop special meeting.

If you are a holder of PlainsCapital common stock and you abstain from voting or fail to instruct your broker to vote your shares, it will have the same effect as a vote against the merger proposal. An abstention or broker non-vote will have no effect on the compensation proposal or the PlainsCapital adjournment proposal.

Q:

Can I attend the Hilltop special meeting and vote my shares in person?

A:

Yes. All Hilltop shareholders, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the Hilltop special meeting. Holders of record of Hilltop common stock can vote in person at the Hilltop special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the Hilltop special meeting. If you plan to attend the special meeting, you must hold your shares in your own name or have a statement from your bank, broker or other record holder confirming your ownership of shares as of the record date for the Hilltop special meeting. In addition, you must bring a form of personal photo identification with you in order to be admitted. Hilltop reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the Hilltop special meeting is prohibited without Hilltop's express written consent.

Regardless of whether you plan to attend the Hilltop special meeting, we recommend that you vote your shares early by internet, telephone or mail to ensure that a quorum exists at the Hilltop special meeting and to ensure that your vote will be counted if you later choose not to attend the Hilltop special meeting. You may revoke any previously submitted proxy and vote your shares in person at the Hilltop special meeting.

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Q: **Can I attend the PlainsCapital special meeting and vote my shares in person?**

A: Yes. All PlainsCapital shareholders, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the PlainsCapital special meeting. Holders of record of PlainsCapital common stock can vote in person at the PlainsCapital special meeting. If you are not a shareholder of record, you must obtain a proxy, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the special meeting. If you plan to attend the PlainsCapital special meeting, you must hold your shares in your own name or have a statement from your bank, broker or other record holder confirming your ownership of shares as of the record date for the PlainsCapital special meeting. In addition, you must bring a form of personal photo identification with you in order to be admitted. PlainsCapital reserves the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification. The use of cameras, sound recording equipment, communications devices or any similar equipment during the PlainsCapital special meeting is prohibited without PlainsCapital's express written consent.

Regardless of whether you plan to attend the PlainsCapital special meeting, we recommend that you vote your shares early by internet, telephone or mail to ensure that a quorum exists at the PlainsCapital special meeting and to ensure that your vote will be counted if you later choose not to attend the PlainsCapital special meeting. You may revoke any previously submitted proxy and vote your shares in person at the PlainsCapital special meeting.

Q: **What do I do if I want to change or revoke my vote?**

A: You may revoke your proxy and change your vote at any time before your company's respective special meeting, or earlier deadline specified in the proxy card, by voting again via the Internet or by telephone (only your latest Internet or telephone proxy submitted prior to the applicable special meeting will be counted), by signing and returning a new proxy card or voting instruction form with a later date, or by attending the special meeting and voting in person. Your attendance at the applicable special meeting, however, will not automatically revoke your proxy unless you vote again at the special meeting. We provide additional information on changing your vote under the headings "The Hilltop Special Meeting Proxies" and "The PlainsCapital Special Meeting Proxies" included elsewhere in this joint proxy statement/prospectus.

Q: **Am I entitled to exercise dissenters' rights as a PlainsCapital shareholder?**

A: If you wish to exercise dissenters' rights and receive the fair value of your PlainsCapital shares in cash instead of the merger consideration described in this joint proxy statement/prospectus, your shares must be voted against approval of the merger proposal, and you must follow other procedures in accordance with applicable Texas law. If you return a signed proxy without voting instructions or with instructions to vote "FOR" the merger agreement, your shares will be automatically voted in favor of the merger agreement and you will lose dissenters' rights. If you return a signed proxy with instructions to "ABSTAIN" from the merger proposal, you will also lose dissenters' rights. Thus, if you wish to dissent and you execute and return a proxy, you must specify that your shares are to be voted "AGAINST" with respect to approval of the merger. For additional information on exercising dissenters' rights, see "The Merger Dissenters' Rights" included elsewhere in this joint proxy statement/prospectus.

Q: **What if some or all of my PlainsCapital shares are held in the ESOP?**

A: If you are a participant in the PlainsCapital Corporation Employees' Stock Ownership Plan (the "ESOP"), then you may be receiving this material because of the common stock held for you in the ESOP. In that case, you should use the enclosed proxy card to instruct the ESOP trustees how to vote those shares. Return your proxy card, which serves as your voting instructions to the ESOP

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trustees, as described on the card itself. To allow sufficient time for voting by the ESOP trustees, your ESOP voting instructions must be received no later than September 17, 2012 at 5:00 p.m, Central time. PlainsCapital's transfer agent will tabulate the ESOP voting instructions it receives and provide aggregate ESOP voting instructions to the ESOP trustees. The ESOP trustees will vote the shares in accordance with such instructions and the terms of the ESOP. Your ESOP voting instructions are confidential and will not be disclosed to PlainsCapital. Please note that you will not be able to vote the shares of common stock held for you in the ESOP in person at the PlainsCapital special meeting, as these shares may only be voted by the ESOP trustees.

The ESOP trustees may vote the shares held for you even if you do not direct them how to vote. The ESOP trustees will vote any shares held in the ESOP for which they do not timely receive instructions in their own, or the ESOP committee's, discretion and in accordance with the ESOP plan documents.

If your shares of common stock are held by you in both your record name and in the ESOP, you may use the same enclosed proxy card to vote the shares held in your record name and to direct the ESOP trustees to vote the shares held for you in the ESOP. You must timely return the enclosed proxy card to direct the vote of the shares held for you in the ESOP.

Q:

Should I send in my PlainsCapital stock certificates now?

A:

No. PlainsCapital shareholders with shares represented by stock certificates should not send PlainsCapital stock certificates with their proxy cards. After the merger is completed, holders of PlainsCapital common stock certificates will be mailed a transmittal form with instructions on how to exchange their PlainsCapital stock certificates for the merger consideration. Shares of PlainsCapital common stock held in book-entry form will automatically be exchanged for the merger consideration.

Q:

What if I cannot find my stock certificates?

A:

There will be a procedure for you to receive the merger consideration in the merger, even if you have lost one or more of your PlainsCapital stock certificates. This procedure, however, may take time to complete. In order to ensure that you will be able to receive the merger consideration promptly after the merger is completed, if you cannot locate your PlainsCapital stock certificates after looking for them carefully, we urge you to contact PlainsCapital's transfer agent, Continental Stock Transfer & Trust Company, as soon as possible and follow the procedure they explain to you for replacing your PlainsCapital stock certificates. Continental Stock Transfer & Trust Company can be reached at (212) 509-4000, extension 237, or on its website at http://www.continentalstock.com, or you can write to them at the following address:

Continental Stock Transfer & Trust Co.
17 Battery Place
New York, New York 10004

Q:

Whom should I call with questions?

A:

Hilltop shareholders should contact Hilltop by telephone at (214) 855-2177 or D.F. King & Co., Inc., Hilltop's proxy solicitor, collect at (212) 269-5550 or toll-free at (800) 859-8511. PlainsCapital shareholders should call PlainsCapital at (214) 252-4155.

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SUMMARY

This summary highlights selected information from this document. It may not contain all of the information that is important to you. We urge you to carefully read the entire document and the other documents to which we refer in order to fully understand the merger and the related transactions. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus. Each item in this summary refers to the page of this joint proxy statement/prospectus on which that subject is discussed in more detail.

Information About the Companies (page 72)

Hilltop Holdings Inc.

Hilltop is a holding company that endeavors to identify and execute attractive acquisitions and business combinations. Hilltop also provides fire and homeowners insurance to low value dwellings and manufactured homes, primarily in Texas and other areas of the south through its wholly owned property and casualty insurance holding company, NLASCO, Inc., or NLASCO. Hilltop acquired NLASCO in January 2007. NLASCO operates through its wholly owned subsidiaries, National Lloyds Insurance Company, or NLIC, and American Summit Insurance Company, or ASIC.

Hilltop's common stock is listed on the New York Stock Exchange under the symbol "HTH."

Hilltop's principal office is located at 200 Crescent Court, Suite 1330, Dallas, Texas 75201, and its telephone number at that location is (214) 855-2177. Hilltop's internet address is *www.hilltop-holdings.com*. Additional information about Hilltop and its subsidiaries is included in documents incorporated by reference in this document. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

PlainsCapital Corporation

PlainsCapital is a Texas-based and Dallas-headquartered financial holding company registered under the Bank Holding Company Act of 1956 (as amended, the "Bank Holding Company Act"), as amended by the Gramm-Leach-Bliley Act of 1999 (the "Gramm-Leach-Bliley Act"), and was incorporated in 1987. Historically, the majority of PlainsCapital's net income has been derived from its wholly owned bank subsidiary, PlainsCapital Bank. PlainsCapital Bank provides business and consumer banking services from offices located throughout central, north and west Texas. PlainsCapital Bank's subsidiaries have specialized areas of expertise that allow it to provide an array of financial products and services, such as mortgage origination and financial advisory services. As of March 31, 2012, on a consolidated basis, PlainsCapital had total assets of approximately $5.8 billion, total deposits of approximately $4.2 billion, total loans, including loans held for sale, of approximately $4.2 billion, and shareholders' equity of approximately $539.1 million.

PlainsCapital's principal executive offices are located at 2323 Victory Avenue, Suite 1400, Dallas, Texas 75219, and its telephone number at that location is (214) 252-4000. PlainsCapital's internet address is *www.plainscapital.com*. Additional information about PlainsCapital and its subsidiaries can be found below in the section titled "Information About the Companies PlainsCapital Corporation."

Meadow Corporation

Meadow Corporation is a Maryland corporation and a wholly owned subsidiary of Hilltop. Meadow Corporation was formed in May 2012 for the purpose of effecting the merger. Meadow Corporation has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

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Risk Factors (page 30)

An investment in shares of Hilltop common stock involves risks, some of which are related to the merger. In considering the merger, you should carefully consider the information about these risks set forth under "Risk Factors" beginning on page 30, together with the other information included or incorporated by reference or in this joint proxy statement/prospectus.

The Merger (page 193)

If the merger is completed, each share of PlainsCapital common stock, par value $0.01 per share, issued and outstanding immediately prior to the completion of the merger will be converted into the right to receive $9.00 in cash and 0.776 of a share of Hilltop common stock, subject to certain adjustments if PlainsCapital issues additional shares of its common stock other than pursuant to the exercise of certain equity awards which were outstanding on the date of the merger agreement. We refer to this cash and stock consideration as the merger consideration. No fractional shares of Hilltop common stock will be issued in connection with the merger. A holder of PlainsCapital common stock who otherwise would have received a fraction of a share of Hilltop common stock will instead receive an amount in cash rounded to the nearest cent. *For example, if you hold 10 shares of PlainsCapital common stock and the merger consideration is not adjusted, you will receive $90.00 and seven shares of Hilltop common stock and a cash payment instead of the 0.76 shares of Hilltop common stock that you otherwise would have received.*

The value of the merger consideration may fluctuate between the date of each company's special meeting and the completion of the merger based upon the market value for Hilltop common stock and certain changes in the number of shares of PlainsCapital common stock outstanding. Any fluctuation in the market price of Hilltop stock after the date of the special meetings will change the value of the shares of Hilltop common stock that PlainsCapital shareholders will receive. In addition, the aggregate merger consideration payable by Hilltop will not increase in the event that additional shares of PlainsCapital common stock are issued or become outstanding following the execution of the merger agreement, other than in connection with certain equity awards as permitted in the merger agreement. As a result, if additional shares of PlainsCapital common stock are issued or become outstanding other than pursuant to certain equity awards, the per share merger consideration will decrease. For information about the historical prices of Hilltop common stock, see "Market Prices and Dividends of Hilltop Common Stock."

The merger agreement governs the merger. The merger agreement is included in this joint proxy statement/prospectus as Annex A. Please read the merger agreement carefully. All descriptions in this summary and elsewhere in this prospectus of the terms and conditions of the merger are qualified by reference to the merger agreement.

Recommendation of the Board of Directors of Hilltop (page 199)

Hilltop's board of directors has determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Hilltop and its shareholders and has unanimously approved the merger and the merger agreement. Hilltop's board of directors unanimously recommends that Hilltop shareholders vote "FOR" the approval of the share issuance proposal, the Equity Incentive Plan proposal, the Annual Incentive Plan proposal and the Hilltop adjournment proposal. For the factors considered by Hilltop's board of directors in reaching its decision to approve the merger agreement, see "The Merger Hilltop's Reasons for the Merger; Recommendation of the Hilltop Board of Directors."

Recommendation of the Board of Directors of PlainsCapital (page 197)

PlainsCapital's board of directors has determined that the merger, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of

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PlainsCapital and its shareholders and has unanimously approved the merger and the merger agreement. PlainsCapital's board of directors unanimously recommends that PlainsCapital shareholders vote "FOR" the merger proposal, the compensation proposal and the PlainsCapital adjournment proposal. For the factors considered by PlainsCapital's board of directors in reaching its decision to approve the merger agreement, see "The Merger PlainsCapital's Reasons for the Merger; Recommendation of the PlainsCapital Board of Directors."

Opinions of Financial Advisors (page 200 and page 208)

Opinion of Financial Advisor to PlainsCapital

On May 8, 2012, J.P. Morgan Securities LLC ("J.P. Morgan"), PlainsCapital's financial advisor in connection with the merger, rendered its oral opinion to PlainsCapital's board of directors, which was subsequently confirmed in a written opinion dated the same date, that, as of such date and based upon and subject to the various factors, assumptions and any limitations set forth in its written opinion, the merger consideration to be paid to the holders of PlainsCapital common stock in the proposed merger was fair, from a financial point of view, to such holders.

The full text of J.P. Morgan's opinion, dated May 8, 2012, is attached as Annex B to this joint proxy statement/prospectus. You should read the opinion in its entirety for a discussion of, among other things, the assumptions made, procedures followed, matters considered and any limitations on the review undertaken by J.P. Morgan in rendering its opinion.

J.P. Morgan's written opinion is addressed to the PlainsCapital board of directors, is directed only to the merger consideration to be paid in the merger and does not constitute a recommendation to any PlainsCapital shareholder as to how such shareholder should vote with respect to the merger or any other matter.

For further information, see "The Merger Opinion of PlainsCapital's Financial Advisor."

Opinion of Financial Advisor to Hilltop

On May 8, 2012, Stephens Inc. ("Stephens"), Hilltop's financial advisor in connection with the merger, rendered its oral opinion to Hilltop's board of directors, which was subsequently confirmed in a written opinion dated the same date, that as of such date and based upon and subject to the various assumptions, considerations, qualifications and limitations set forth in the written opinion, the cash and stock consideration to be paid by Hilltop pursuant to the merger agreement was fair, from a financial point of view, to Hilltop.

The full text of Stephens' opinion, dated May 8, 2012, is attached as Annex C to this joint proxy statement/prospectus. You should read the opinion in its entirety for a discussion of the assumptions made, procedures followed, matters considered and limitations upon the review undertaken by Stephens in rendering its opinion.

Stephens' opinion is addressed to Hilltop's board of directors and the opinion is not a recommendation as to how any shareholder of Hilltop should vote with respect to the merger or any other matter or as to any action that a shareholder should take relating to the merger.

The opinion addresses only the fairness of the cash and stock consideration to be paid by Hilltop from a financial point of view and does not address the merits of the underlying decision by Hilltop to enter into the merger agreement, the merits of the merger as compared to other alternatives potentially available to Hilltop or the relative effects of any alternative transaction in which Hilltop might engage. Stephens will receive a fee for its services, portions of which have been paid, and a significant portion of which will be payable upon consummation of the merger.

For further information, see "The Merger Opinion of Hilltop's Financial Advisor."

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What Holders of PlainsCapital Stock Options and Other Equity-Based Awards Will Receive (page 233)

If the merger is completed, each outstanding stock option to acquire shares of PlainsCapital common stock will immediately vest in full and, subject to the execution of a stock-based award surrender agreement, the holder of a PlainsCapital stock option will be entitled to receive the merger consideration with respect to each share of PlainsCapital common stock underlying such option, less the exercise price and the applicable withholding taxes.

If the merger is completed, each share of PlainsCapital restricted stock and each PlainsCapital restricted stock unit will vest in full and, subject to the execution of a stock-based award surrender agreement, the holders of such restricted stock or restricted stock units will be entitled to receive the merger consideration with respect to such equity award, less applicable withholding taxes.

If the merger is completed, each share of PlainsCapital Non-Cumulative Perpetual Preferred Stock, Series C (the "Series C preferred stock") will be converted into a share of a new series of Hilltop's preferred stock with equivalent rights and preferences.

Hilltop Will Hold Its Special Meeting on September 20, 2012 (page 50)

The Hilltop special meeting will be held on September 20, 2012, at 10:00 a.m., local time at the Crescent Club at 200 Crescent Court, 17th Floor, Dallas, Texas 75201. The purpose of the special meeting is to vote on:

- a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal");

- a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal");

- a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal"); and

- a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the Hilltop special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

Only holders of record of Hilltop common stock at the close of business on August 3, 2012 will be entitled to vote at the Hilltop special meeting. Each share of Hilltop common stock is entitled to one vote on each proposal to be considered at the Hilltop special meeting.

As of the record date for the Hilltop special meeting, there were 56,363,647 shares of Hilltop common stock outstanding and entitled to vote at the Hilltop special meeting. As of the record date for the Hilltop special meeting, to the knowledge of Hilltop, directors and executive officers of Hilltop (including the shares owned by Diamond A Financial, L.P. discussed below) had the right to vote approximately 16,910,159 shares of Hilltop common stock, or approximately 30% of the outstanding shares of Hilltop common stock entitled to vote at the special meeting. We currently expect that each of these individuals will vote their shares of Hilltop common stock in favor of the proposals to be presented at the Hilltop special meeting.

Diamond A Financial, L.P., a limited partnership whose sole general partner is Gerald J. Ford, Chairman of the Hilltop board of directors, has entered into a voting and support agreement with PlainsCapital. Pursuant to such agreement, Diamond A Financial has agreed to vote all of its shares of Hilltop common stock in favor of the share issuance proposal and certain related matters, subject to certain exceptions. As of the record date for the Hilltop special meeting and to the knowledge of Hilltop, Diamond A Financial owned and had the ability to vote approximately 15,048,102 shares of Hilltop common stock, or approximately 26.7% of the outstanding shares of Hilltop common stock entitled to vote at the special meeting.

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Approval of each of (i) the share issuance proposal, (ii) the Equity Incentive Plan proposal and (iii) the Annual Incentive Plan proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on that proposal, provided that the total votes cast on such proposal (including abstentions) must represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Approval of the Hilltop adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal.

PlainsCapital Will Hold Its Special Meeting on September 20, 2012 (page 66)

The PlainsCapital special meeting will be held on September 20, 2012, at 10:00 a.m., local time, at PlainsCapital's conference facility located at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219. The purpose of the PlainsCapital special meeting is to vote on:

- a proposal to adopt and approve the merger agreement as such agreement may be amended from time to time (the "merger proposal");
- a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers that is based on or otherwise relates to the merger (the "compensation proposal"); and
- a proposal to approve the adjournment of the PlainsCapital special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the PlainsCapital special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

Only holders of record of PlainsCapital common stock at the close of business on August 3, 2012 will be entitled to vote at the PlainsCapital special meeting. Each share of PlainsCapital common stock is entitled to one vote on each proposal to be considered at the PlainsCapital special meeting.

As of the record date for the PlainsCapital special meeting, there were 34,462,390 shares of PlainsCapital common stock outstanding and entitled to vote at the PlainsCapital special meeting. As of the record date for the PlainsCapital special meeting, to the knowledge of PlainsCapital, directors and executive officers of PlainsCapital (including those parties who have entered into voting agreements with Hilltop, as discussed below) may be deemed to have had voting power over approximately 6,321,870 shares of PlainsCapital common stock, or approximately 18.3% of the outstanding shares of PlainsCapital common stock entitled to vote at the PlainsCapital special meeting. We currently expect that each of these individuals will vote their shares of PlainsCapital common stock in favor of the proposals to be presented at the PlainsCapital special meeting.

Alan B. White, Chairman and Chief Executive Officer of PlainsCapital, and certain entities controlled by him, and Hill A. Feinberg, a director of PlainsCapital and Chief Executive Officer of First Southwest Holdings, LLC, a wholly owned subsidiary of PlainsCapital ("First Southwest"), have each entered into a voting and support agreement with Hilltop. Pursuant to such agreements, each such shareholder has agreed to vote all of their shares of PlainsCapital common stock in favor of the merger proposal and related matters, subject to certain exceptions. As of the record date for the PlainsCapital special meeting and to the knowledge of PlainsCapital, the shareholders party to these agreements owned and had the ability to vote approximately 4,944,083 shares of PlainsCapital common stock, or approximately 14.3% of the outstanding shares of PlainsCapital common stock entitled to vote at the PlainsCapital special meeting.

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Approval of the merger proposal requires the affirmative vote of a majority of shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting. The compensation proposal and the PlainsCapital adjournment proposal will be approved if they receive the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting and entitled to vote on each such proposal.

The Merger is Intended to Be Tax-Free to Holders of PlainsCapital Common Stock as to the Shares of Hilltop Common Stock They Receive (page 251)

The merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code") and it is a condition to the respective obligations of Hilltop and PlainsCapital to complete the merger that each of Hilltop and PlainsCapital receives a legal opinion to that effect. Accordingly, a PlainsCapital common shareholder generally will recognize gain, but not loss, in an amount equal to the lesser of (1) the amount of gain realized (*i.e.*, the excess of the sum of the amount of cash and the fair market value of the shares of Hilltop common stock received pursuant to the merger over that holder's adjusted tax basis in its shares of PlainsCapital common stock surrendered) and (2) the amount of cash received pursuant to the merger. Further, a holder of shares of PlainsCapital common stock generally will recognize gain or loss with respect to cash received instead of fractional shares of Hilltop common stock that the PlainsCapital common shareholder would otherwise be entitled to receive. For further information, please refer to "United States Federal Income Tax Consequences of the Merger."

The United States federal income tax consequences described above may not apply to all holders of PlainsCapital common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your tax advisor for a full understanding of the particular tax consequences of the merger to you.

PlainsCapital's Officers and Directors Have Financial Interests in the Merger that Differ from Your Interests (page 223)

PlainsCapital shareholders should be aware that some of PlainsCapital's directors and executive officers have interests in the merger and have arrangements that are different from, or in addition to, those of PlainsCapital shareholders generally. These interests and arrangements may create potential conflicts of interest. PlainsCapital's board of directors was aware of these interests and considered these interests, among other matters, when making its decision to approve the merger agreement, and in recommending that PlainsCapital's shareholders vote in favor of approving the merger proposal and the compensation proposal. For purposes of all of the PlainsCapital agreements and plans described below, the completion of the transactions contemplated by the merger agreement will constitute a change of control.

These interests include the following:

- Upon completion of the merger, the board of directors of Hilltop will include members selected by the pre-merger board of directors of PlainsCapital, as described under "The Merger Hilltop Board of Directors Following Completion of the Merger."

- Alan B. White and Jerry L. Schaffner each entered into retention agreements with Hilltop and Meadow Corporation that will become effective on the consummation of the merger, superseding their current employment agreements with PlainsCapital. The new retention agreements set forth the titles for each of Messrs. White and Schaffner and provide for ongoing base salary, annual bonus opportunity, discretionary equity grants, severance and a payment upon termination of employment that is in respect of amounts that would otherwise be owed in connection with a termination of employment pursuant to the applicable executive's current employment agreement.

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PlainsCapital previously entered into employment agreements with each of its executive officers (including employment agreements with Messrs. White and Schaffner that will be superseded by the retention agreements described above) that provide for enhanced severance upon certain qualifying terminations of employment in connection with a change in control.

Messrs. White, Schaffner and Huffines participate in the PlainsCapital Supplemental Executive Pension Plan ("SEPP"). On May 8, 2012, PlainsCapital Bank amended the SEPP to eliminate additional service crediting for participants who have their employment terminated in connection with the merger and to clarify certain benefits that are creditable upon termination of the SEPP prior to December 31, 2012. It is anticipated that the SEPP will be terminated in connection with completion of the merger, with all accrued amounts (including all accruals in respect of 2012) to be paid to SEPP participants within 30 days of the completion of the merger.

All outstanding PlainsCapital equity awards will vest in connection with the merger and each holder will receive merger consideration in exchange for the vested equity awards.

Each present and former director, officer and employee of PlainsCapital and its subsidiaries (when acting in such capacity) will be indemnified to the fullest extent permitted by law for any acts arising out of or pertaining to matters existing or occurring at or prior to the closing of the merger. Hilltop will also provide director and officer liability insurance with respect to claims arising from facts or events occurring before the completion of the merger or, at PlainsCapital's option, PlainsCapital may purchase a "tail" policy for directors' and officers' liability insurance.

For further information, see the discussion in "The Merger Interests of Certain Directors and Executive Officers in the Merger" included elsewhere in this joint proxy statement/prospectus.

PlainsCapital Shareholders Dissenters' Rights (page 219)

Under the Texas Business Organization Code, or "TBOC," PlainsCapital shareholders have the right to demand appraisal of their shares of common stock in connection with the merger and to receive, in lieu of the merger consideration, payment in cash, for the fair value of their shares of PlainsCapital common stock as determined by an appraiser selected in a Texas state court proceeding. Any shareholder electing to exercise dissenters' rights must vote against the merger proposal and must comply with the provisions of Section 10.356 of the TBOC in order to perfect its rights of dissent and appraisal. Strict compliance with the statutory procedures is required to perfect dissenters' rights. The procedures to be followed by dissenting shareholders are described below in "The Merger Dissenters' Rights."

Regulatory Approvals Required for the Merger (page 222)

Hilltop and PlainsCapital have agreed to use their reasonable best efforts to obtain all regulatory approvals required to complete the transactions contemplated by the merger agreement. These approvals include approval from the Board of Governors of the Federal Reserve System (the "Federal Reserve Board") and the Texas Department of Banking, among others. Hilltop has filed applications and notifications to obtain the required regulatory approvals.

We are not aware of any material governmental approvals or actions that are required for completion of the merger other than those described above. It is presently contemplated that if any such additional governmental approvals or actions are required, those approvals or actions will be sought. Any such additional approvals or actions may not be obtained.

Conditions that Must be Satisfied or Waived for the Merger to Occur (page 243)

Currently, Hilltop and PlainsCapital expect to complete the merger by the end of 2012. As more fully described in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived.

These conditions include, among others, approval of the merger by PlainsCapital's shareholders, approval of the share issuance proposal by Hilltop's shareholders and the receipt of certain required regulatory approvals, including approval of the Federal Reserve Board.

Neither Hilltop nor PlainsCapital can be certain when, or if, the conditions to the merger will be satisfied or waived, or that the merger will be completed. For a further discussion of the conditions to the completion of the merger, see "The Merger Agreement Conditions to Completion of the Merger."

Termination of the Merger Agreement (page 244)

The merger agreement can be terminated at any time prior to the completion of the merger by mutual consent, or by either party in the following circumstances:

- a governmental entity that must grant a required regulatory approval has denied approval and such denial has become final, or an injunction or legal prohibition against the transaction becomes final and nonappealable;
- the merger has not been consummated by December 31, 2012;
- the other party breaches any of its covenants or agreements under the merger agreement in a manner that would cause the closing conditions not to be satisfied and which is not cured by the earlier of December 31, 2012 or 30 days following written notice of the breach (provided that the terminating party is not also in material breach of any of its obligations under the merger agreement);
- either or both of Hilltop's shareholders or PlainsCapital's shareholders fail to approve the share issuance proposal or the merger proposal, respectively; or
- the other party's board of directors withdraws or materially and adversely modifies its recommendation with respect to the transactions contemplated by the merger agreement or recommends an alternative acquisition proposal.

Expenses and Termination Fees (page 245)

In general, each of Hilltop and PlainsCapital will be responsible for all expenses incurred by it in connection with the negotiation and completion of the transactions contemplated by the merger agreement. However, the costs and expenses of filing, printing and mailing this joint proxy statement/prospectus, and all filing and other fees paid to the Securities and Exchange Commission (the "SEC") in connection with the merger, will be borne equally by Hilltop and PlainsCapital.

Upon termination of the merger agreement under specified circumstances, including circumstances involving a change in recommendation by either party's board of directors or failure to receive required shareholder approvals, Hilltop or PlainsCapital may be required to pay the other a termination fee of $17.5 million.

PlainsCapital will be required to pay the termination fee to Hilltop under the following circumstances:

- if (i) a third party makes a takeover proposal that is publicly disclosed or made known to PlainsCapital management and is not withdrawn, (ii) the merger agreement is later terminated because the merger has not been consummated by December 31, 2012, and the approval of the merger proposal has not been obtained by such date, or because PlainsCapital's shareholders fail to approve the merger proposal, or because PlainsCapital breaches its covenants under the merger agreement in a manner that would cause the closing conditions not to be satisfied and which is not cured, and (iii) PlainsCapital consummates or enters into a definitive agreement with respect to a takeover proposal within 12 months after termination; or

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- if PlainsCapital's board of directors withdraws or materially and adversely modifies its recommendation or recommends an alternative PlainsCapital acquisition proposal and Hilltop terminates the merger agreement as a result.

Hilltop will be required to pay the termination fee to PlainsCapital under the following circumstances:

- if the merger agreement is terminated because Hilltop's shareholders fail to approve the share issuance proposal; or

- if Hilltop's board of directors withdraws or materially and adversely modifies its recommendation or recommends an alternative Hilltop acquisition proposal and PlainsCapital terminates the merger agreement as a result.

If Hilltop terminates the merger agreement because the PlainsCapital shareholders fail to approve the merger proposal and the termination fee is not required to be paid, PlainsCapital will be required to pay Hilltop $5 million in respect of Hilltop's expenses in connection with the merger agreement.

Hilltop Board of Directors Following Completion of the Merger (page 219)

Under the merger agreement, upon completion of the merger, Hilltop and its board of directors have agreed to take all actions necessary so that, at the effective time of the Merger, the board of directors of Hilltop will consist of members selected by the pre-merger board of directors of Hilltop and members selected by the pre-merger board of directors of PlainsCapital, with the number of members selected by the pre-merger board of directors of PlainsCapital to be one less in number than the number of members selected by the pre-merger board of directors of Hilltop.

In addition, upon completion of the merger, the board of directors of Hilltop will include, in addition to its existing committees, an Executive Committee of five members, including three individuals selected from the pre-merger members of the board of directors of Hilltop and two individuals selected from the pre-merger members of the board of directors of PlainsCapital who will be designated to the board of directors of Hilltop. Mr. White will initially serve as Chairman of the Executive Committee of the board of directors of Hilltop.

PlainsCapital Directors Expected to be Appointed to Hilltop Board of Directors Following Completion of the Merger (page 219)

The individuals from the pre-merger board of directors of PlainsCapital to be elected to the board of directors of Hilltop following the merger will include Mr. White, and have otherwise not yet been determined.

The Rights of PlainsCapital Shareholders Will Change as a Result of the Merger (page 255)

The rights of PlainsCapital shareholders will change as a result of the merger due to differences in Hilltop's and PlainsCapital's governing documents. The rights of PlainsCapital shareholders are governed by Texas law and by PlainsCapital's certificate of formation and bylaws, each as amended to date (which we refer to as PlainsCapital's articles of incorporation and bylaws, respectively). Upon the completion of the merger, the rights of PlainsCapital shareholders will be governed by Maryland law and Hilltop's articles of incorporation and bylaws.

See "Comparison of Shareholders' Rights" included elsewhere in this joint proxy statement/prospectus for a description of the material differences in shareholder rights under each of the Hilltop and PlainsCapital governing documents.

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF HILLTOP

Set forth below is certain consolidated financial data of Hilltop as of and for the years ended December 31, 2007 through December 31, 2011 and as of and for the three months ended March 31, 2012 and 2011. The results of operations for the three months ended March 31, 2012 and 2011 are not necessarily indicative of the results of operations for the full year or any other interim period. Hilltop management prepared the unaudited consolidated information as of and for the three months ended March 31, 2012 and 2011 on the same basis as it prepared Hilltop's audited consolidated financial statements as of and for the year ended December 31, 2011. In the opinion of Hilltop management, this information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with Hilltop's consolidated financial statements and related notes included in Hilltop's Annual Report on Form 10-K for the year ended December 31, 2011 and Hilltop's Quarterly Report on Form 10-Q for the three months ended March 31, 2012, which are incorporated by reference in this document and from which this information is derived. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

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	Three Months Ended March 31,		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(unaudited)		(in thousands, except per share data)				
Income Statement Data:							
Direct premium written	$ 40,741	$ 37,241	$ 155,054	$ 139,290	$ 131,309	$ 132,642	$ 122,708
Net premium written	37,562	33,701	141,737	121,691	114,743	113,285	118,357
Net premium earned	35,155	30,932	134,048	117,192	115,153	115,247	96,804
Net investment income	3,259	2,081	10,538	7,664	6,458	27,143	24,829
Net realized gain (loss)	21	19	817	137	307	(45,992)	3,205
Other income, net	1,711	1,625	6,785	6,744	6,917	6,147	6,445
Total revenue	40,146	34,657	152,188	131,737	128,835	102,545	131,283
Loss and loss adjustment expense	22,542	16,004	96,734	70,943	70,295	80,435	52,074
Policy acquisition and other underwriting expense	12,915	11,985	58,008	53,378	52,333	53,726	42,397
Interest expense	2,139	2,176	8,985	8,971	9,668	10,528	11,539
Total expenses	39,600	32,470	163,727	133,292	132,296	144,689	106,010
(Loss) income from continuing operations before federal income tax	546	2,187	(11,540)	(1,555)	(3,461)	(42,144)	25,273
Federal income taxes (expense) benefit	(203)	(777)	5,009	1,007	1,349	19,559	(10,635)
Net (loss) income	$ 343	$ 1,410	$ (6,531)	$ (548)	$ (2,112)	$ (22,585)	$ 14,638
Selected Balance Sheet Data:							
Total investments	219,521	144,502	224,200	148,965	129,968	138,568	191,024
Total assets	924,310	941,565	925,424	939,641	1,040,752	1,048,770	1,085,491
Total liabilities	273,013	287,493	270,042	286,586	256,975	257,315	261,306
Shareholders' equity	651,297	654,072	655,382	653,055	783,777	791,455	824,185
Other Data:							
Loss and loss adjustment expense ratio	64.1%	51.7%	72.2%	60.5%	61.0%	69.8%	53.8%
Policy acquisition and other underwriting expense less agency expense ratio	35.5%	37.3%	34.0%	36.0%	35.7%	35.6%	29.2%
Combined ratio	99.6%	89.0%	106.2%	96.5%	96.8%	105.4%	83.0%
Statutory surplus	$ 120,899	$ 122,375	$ 118,708	$ 119,297	$ 117,063	$ 108,478	$ 124,892
Statutory premiums to surplus ratio	116.3%	101.1%	119.4%	102.0%	98.0%	104.4%	94.8%
Per Share Data:							
Basic (loss) earnings per share attributable to common shareholders	$ 0.01	$ 0.02	$ (0.12)	$ (0.24)	$ (0.22)	$ (0.58)	$ 5.10
Weighted average shares outstanding basic	56,499	56,496	56,499	56,492	56,474	56,453	55,421
Diluted (loss) earnings per share attributable to common shareholders	$ 0.01	$ 0.02	$ (0.12)	$ (0.24)	$ (0.22)	$ (0.58)	$ 5.02
Weighted average shares outstanding diluted	56,555	56,496	56,511	56,492	56,474	56,453	56,326
Book value per common share	$ 11.56	$ 11.58	$ 11.60	$ 11.56	$ 11.77	$ 11.91	$ 12.49
Tangible book value per share common share	$ 10.97	$ 10.97	$ 11.01	$ 10.95	$ 11.13	$ 11.24	$ 11.79
Cash Dividends Declared per Share of Unit:							
Series A preferred stock dividends	$	$	$	$ 1.24	$ 2.06	$ 2.06	$ 2.06

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Hilltop Non-GAAP to GAAP Reconciliation and Management's Explanation of Non-GAAP Financial Measures

Hilltop presents two measures in its selected financial data that are not measures of financial performance recognized by GAAP.

"Tangible book value per common share" is defined as total shareholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets, divided by total common shares outstanding. "Tangible common equity to tangible assets" is defined as total shareholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets divided by total assets reduced by goodwill and other intangible assets.

These measures are important to investors interested in changes from period to period in tangible common equity per share exclusive of changes in intangible assets. For companies that have engaged in business combinations, purchase accounting can result in the recording of significant amounts of goodwill and other intangible assets related to those transactions.

You should not view these disclosures as a substitute for results determined in accordance with GAAP, and these disclosures are not necessarily comparable to that of other companies that use non-GAAP measures. The following table reconciles these non-GAAP financial measures for Hilltop to the most comparable GAAP financial measures, "book value per common share" and "Hilltop shareholders' equity to total assets" (in thousands, except per share data):

	As of March 31,		As of December 31,				
	2012	2011	2011	2010	2009	2008	2007
Book value per common share	$ 11.56	$ 11.58	$ 11.60	$ 11.56	$ 11.77	$ 11.91	$ 12.49
Effect of goodwill and intangible assets per common share	$ (0.58)	$ (0.61)	$ (0.59)	$ (0.61)	$ (0.64)	$ (0.67)	$ (0.70)
Tangible book value per share common share	$ 10.97	$ 10.97	$ 11.01	$ 10.95	$ 11.13	$ 11.24	$ 11.79
Hilltop Holdings Inc. shareholders' equity	$ 651,297	$ 654,072	$ 655,383	$ 653,055	$ 783,777	$ 791,455	$ 824,185
Less: preferred stock					119,108	119,108	119,108
Less: goodwill and intangible assets, net	32,753	34,198	33,062	34,587	36,229	37,990	39,493
Tangible common equity	618,544	619,874	622,321	618,468	628,440	634,357	665,584
Total assets	924,310	941,565	925,425	939,641	1,040,752	1,048,770	1,085,491
Less: goodwill and intangible assets, net	32,753	34,198	33,062	34,587	36,229	37,990	39,493
Tangible assets	891,557	907,367	892,363	905,054	1,004,523	1,010,780	1,045,998

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SELECTED CONSOLIDATED HISTORICAL FINANCIAL DATA OF PLAINSCAPITAL

Set forth below is certain consolidated financial data of PlainsCapital as of and for the years ended December 31, 2007 through December 31, 2011 and as of and for the three months ended March 31, 2012 and 2011. The results of operations for the three months ended March 31, 2012 and 2011 are not necessarily indicative of the results of operations for the full year or any other interim period. PlainsCapital management prepared the unaudited consolidated information as of and for the three months ended March 31, 2012 and 2011 on the same basis as it prepared PlainsCapital's audited consolidated financial statements as of and for the year ended December 31, 2011. In the opinion of PlainsCapital management, this unaudited consolidated information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of this data for those dates. You should read this information in conjunction with PlainsCapital's consolidated financial statements and related notes for the year ended December 31, 2011 and PlainsCapital's unaudited consolidated financial statements and related notes for the three months ended March 31, 2012, which are included in this document and from which this information is derived.

	Three Months Ended March 31		Year Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
	(unaudited)		(in thousands, except per share data)				
Income Statement Data:							
Total interest income	$ 56,556	$ 52,003	$ 219,443	$ 218,425	$ 202,823	$ 193,392	$ 220,895
Total interest expense	7,347	9,578	36,512	38,725	42,464	66,069	104,805
Net interest income	49,209	42,425	182,931	179,700	160,359	127,323	116,090
Provision for loan losses	2,221	6,500	21,757	83,226	66,673	22,818	5,517
Net interest income after provision for loan losses	46,988	35,925	161,174	96,474	93,686	104,505	110,573
Total noninterest income	150,106	85,340	477,758	432,183	334,908	119,066	84,281
Total noninterest expense	164,102	109,041	554,018	480,046	382,191	185,983	150,815
Income from continuing operations before income taxes	32,992	12,224	84,914	48,611	46,403	37,588	44,039
Federal income tax provision	11,254	4,508	30,068	15,412	14,855	13,027	14,904
Net income	21,738	7,716	54,846	33,199	31,548	24,561	29,135
Less: Net income attributable to noncontrolling interest	481	122	1,650	790	220	437	543
Net income attributable to PlainsCapital Corporation	21,257	7,594	53,196	32,409	31,328	24,124	28,592
Dividends on preferred stock and other	1,094	1,400	7,488	5,569	5,704		
Income applicable to PlainsCapital Corporation common shareholders	20,163	6,194	45,708	26,840	25,624	24,124	28,592
Less: income applicable to participating securities	702	217	1,670	976	953		
Income applicable to PlainsCapital Corporation common shareholders for basic earnings per common share	$ 19,461	$ 5,977	$ 44,038	$ 25,864	$ 24,671	$ 24,124	$ 28,592
Per Share Data:							
Net income basic	$ 0.61	$ 0.19	$ 1.39	$ 0.82	$ 0.79	$ 0.92	$ 1.10
Weighted average shares outstanding basic	31,843,784	31,625,519	31,649,566	31,476,675	31,259,995	26,117,934	26,012,250
Net income diluted	$ 0.59	$ 0.18	$ 1.36	$ 0.80	$ 0.77	$ 0.92	$ 1.09
Weighted average shares outstanding diluted	33,924,350	33,523,518	33,492,717	33,547,896	33,352,858	26,256,165	26,195,211
Book value per common share	$ 13.26	$ 11.33	$ 12.70	$ 11.33	$ 10.66	$ 9.99	$ 8.97
Tangible book value per common share	$ 11.79	$ 9.79	$ 11.21	$ 9.76	$ 9.02	$ 8.82	$ 7.54
Dividends per common share	$ 0.06	$ 0.05	$ 0.24	$ 0.20	$ 0.20	$ 0.20	$ 0.19

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PlainsCapital Non-GAAP to GAAP Reconciliation and Management's Explanation of Non-GAAP Financial Measures

PlainsCapital presents two measures in its selected financial data that are not measures of financial performance recognized by GAAP.

"Tangible book value per common share" is defined as PlainsCapital's total shareholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets, divided by total common shares outstanding. "Tangible common equity to tangible assets" is defined as PlainsCapital's total shareholders' equity, excluding preferred stock, reduced by goodwill and other intangible assets divided by total assets reduced by goodwill and other intangible assets.

These measures are important to investors interested in changes from period to period in tangible common equity per share exclusive of changes in intangible assets. For companies such as PlainsCapital that have engaged in business combinations, purchase accounting can result in the recording of significant amounts of goodwill and other intangible assets related to those transactions.

You should not view this disclosure as a substitute for results determined in accordance with GAAP, and PlainsCapital's disclosure is not necessarily comparable to that of other companies that use non-GAAP measures. The following table reconciles these non-GAAP financial measures to the most comparable GAAP financial measures, "book value per common share" and "PlainsCapital Corporation shareholders' equity to total assets" (in thousands, except per share data):

	As of March 31,		As of December 31,				
	2012	**2011**	**2011**	**2010**	**2009**	**2008**	**2007**
Book value per common share	$ 13.26	$ 11.33	$ 12.70	$ 11.33	$ 10.66	$ 9.99	$ 8.97
Effect of goodwill and intangible assets per share	$ (1.47)	$ (1.54)	$ (1.49)	$ (1.57)	$ (1.64)	$ (1.17)	$ (1.43)
Tangible book value per common share	$ 11.79	$ 9.79	$ 11.21	$ 9.76	$ 9.02	$ 8.82	$ 7.54
PlainsCapital Corporation shareholders' equity	$ 539,133	$ 447,851	$ 517,031	$ 446,491	$ 422,500	$ 399,815	$ 233,890
Less: preferred stock	114,068	89,399	114,068	89,193	88,400	87,631	
Less: goodwill and intangible assets, net	46,877	48,807	47,265	49,321	51,496	36,568	37,307
Tangible common equity	378,188	309,645	355,698	307,977	282,604	275,616	196,583
Total assets	5,787,557	5,404,364	5,700,020	5,313,405	4,570,769	3,951,996	3,182,863
Less: goodwill and intangible assets, net	46,877	48,807	47,265	49,321	51,496	36,568	37,307
Tangible assets	5,740,680	5,355,557	5,652,755	5,264,084	4,519,273	3,915,428	3,145,556
Equity to assets	9.32%	8.29%	9.07%	8.40%	9.24%	10.12%	7.35%
Tangible common equity to tangible assets	6.59%	5.78%	6.29%	5.85%	6.25%	7.04%	6.25%

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UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

The following unaudited pro forma condensed combined financial statements are based on the separate historical financial statements of Hilltop and PlainsCapital after giving effect to the merger and the issuance of Hilltop common stock in connection therewith, and the assumptions and adjustments described in the accompanying notes to the unaudited pro forma condensed combined financial statements. The unaudited pro forma condensed combined balance sheet as of March 31, 2012 is presented as if the merger with PlainsCapital had occurred on March 31, 2012. The unaudited pro forma condensed combined income statements for the year ended December 31, 2011 and the three months ended March 31, 2012 are presented as if the merger had occurred on January 1, 2011. The historical consolidated financial information has been adjusted to reflect factually supportable items that are directly attributable to the merger and, with respect to the income statements only, expected to have a continuing impact on consolidated results of operations.

The unaudited pro forma condensed combined financial information has been prepared using the acquisition method of accounting for business combinations under accounting principles generally accepted in the United States. Hilltop is the acquirer for accounting purposes. Hilltop has not had sufficient time to completely evaluate the significant identifiable long-lived tangible and identifiable intangible assets of PlainsCapital. Accordingly, the unaudited pro forma adjustments, including the allocations of the purchase price, are preliminary and have been made solely for the purpose of providing unaudited pro forma condensed combined financial information.

A final determination of the acquisition consideration and fair values of PlainsCapital's assets and liabilities, which cannot be made prior to the completion of the merger, will be based on the actual net tangible and intangible assets of PlainsCapital that exist as of the date of completion of the transaction. Consequently, amounts preliminarily allocated to goodwill and identifiable intangibles could change significantly from those allocations used in the unaudited pro forma condensed combined financial statements presented below and could result in a material change in amortization of acquired intangible assets.

In connection with the plan to integrate the operations of Hilltop and PlainsCapital following the completion of the merger, Hilltop anticipates that nonrecurring charges, such as costs associated with systems implementation, severance, and other costs related to exit or disposal activities, could be incurred. Hilltop is not able to determine the timing, nature, and amount of these charges as of the date of this joint proxy statement/prospectus. However, these charges could affect the results of operations of Hilltop and PlainsCapital, as well as those of the combined company following the completion of the merger, in the period in which they are recorded. The unaudited pro forma condensed combined financial statements do not include the effects of the costs associated with any restructuring or integration activities resulting from the transaction, as they are nonrecurring in nature and not factually supportable at the time that the unaudited pro forma condensed combined financial statements were prepared. Additionally, the unaudited pro forma adjustments do not give effect to any nonrecurring or unusual restructuring charges that may be incurred as a result of the integration of the two companies or any anticipated disposition of assets that may result from such integration. Transaction-related expenses estimated at $13.1 million are not included in the unaudited pro forma condensed combined income statements.

The actual amounts recorded as of the completion of the merger may differ materially from the information presented in these unaudited pro forma condensed combined financial statements as a result of:

- changes in the trading price for Hilltop's common stock;
- net cash used or generated in PlainsCapital's operations between the signing of the merger agreement and completion of the merger;

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- the timing of the completion of the merger;
- other changes in PlainsCapital's net assets that occur prior to completion of the merger, which could cause material differences in the information presented below; and
- changes in the financial results of the combined company, which could change the future discounted cash flow projections.

The unaudited pro forma condensed combined financial statements are provided for informational purposes only. The unaudited pro forma condensed combined financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the transaction been completed as of the dates indicated or that may be achieved in the future. The preparation of the unaudited pro forma condensed combined financial statements and related adjustments required management to make certain assumptions and estimates. The unaudited pro forma condensed combined financial statements should be read together with:

- the accompanying notes to the unaudited pro forma condensed combined financial statements;
- Hilltop's separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2011, included in Hilltop's Annual Report on Form 10-K for the year ended December 31, 2011;
- PlainsCapital's separate audited historical consolidated financial statements and accompanying notes as of and for the year ended December 31, 2011, included in this joint proxy statement/prospectus beginning on page F-1;
- Hilltop's separate unaudited historical consolidated financial statements and accompanying notes as of and for the three months ended March 31, 2012 included in Hilltop's Quarterly Report on Form 10-Q for the three months ended March 31, 2012;
- PlainsCapital's separate unaudited historical consolidated financial statements and accompanying notes as of and for the three months ended March 31, 2012, included in this joint proxy statement/prospectus beginning on page F-1; and
- other information pertaining to Hilltop and PlainsCapital contained in or, with respect to Hilltop, incorporated by reference into this joint proxy statement/prospectus. See "Selected Consolidated Historical Financial Data of Hilltop" and "Selected Consolidated Historical Financial Data of PlainsCapital" included elsewhere in this joint proxy statement/prospectus.

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HILLTOP HOLDINGS INC. UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET AS OF MARCH 31, 2012

	Historical				
	Hilltop	PlainsCapital	Pro Forma Adjustments	Pro Forma Combined	Notes
	(In thousands)				
Assets:					
Cash, cash equivalents, and amounts due from banks	$ 579,639	$ 244,864	$ (336,840)	$ 487,663	A
Federal funds sold and securities purchased under agreements to resell		19,858		19,858	
Investments in securities:					
Trading		66,804		66,804	
Available for sale	162,961	616,609	(4,061)	775,509	B
Held to maturity		175,647	6,090	181,737	C
Total investments in securities	162,961	859,060	2,029	1,024,050	
Other investments	56,560			56,560	
Loans		3,269,255	(86,588)	3,182,667	D
Loans held for sale		853,801		853,801	
Broker-dealer and clearing organization receivables		196,990		196,990	
Premiums receivable	25,197			25,197	
Fee award receivable		17,706		17,706	
Deferred acquisition costs	19,395			19,395	
Reinsurance recoverable	25,932			25,932	
Intangible assets	8,765	10,997	75,903	95,665	E
Goodwill	23,988	35,880	176,452	236,320	F
Property and equipment	2,139	92,335	26,430	120,904	G
Other real estate owned		23,590	(9,015)	14,575	H
Other assets	19,734	163,221	47,832	230,787	I
Total assets	$ 924,310	$ 5,787,557	$ (103,797)	$ 6,608,070	
Liabilities:					
Deposits	$	$ 4,168,776	$ 7,073	$ 4,175,849	J
Broker-dealer and clearing organization payables		220,012		220,012	
Short-term borrowings		606,774		606,774	
Reserve for losses and loss adjustment expenses	47,861			47,861	
Unearned premiums	82,796			82,796	
Notes payable	131,450	51,828		183,278	
Junior subordinated debentures		67,012		67,012	
Other liabilities	10,906	132,193	31,896	174,995	K
Total liabilities	273,013	5,246,595	38,969	5,558,577	
Stockholders' Equity:					
Preferred stock		114,068		114,068	L
Common stock	564	32	241	837	M
Additional paid-in capital	917,165	159,835	126,764	1,203,764	N
Accumulated other comprehensive income	10,582	4,857	(4,857)	10,582	O
Accumulated earnings (deficit)	(277,014)	262,411	(266,984)	(281,587)	P
Unearned ESOP shares		(2,070)	2,070		Q
Total stockholders' equity before noncontrolling interest	651,297	539,133	(142,766)	1,047,664	
Noncontrolling interest		1,829		1,829	
Total stockholders' equity	651,297	540,962	(142,766)	1,049,493	

Total liabilities and stockholders' equity	$	924,310	$	5,787,557	$	(103,797)	$	6,608,070

See accompanying Notes to Unaudited Pro Forma Condensed Financial Statements.

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HILLTOP HOLDINGS INC. UNAUDITED PRO FORMA CONDENSED COMBINED INCOME STATEMENT FOR THE THREE MONTHS ENDED MARCH 31, 2012

	Historical		Pro Forma	Pro Forma	
	Hilltop	PlainsCapital	Adjustments	Combined	Notes
	(In thousands, except per share data)				
Interest income:					
Loans, including fees	$	$ 48,600	$ 982	$ 49,582	R
Net investment and other interest income	3,259	7,956	(202)	11,013	S
Total interest income	3,259	56,556	780	60,595	
Interest expense:					
Deposits		5,265		5,265	
Short-term borrowings		428		428	
Notes payable	2,139	723		2,862	
Junior subordinated debentures		648		648	
Other interest expense		283		283	
Total interest expense	2,139	7,347		9,486	
Net interest income	1,120	49,209	780	51,109	
Provision for loan losses		2,221	342	2,563	T
Net interest income after provision for loan losses	1,120	46,988	438	48,546	
Noninterest income:					
Net gains from sale of loans		99,718		99,718	
Mortgage loan origination fees		18,325		18,325	
Investment advisory and securities brokerage fees and commissions		24,595		24,595	
Net premiums earned	35,155			35,155	
Other noninterest income	1,732	7,468		9,200	
Total noninterest income	36,887	150,106		186,993	
Noninterest expense:					
Loss and loss adjustment expenses	22,542			22,542	
Policy acquisition and other underwriting expenses	12,915			12,915	
Employees' compensation and benefits	2,220	105,774		107,994	
Occupancy & equipment	271	17,082		17,353	
General and administrative and other expenses	(486)	41,246	3,407	44,167	U
Total noninterest expense	37,461	164,102	3,407	204,970	
Income before income tax expense	546	32,992	(2,969)	30,569	
Income tax expense	203	11,254	(1,069)	10,388	V
Net Income	343	21,738	(1,900)	20,181	
Less: net income attributable to noncontrolling interest		481		481	
Less: dividends on preferred stock and other		1,094		1,094	
Net income attributable to common stockholders	$ 343	$ 20,163	$ (1,900)	$ 18,606	
Net income per share attributable to common stockholders:					
Basic	$ 0.01	$ 0.61		$ 0.22	
Diluted	$ 0.01	$ 0.59		$ 0.22	
Weighted average common shares outstanding:					
Basic	56,499	32,991	(5,670)	83,820	
Diluted	56,555	33,924	(6,603)	83,876	

See accompanying Notes to Unaudited Pro Forma Condensed Financial Statements.

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HILLTOP HOLDINGS INC. UNAUDITED PRO FORMA CONDENSED COMBINED INCOME STATEMENT FOR THE YEAR ENDED DECEMBER 31, 2011

	Historical		Pro Forma	Pro Forma	
	Hilltop	PlainsCapital	Adjustments	Combined	Notes
	(In thousands, except per share data)				
Interest income:					
Loans, including fees	$	$ 180,209	$ 3,457	$ 183,666	R
Net investment and other interest income	10,538	39,234	(808)	48,964	S
Total interest income	10,538	219,443	2,648	232,629	
Interest expense:					
Deposits		28,172		28,172	
Short-term borrowings		1,700		1,700	
Notes payable	8,985	3,141		12,126	
Junior subordinated debentures		2,502		2,502	
Other interest expense		997		997	
Total interest expense	8,985	36,512		45,497	
Net interest income	1,553	182,931	2,648	187,132	
Provision for loan losses		21,757	(12,757)	9,000	T
Net interest income after provision for loan losses	1,553	161,174	15,405	178,132	
Noninterest income:					
Net gains from sale of loans		293,469		293,469	
Mortgage loan origination fees		72,351		72,351	
Investment advisory and securities brokerage fees and commissions		92,101		92,101	
Net premiums earned	134,048			134,048	
Other noninterest income	7,602	19,837		27,439	
Total noninterest income	141,650	477,758		619,408	
Noninterest expense:					
Loss and loss adjustment expenses	96,734			96,734	
Policy acquisition and other underwriting expenses	47,425			47,425	
Employees' compensation and benefits	7,714	348,121		355,835	
Occupancy & equipment	958	64,682		65,640	
General and administrative and other expenses	1,911	141,215	12,880	156,006	U
Total noninterest expense	154,743	554,018	12,880	721,641	
Income before income tax expense	(11,540)	84,914	2,525	75,899	
Income tax expense	(5,009)	30,068	909	25,968	V
Net Income	(6,531)	54,846	1,616	49,931	
Less: net income attributable to noncontrolling interest		1,650		1,650	
Less: dividends on preferred stock and other		7,488		7,488	
Net income attributable to common stockholders	$ (6,531)	$ 45,708	$ 1,616	$ 40,793	
Net income per share attributable to common stockholders:					
Basic	$ (0.12)	$ 1.39		$ 0.49	
Diluted	$ (0.12)	$ 1.36		$ 0.49	
Weighted average common shares outstanding:					
Basic	56,499	32,851	(5,530)	83,820	
Diluted	56,511	33,493	(6,172)	83,832	

See accompanying Notes to Unaudited Pro Forma Condensed Financial Statements.

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NOTES TO UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS

1. Basis of Pro Forma Presentation

The unaudited pro forma condensed combined balance sheet as of March 31, 2012 and the unaudited pro forma condensed combined income statements for the three months ended March 31, 2012 and the year ended December 31, 2011 are based on the historical financial statements of Hilltop and PlainsCapital after giving effect to the completion of the merger and the assumptions and adjustments described in the accompanying notes. It does not reflect cost savings or operating synergies expected to result from the merger, or the costs to achieve these cost savings or operating synergies, or any anticipated disposition of assets that may result from the integration of the operations of the two companies.

The transaction will be accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification ("ASC") Topic 805, *Business Combinations* ("ASC 805"). In business combination transactions in which the consideration given is not in the form of cash (that is, in the form of non-cash assets, liabilities incurred, or equity interests issued), measurement of the acquisition consideration is based on the fair value of the consideration given or the fair value of the asset (or net assets) acquired, whichever is more clearly evident and, thus, more reliably measurable.

Under ASC 805, all of the assets acquired and liabilities assumed in a business combination are recognized at their acquisition-date fair value, while transaction costs and restructuring costs associated with the business combination are expensed as incurred. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill. Changes in deferred tax asset valuation allowances and income tax uncertainties after the acquisition date generally affect income tax expense. Subsequent to the completion of the merger, Hilltop and PlainsCapital will finalize an integration plan, which may affect how the assets acquired, including intangible assets, will be utilized by the combined company. For those assets in the combined company that will be phased out or will no longer be used, additional amortization, depreciation and possibly impairment charges will be recorded after management completes the integration plan.

The unaudited pro forma information is presented solely for informational purposes and is not necessarily indicative of the combined results of operations or financial position that might have been achieved for the periods or dates indicated, nor is it necessarily indicative of the future results of the combined company.

2. Preliminary Estimated Acquisition Consideration

On May 8, 2012, Hilltop entered into a definitive agreement and plan of merger with PlainsCapital and Meadow Corporation, pursuant to which PlainsCapital will merge with and into Meadow Corporation and become a subsidiary of Hilltop. The purchase consideration to PlainsCapital shareholders includes approximately 27.3 million shares of Hilltop common stock, 114,068 shares of Hilltop preferred stock, and approximately $317 million of cash. At the closing (as defined in the merger agreement) each outstanding share of PlainsCapital common stock will be converted into the right to receive 0.776 shares of Hilltop common stock and $9.00 in cash (collectively, the "Merger Consideration"), subject to certain adjustments. Each outstanding and unexercised option to purchase shares of PlainsCapital common stock will vest in full and the holder thereof will be entitled to receive the Merger Consideration in respect of each share of PlainsCapital common stock underlying such stock option, less the applicable exercise price and withholding taxes. Each outstanding PlainsCapital restricted stock unit and share of PlainsCapital restricted common stock will vest in full and will be converted into the right to receive the Merger Consideration, less applicable withholding taxes. Each share of PlainsCapital Series C preferred stock will be converted into one share of preferred stock of Hilltop having the same rights, preferences, privileges, voting powers, limitations, and restrictions as the PlainsCapital Series C preferred stock.

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Based on PlainsCapital's estimated shares of common stock and equity awards outstanding as of August 3, 2012, and assuming that all equity awards are vested and exercised as of the closing of the merger, the preliminary estimated acquisition consideration is as follows (in thousands):

Preliminary Estimated Acquisition Consideration

Number of shares of PlainsCapital common stock outstanding at March 31, 2012		32,255		
Escrow common shares expected to be issued prior to closing of the merger(1)		1,042		
Restricted stock units that will vest upon closing of the merger		939		
Restricted shares that will vest upon closing of the merger		453		
Stock options that will vest and be exercised prior to closing of the merger		519		
Total PlainsCapital common stock upon closing of the merger		35,208		
Per share exchange ratio		0.776		
Number of shares of Hilltop common stock as exchanged		27,321		
Multiplied by Hilltop common stock price on August 1, 2012	$	10.50		
Estimated fair value of Hilltop common stock issued			$	286,872
Estimated fair value of Hilltop preferred stock issued				114,068
Estimated cash distribution to PlainsCapital common stockholders(2)				316,870
Total Preliminary Estimated Acquisition Consideration			$	717,810

(1) Escrow common shares expected to be issued represent the estimated number of PlainsCapital shares that will be released from escrow and delivered to former First Southwest stockholders under the terms of its December 2008 merger agreement with PlainsCapital and is based on the estimated fair value of certain auction rate securities.

(2) The estimated cash distribution to PlainsCapital common shareholders equals the cash portion of the Merger Consideration of $9.00, multiplied by the total PlainsCapital common stock upon closing of the merger.

3. Preliminary Estimated Acquisition Consideration Allocation

Under the acquisition method of accounting, the total acquisition consideration is allocated to the acquired tangible and intangible assets and assumed liabilities of PlainsCapital based on their estimated fair values as of the closing of the merger. The excess of the acquisition consideration over the fair value of assets acquired and liabilities assumed, if any, is allocated to goodwill.

The allocation of the estimated acquisition consideration is preliminary because the proposed merger has not yet been completed. The preliminary allocation is based on estimates, assumptions, valuations, and other studies which have not progressed to a stage where there is sufficient information to make a definitive allocation. Accordingly, the acquisition consideration allocation unaudited pro forma adjustments will remain preliminary until Hilltop management determines the final acquisition consideration and the fair values of assets acquired and liabilities assumed. The final determination of the acquisition consideration allocation is anticipated to be completed as soon as practicable after the completion of the merger and will be based on the value of the Hilltop share price at the closing of the transaction. The final amounts allocated to assets acquired and liabilities assumed could differ significantly from the amounts presented in the unaudited pro forma condensed combined financial statements.

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The total preliminary estimated acquisition consideration as shown in the table above is allocated to PlainsCapital's tangible and intangible assets and liabilities as of March 31, 2012 based on their preliminary estimated fair values as follows (in thousands):

Preliminary Estimated Acquisition Consideration Allocation

Cash, cash equivalents, and amounts due from banks	$ 230,470
Federal funds sold and securities purchased under agreements to resell	19,858
Investment securities	861,089
Loans held for sale	853,801
Loans	3,182,667
Broker-dealer and clearing organization receivables	196,990
Fee award receivable	17,706
Property and equipment	118,765
Other real estate owned	14,575
Other assets	210,050
Deposits	(4,175,849)
Broker-dealer and clearing organization payables	(220,012)
Short-term borrowings	(606,774)
Notes payable	(51,828)
Junior subordinated debentures	(67,012)
Other liabilities	(164,089)
Noncontrolling interest	(1,829)
Intangible assets	86,900
Goodwill	212,332
Preliminary Estimated Acquisition Consideration	$ 717,810

Approximately $86.9 million has been preliminarily allocated to amortizable intangible assets acquired. The amortization related to the preliminary fair value of net amortizable intangible assets is reflected as a pro forma adjustment to the unaudited pro forma condensed combined financial statements.

Identifiable intangible assets. The preliminary fair values of intangible assets were determined based on the provisions of ASC 805, which defines fair value in accordance with ASC Topic 820, *Fair Value Measurements and Disclosures*, or "ASC 820." ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Intangible assets were identified that met either the separability criterion or the contractual-legal criterion described in ASC 805. The preliminary allocation to intangible assets is as follows (dollar amounts in thousands):

		Estimated Useful Life (Years)
Core deposit intangible	$ 42,700	9
Customer contracts and relationships	14,500	14
Non-compete agreements	14,100	5
Trademarks and trade names	12,000	23
Internally-developed software	3,600	3
Total intangible assets	$ 86,900	

Goodwill. Goodwill represents the excess of the preliminary estimated acquisition consideration over the preliminary fair value of the underlying net tangible and intangible assets. Among the factors

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that contributed to a purchase price in excess of the fair value of the net tangible and intangible assets are the skill sets, operations, customer base and organizational cultures that can be leveraged to enable the combined company to build an enterprise greater than the sum of its parts. In accordance with ASC Topic 350, *Intangibles Goodwill and Other*, goodwill will not be amortized, but instead will be tested for impairment at least annually and whenever events or circumstances have occurred that may indicate a possible impairment. In the event management determines that the value of goodwill has become impaired, the combined company will incur an accounting charge for the amount of the impairment during the period in which the determination is made.

4. Preliminary Unaudited Pro Forma and Acquisition Accounting Adjustments

The unaudited pro forma financial information is not necessarily indicative of what the financial position actually would have been had the merger been completed at the date indicated, and includes adjustments which are preliminary and may be revised. Such revisions may result in material changes. The financial position shown herein is not necessarily indicative of what the past financial position of the combined companies would have been, nor necessarily indicative of the financial position of the post-merger periods. The unaudited pro forma financial information does not give consideration to the impact of possible expense efficiencies, synergies, strategy modifications, asset dispositions, or other actions that may result from the merger.

The following unaudited pro forma adjustments result from accounting for the merger, including the determination of fair value of the assets, liabilities, and commitments which Hilltop, as the acquirer for accounting purposes, will acquire from PlainsCapital. The descriptions related to these preliminary adjustments are as follows (in thousands):

Balance Sheet

A	Adjustments to cash		
	To reflect cash used to purchase outstanding shares of PlainsCapital	$	(316,870)
	To reflect cash proceeds to PlainsCapital from assumed stock option exercises, immediately prior to closing of the merger		5,374
	To reflect cash paid by PlainsCapital to settle executive compensation obligations		(12,267)
	To reflect cash used to pay estimated transaction costs of Hilltop		(5,577)
	To reflect cash used to pay estimated transaction costs of PlainsCapital		(7,500)
		$	(336,840)
B	Adjustment to available for sale investments		
	To reflect estimated fair value at acquisition date	$	(4,061)
C	Adjustment to held to maturity investments		
	To reflect estimated fair value at acquisition date	$	6,090
D	Adjustment to loans		
	To reflect estimated fair value at acquisition date	$	(86,588)
E	Adjustments to intangible assets		
	To eliminate PlainsCapital historical acquired intangible assets	$	(10,997)
	To record the estimated fair value of acquired identifiable intangible assets		86,900
		$	75,903
F	Adjustments to goodwill		
	To eliminate PlainsCapital historical acquired goodwill	$	(35,880)
	To reflect the goodwill associated with the PlainsCapital acquisition		212,332
		$	176,452

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G	Adjustment to property and equipment		
	To reflect estimated fair value at acquisition date	$	26,430
H	Adjustment to other real estate owned		
	To reflect estimated fair value at acquisition date	$	(9,015)
I	Adjustments to other assets		
	To reflect acquired current tax recoverable from estimated transaction costs of PlainsCapital	$	1,350
	To reflect current tax recoverable from estimated transaction costs of Hilltop		1,004
	To reflect deferred tax asset changes resulting from pro forma adjustments		45,478
		$	47,832
J	Adjustment to deposits		
	To reflect estimated fair value at acquisition date	$	7,073
K	Adjustments to other liabilities		
	To eliminate contingent liability related to First Southwest escrow shares	$	(13,273)
	To reflect liability for change in control payments due under existing contracts		13,404
	To reflect cash paid by PlainsCapital to settle executive compensation obligations		(12,267)
	To reflect liability for indemnification reserve		5,000
	To reflect deferred tax liability changes resulting from pro forma adjustments		39,032
		$	31,896
L	Adjustments to preferred stock		
	To eliminate PlainsCapital historical preferred stock	$	(114,068)
	To reflect the issuance of Hilltop preferred stock, at fair value		114,068
		$	
M	Adjustments to common stock		
	To eliminate PlainsCapital historical common stock	$	(32)
	To reflect the issuance of Hilltop common stock to PlainsCapital shareholders		273
		$	241
N	Adjustments to additional paid-in capital		
	To eliminate PlainsCapital historical additional paid-in capital	$	(159,835)
	To reflect the issuance of Hilltop common stock to PlainsCapital shareholders		286,599
		$	126,764
O	Adjustment to accumulated other comprehensive income		
	To eliminate PlainsCapital historical accumulated other comprehensive income	$	(4,857)
P	Adjustments to accumulated deficit		
	To eliminate PlainsCapital retained earnings	$	(262,411)
	To reflect estimated transactions costs of Hilltop, net of tax		(4,573)
		$	(266,984)
Q	Adjustment to unearned ESOP shares		
	To reflect vesting of PlainsCapital unearned ESOP shares	$	2,070

Pursuant to the acquisition method of accounting, the final acquisition consideration will be based on the price of Hilltop's common stock immediately prior to the effective time of the merger. A 20% difference in per share price at the closing of the merger compared to the amount used in these unaudited pro forma condensed combined financial statements would increase or decrease total acquisition consideration and goodwill by approximately $57 million.

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Income Statements

		Three Months Ended March 31, 2012	Year Ended December 31, 2011
R	Adjustment to loan interest income		
	To reflect amortization of loan discounts resulting from loan fair value pro forma adjustment	$ 982	$ 3,457
S	Adjustment to net investment and other interest income		
	To reflect foregone interest resulting from pro forma cash adjustments	$ (202)	$ (808)
T	Adjustment to provision for loan losses		
	To reflect changes to loan loss provision	$ 342	$ (12,757)
U	Adjustments to general and administrative and other expenses		
	To eliminate PlainsCapital historical amortization expense	$ (388)	$ (2,100)
	To reflect amortization of acquired intangible assets	2,600	10,200
	To reflect additional depreciation expense resulting from property and equipment pro forma adjustment	1,195	4,780
		$ 3,407	$ 12,880
V	Adjustment to income tax expense		
	To reflect the income tax effect of pro forma adjustments R - U at Hilltop's estimated combined statutory tax rate of 36%	$ (1,069)	$ 909

Note that the estimated transaction costs included as part of the unaudited pro forma condensed combined balance sheet as of March 31, 2012, have not been included in the above unaudited pro forma condensed combined income statements.

5. Earnings per Common Share

Unaudited pro forma earnings per common share for the three months ended March 31, 2012 and for the year ended December 31, 2011 have been calculated using Hilltop's historic weighted average common shares outstanding plus the common shares assumed to be issued to PlainsCapital shareholders per the merger agreement.

The following table sets forth the calculation of basic and diluted unaudited pro forma earnings per common share for the three months ended March 31, 2012 and the year ended December 31, 2011 (in thousands, except per share data).

	Three Months Ended March 31, 2012		Year Ended December 31, 2011	
	Basic	Diluted	Basic	Diluted
Pro forma net income	$ 18,606	$ 18,606	$ 40,793	$ 40,793
Weighted average common shares outstanding:				
Historic Hilltop	56,499	56,555	56,499	56,511
Common shares issued to PlainsCapital	27,321	27,321	27,321	27,321
Pro forma	83,820	83,876	83,820	83,832
Pro forma net income per common share	$ 0.22	$ 0.22	$ 0.49	$ 0.49

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UNAUDITED COMPARATIVE PER SHARE DATA

The following table sets forth for Hilltop common stock and PlainsCapital common stock certain historical, pro forma and pro forma-equivalent per share financial information. The pro forma and pro forma-equivalent per share information gives effect to the merger and the planned conversion of the outstanding PlainsCapital Series C preferred stock into shares of a new series of Hilltop preferred stock with equivalent rights and preferences as if such transactions had been effective on the dates presented, in the case of the book value data, and as if the transactions had become effective on January 1, 2011, in the case of the net income and dividends declared data.

The unaudited pro forma per share data in the tables assume that the merger is accounted for using the acquisition method of accounting and represents a current estimate based on available information of the combined company's results of operations. The unaudited pro forma condensed combined financial statement adjustments record the assets and liabilities of PlainsCapital at their estimated fair values and are subject to adjustment as additional information becomes available and as additional analyses are performed. See "Unaudited Pro Forma Condensed Combined Financial Statements" included elsewhere in this joint proxy statement/prospectus. The information in the following table is based on, and should be read together with, the historical financial information that Hilltop presented in its prior filings with the SEC and that Hilltop and PlainsCapital have included in this joint proxy statement/prospectus. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

The unaudited pro forma information, while helpful in illustrating the financial characteristics of the combined company under one set of assumptions, does not reflect the impact of possible business model changes as a result of current market conditions which may impact revenues, expense efficiencies, asset dispositions, share repurchases and other factors. It also does not necessarily reflect what the historical results of the combined company would have been had our companies been combined during these periods nor is it indicative of the results of operations in future periods or the future financial position of the combined company. The Comparative Per Share Data Table for the three months ended March 31, 2012 and the year ended December 31, 2011 combines the historical income per share data of Hilltop and subsidiaries and PlainsCapital and subsidiaries after giving effect to the transactions contemplated by the merger agreement as if such transactions had become effective on January 1, 2011. The unaudited pro forma adjustments are based upon available information and certain assumptions that Hilltop management believes are reasonable. Upon completion of the merger, the operating results of PlainsCapital will be reflected in the consolidated financial statements of Hilltop on a prospective basis.

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	Hilltop Historical	PlainsCapital Historical	Pro Forma Combined	Per Equivalent PlainsCapital Share(2)
Income (loss) from operations for the year ended December 31, 2011:				
Basic earnings (loss) per share	$ (0.12)	$ 1.39	$ 0.49	$ 0.38
Diluted earnings (loss) per share	$ (0.12)	$ 1.36	$ 0.49	$ 0.38
Dividends paid for the year ended December 31, 2011:	$	$ 0.24	$ 0.10	$ 0.08
Book value per share as of December 31, 2011:	$ 11.60	$ 12.70	N/A	N/A
Tangible book value per share as of December 31, 2011:	$ 11.01	$ 11.21	N/A	N/A
Income from operations for the three months ended March 31, 2012:				
Basic earnings per share	$ 0.01	$ 0.61	$ 0.22	$ 0.17
Diluted earnings per share	$ 0.01	$ 0.59	$ 0.22	$ 0.17
Dividends paid for the three months ended March 31, 2012:	$	$ 0.06	$ 0.02	$ 0.02
Book value per share as of March 31, 2012:	$ 11.56	$ 13.26	$ 11.16	$ 8.66
Tangible book value per share as of March 31, 2012(1):	$ 10.97	$ 11.79	$ 7.19	$ 5.58

(1) Please see " Hilltop Non-GAAP to GAAP Reconciliation and Mangement's Explanation of Non-GAAP Financial Measures" and " PlainsCapital Non-GAAP to GAAP Reconciliation and Mangement's Explanation of Non-GAAP Financial Measures" for a reconciliation of each company's tangible book value per common share to book value per common share.

(2) The per equivalent PlainsCapital share data is based only on the 0.776 shares of Hilltop common stock to be issued to PlainsCapital shareholders as the stock portion of the merger consideration for each share of PlainsCapital common stock and does not give effect to the $9.00 in cash to be received by PlainsCapital shareholders as the cash portion of the merger consideration for each share of PlainsCapital common stock.

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RECENT DEVELOPMENTS

On August 3, 2012, PlainsCapital announced its results of operations for the quarter ended June 30, 2012. The following is a summary of PlainsCapital's unaudited results for the three and six months ended June 30, 2012 and 2011. This summary is not intended to be a comprehensive statement of PlainsCapital's unaudited financial results for these periods. Full financial results will be included in PlainsCapital's Quarterly Report on Form 10-Q for the period ended June 30, 2012.

The following table presents certain data from PlainsCapital's consolidated results of operations for the three and six months ended June 30, 2012 and 2011 (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2012	2011	2012	2011
Net interest income	$ 49,985	$ 45,185	$ 99,194	$ 87,610
Provision for loan losses	3,419	7,238	5,640	13,738
Noninterest income	168,419	107,589	318,525	192,929
Noninterest expense	172,791	121,930	336,893	230,971
Income before income taxes	42,194	23,606	75,186	35,830
Income tax provision	15,962	7,992	27,216	12,500
Consolidated net income	$ 26,232	$ 15,614	$ 47,970	$ 23,330
Diluted earnings per common share	$ 0.72	$ 0.42	$ 1.32	$ 0.60
Dividends per common share	$ 0.06	$ 0.05	$ 0.12	$ 0.10

PlainsCapital announced consolidated net income for the second quarter of 2012 of $26.2 million, a 68% increase over its second quarter 2011 earnings of $15.6 million. On a per share basis, earnings were $0.72 per diluted common share for the three months ended June 30, 2012, compared to $0.42 per diluted common share reported for the quarter ended a year earlier. Consolidated net income for the six months ended June 30, 2012 was $48.0 million, a 106% increase over earnings of $23.3 million for the six months ended June 30, 2011. On a per share basis, earnings were $1.32 per diluted share for the first six months of 2012, compared to $0.60 per diluted share reported for the six-month period ended June 30, 2011. Returns on average assets and average shareholders' equity for the six months ended June 30, 2012 were 1.63% and 17.38%, respectively, compared to 0.87% and 10.28% for the six months ended June 30, 2011.

Net interest income increased $4.8 million for the second quarter of 2012, from $45.2 million in the second quarter of 2011 to $50.0 million in the second quarter of 2012, and $11.6 million for the six months ended June 30, 2012, from $87.6 million in the first half of 2011 to $99.2 million in the first half of 2012. The increase for both periods was due to increases in average loan volumes within PlainsCapital's banking segment and decreases in market interest rates paid on deposits.

The provision for loan losses was $3.4 million and $5.6 million for the three and six months ended June 30, 2012, respectively. Provision for loan losses decreased by $3.8 million for the second quarter of 2012 and $8.1 million for the six months ended June 30, 2012 compared with the corresponding periods in 2011. The decrease was primarily a result of a decrease in non-performing loans during the first half of 2012 compared with the first half of 2011 resulting from the improving economic and financial environment for banking in Texas.

Noninterest income was $168.4 million for the second quarter of 2012 compared with $107.6 million for the second quarter of 2011, an increase of $60.8 million. Noninterest income was $318.5 million for the six months ended June 30, 2012 compared with $192.9 million for the six months ended June 30, 2011, an increase of $125.6 million. The increase for both periods was primarily due to

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increased mortgage loan origination volume, which increased 58% during the second quarter of 2012 and 67% during the six months ended June 30, 2012 compared with the corresponding periods in 2011. The increased mortgage loan origination volume resulted from PrimeLending's efforts to add staff and open mortgage banking offices in recent years, in addition to a more favorable interest rate environment in the first half of 2012, compared to the same period in 2011. The increased mortgage origination volume led to higher combined net gains on the sale of mortgage loans and mortgage loan origination fees during the first half of 2012. PrimeLending expects its rate of mortgage loan origination volume growth to moderate throughout the remainder of 2012.

Noninterest expense was $172.8 million for the second quarter of 2012 compared with $121.9 million for the second quarter of 2011, an increase of $50.9 million. Noninterest expense was $336.9 million for the six months ended June 30, 2012, compared with $231.0 million for the same period in 2011, an increase of $105.9 million. The largest component of the increase was employees' compensation and benefits, which increased primarily due to higher variable costs for commissions incurred by the mortgage origination segment as a result of an increase in the volume of mortgage loan originations during the first half of 2012 compared with the first half of 2011.

The following table presents certain balance sheet data for PlainsCapital as of June 30, 2012 and December 31, 2011 (in millions):

	June 30, 2012	**December 31, 2011**
Total assets	$ 5,846	$ 5,700
Loans, including loans held for sale	4,272	4,127
Deposits	3,953	4,246
PlainsCapital Corporation shareholders' equity	562	517

As of June 30, 2012, on a consolidated basis, PlainsCapital had total assets of approximately $5.8 billion, total loans, including loans held for sale, of approximately $4.3 billion, and shareholders' equity of approximately $0.6 billion. PlainsCapital had deposits of $4.0 billion at June 30, 2012, a decrease of $293 million compared with December 31, 2011. The decrease in deposits was due primarily to PlainsCapital's decision to replace certain maturing time deposits with lower cost sources of funding, including advances from the Federal Home Loan Bank.

As of June 30, 2012, PlainsCapital exceeded all regulatory capital requirements with a total capital to risk weighted assets ratio of 14.34%, Tier 1 capital to risk weighted assets ratio of 12.87% and a Tier 1 capital to average assets, or leverage, ratio of 10.17%.

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RISK FACTORS

In addition to the other information included and incorporated by reference in this document, Hilltop shareholders should consider the matters described below in determining whether to approve the issuance of Hilltop common stock to PlainsCapital shareholders as contemplated by the merger agreement and PlainsCapital shareholders should consider the matters described below in determining whether to adopt and approve the merger agreement.

Risk Factors Relating to the Merger

Because the market price of Hilltop common stock will fluctuate and the per share merger consideration may be adjusted, PlainsCapital shareholders cannot be sure of the value of the merger consideration they will receive.

Upon completion of the merger, each share of PlainsCapital common stock will be converted into merger consideration consisting of $9.00 in cash and 0.776 of a share of Hilltop common stock, subject to certain adjustments. The market value of the merger consideration may vary from the closing price of Hilltop common stock on the date we announced the merger, on the date that this document was mailed to PlainsCapital shareholders, on the date of the special meeting of the PlainsCapital shareholders and on the date we complete the merger and thereafter. Any change in the market price of Hilltop common stock prior to completion of the merger will affect the market value of the merger consideration that PlainsCapital shareholders will receive upon completion of the merger. In addition, the aggregate merger consideration payable by Hilltop will not increase in the event that additional shares of PlainsCapital common stock are issued or become outstanding following the execution of the merger agreement, other than in connection with certain equity awards. As a result, if additional shares of PlainsCapital common stock are issued or become outstanding other than as permitted in the merger agreement, the per share merger consideration will decrease. Accordingly, at the time of the special meeting, PlainsCapital shareholders will not know or be able to calculate the value of the merger consideration they would receive upon completion of the merger. Neither company is permitted to terminate the merger agreement or resolicit the vote of its shareholders solely because of changes in the market price of Hilltop's common stock, and there will be no adjustment to the merger consideration for changes in such market price. Stock price changes may result from a variety of factors, including general market and economic conditions, changes in our respective businesses, operations and prospects, and regulatory considerations. Many of these factors are beyond our control. We urge you to obtain current market quotations for shares of Hilltop common stock before you vote your shares at the PlainsCapital special meeting.

We may fail to realize all of the anticipated benefits of the merger.

The success of the merger will depend, in part, on our ability to successfully combine the Hilltop and PlainsCapital organizations. If we are not able to achieve this objective, the anticipated benefits of the merger may not be realized fully or at all or may take longer than expected to be realized.

Hilltop and PlainsCapital have operated and, until the completion of the merger, will continue to operate, independently. It is possible that the acquisition of PlainsCapital by Hilltop could result in the loss of key employees and the disruption of each company's ongoing businesses. The companies may have difficulty addressing possible differences in corporate cultures and management philosophies. It is also possible that clients, customers, depositors and counterparties of PlainsCapital could choose to discontinue their relationships with the combined company post-merger because they prefer doing business with an independent company or for any other reason, which would adversely affect the future performance of the combined company. Transition efforts between the two companies will also divert management attention and resources. These transition matters could have an adverse effect on each of

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PlainsCapital and Hilltop during the pre-merger period and for an undetermined period after consummation of the merger.

The results of operations of Hilltop after the merger may be affected by factors different from those currently affecting the results of operations of Hilltop and PlainsCapital.

The businesses of Hilltop and PlainsCapital differ in important respects and, accordingly, the results of operations of the combined company and the market price of the combined company's common stock may be affected by factors different from those currently affecting the independent results of operations of Hilltop and PlainsCapital. For a discussion of the business of Hilltop and of certain factors to consider in connection with Hilltop's business, see "Information About the Companies Hilltop Holdings Inc." and the documents incorporated by reference in this document and referred to under "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus. For a discussion of the business of PlainsCapital and of certain factors to consider in connection with PlainsCapital's business, see "Information About the Companies PlainsCapital Corporation" included elsewhere in this joint proxy statement/prospectus and the consolidated financial statements of PlainsCapital beginning on page F-1 of this joint proxy statement/prospectus.

The merger agreement limits Hilltop's and PlainsCapital's ability to pursue an alternative transaction and requires Hilltop or PlainsCapital to pay a termination fee of $17.5 million under limited circumstances relating to alternative acquisition proposals.

The merger agreement prohibits Hilltop and PlainsCapital from soliciting, initiating, endorsing or knowingly encouraging or facilitating certain alternative acquisition proposals with any third party, subject to exceptions set forth in the merger agreement. See "The Merger Agreement No Solicitation" included elsewhere in this joint proxy statement/prospectus. The merger agreement also provides for the payment by Hilltop or PlainsCapital of a termination fee in the amount of $17.5 million in the event that the other party terminates the merger agreement for certain reasons involving a material and adverse change in the recommendation of Hilltop's or PlainsCapital's board of directors, a failure of Hilltop's shareholders to approve the share issuance proposal or a termination of the merger agreement in certain circumstances followed by an acquisition of PlainsCapital by a third party. These provisions may discourage a potential competing acquiror that might have an interest in acquiring all or a significant part of PlainsCapital or Hilltop from considering or proposing such an acquisition. Furthermore, if the merger agreement is terminated and PlainsCapital's board of directors seeks another party to acquire PlainsCapital, PlainsCapital shareholders cannot be certain that PlainsCapital will be able to find a party willing to pay the equivalent or greater consideration than that which Hilltop has agreed to pay in the merger. See "The Merger Agreement Termination Fee" included elsewhere in this joint proxy statement/prospectus.

The fairness opinions that Hilltop and PlainsCapital have obtained from Stephens and J.P. Morgan, respectively, have not been, and are not expected to be, updated to reflect any changes in circumstances that may have occurred since the signing of the merger agreement.

The fairness opinions issued to Hilltop and PlainsCapital by Stephens and J.P. Morgan, which are Hilltop's and PlainsCapital's respective financial advisors, regarding the fairness, from a financial point of view, of the consideration to be paid in connection with the merger, speak only as of May 8, 2012. Changes in the operations and prospects of Hilltop or PlainsCapital, general market and economic conditions and other factors which may be beyond the control of Hilltop and PlainsCapital, and on which the fairness opinions were based, may have altered the value of Hilltop or PlainsCapital or the market price of shares of Hilltop common stock as of the date of this document, or may alter such values and market price by the time the merger is completed. Stephens and J.P. Morgan do not have

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any obligation to update, revise or reaffirm their respective opinions to reflect subsequent developments, and have not done so. For a description of the opinions that Hilltop and PlainsCapital received from their respective financial advisors, please refer to "The Merger Opinion of Hilltop's Financial Advisor" included elsewhere in this joint proxy statement/prospectus and "The Merger Opinion of PlainsCapital's Financial Advisor" included elsewhere in this joint proxy statement/prospectus. For a description of the other factors considered by Hilltop's board of directors in determining to approve the merger, please refer to "The Merger Hilltop's Reasons for the Merger; Recommendation of the Hilltop Board of Directors" included elsewhere in this joint proxy statement/prospectus. For a description of the other factors considered by PlainsCapital's board of directors in determining to approve the merger, please refer to "The Merger PlainsCapital's Reasons for the Merger; Recommendation of the PlainsCapital Board of Directors" included elsewhere in this joint proxy statement/prospectus.

The merger is subject to the receipt of consents and approvals from government entities that may impose conditions that could have an adverse effect on the combined company following the merger.

Before the merger may be completed, various approvals or consents must be obtained from the Federal Reserve Board, the Texas Department of Banking and various other securities, antitrust, and other regulatory authorities. These government entities may impose conditions on the completion of the merger or require changes to the terms of the merger. Although Hilltop and PlainsCapital do not currently expect that any such material conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the merger or imposing additional costs on or limiting the revenues of the combined company following the merger, any of which might have an adverse effect on the combined company following the merger.

Hilltop's ability to engage in nonbanking activities may be adversely affected if it is unable to obtain financial holding company status.

Hilltop's existing insurance activities, which are conducted through NLASCO, its wholly owned subsidiary, and certain of PlainsCapital's existing activities, including its merchant banking activities, will be deemed impermissible activities for Hilltop under the Bank Holding Company Act as of the closing of the merger, and must be terminated or disposed of by the expiration of a two-year grace period or any extensions granted thereof. While these activities may be continued if Hilltop is able to elect to become a financial holding company under the Bank Holding Company Act, Hilltop may be unable to satisfy the financial holding company requirements prior to the expiration of the grace period, and activities, businesses or investments that would be permissible for a financial holding company but not for a bank holding company will need to be terminated or disposed of. This could adversely affect the business, results of operations or financial position of the combined company following the merger.

PlainsCapital will be subject to business uncertainties, and Hilltop and PlainsCapital are subject to contractual restrictions while the merger is pending.

Uncertainty about the effect of the merger on employees and customers may have an adverse effect on PlainsCapital and consequently on Hilltop. These uncertainties may impair PlainsCapital's ability to attract, retain and motivate key personnel until the merger is completed, and could cause customers and others that deal with PlainsCapital to seek to change existing business relationships with PlainsCapital. Retention of certain employees may be challenging during the pendency of the merger, as certain employees may experience uncertainty about their future roles. If key employees depart because of issues relating to the uncertainty or a desire not to remain with the business, Hilltop's business following the merger could be negatively impacted.

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In addition, the merger agreement restricts Hilltop and PlainsCapital from making certain acquisitions and taking other specified actions until the merger occurs without the consent of the other party. These restrictions may prevent Hilltop and PlainsCapital from pursuing attractive business opportunities that may arise prior to the completion of the merger. See "The Merger Agreement Covenants and Agreements Conduct of Business Prior to the Completion of the Merger" included elsewhere in this joint proxy statement/prospectus for a description of the restrictive covenants applicable to Hilltop and PlainsCapital.

In addition, PlainsCapital's or Hilltop's businesses may be indirectly adversely affected by the failure to pursue other beneficial opportunities due to the focus of management on the merger. Further, if the merger agreement is terminated because the PlainsCapital shareholders fail to approve the merger proposal and the termination fee is not otherwise payable pursuant to the merger agreement, PlainsCapital will be required to pay $5 million to Hilltop in respect of Hilltop's expenses in connection with the merger agreement.

The merger is subject to certain closing conditions that, if not satisfied or waived, will result in the merger not being completed, which may cause the price of Hilltop common stock and the value of PlainsCapital common stock to decline.

The merger is subject to customary conditions to closing, including the receipt of required regulatory approvals and approvals of the Hilltop and PlainsCapital shareholders. If any condition to the merger is not satisfied or waived, to the extent permitted by law, the merger will not be completed. In addition, Hilltop and PlainsCapital may terminate the merger agreement under certain circumstances even if the merger is approved by PlainsCapital and Hilltop shareholders, including if the merger has not been completed on or before December 31, 2012 or if either party's board of directors recommends in favor of an alternative acquisition proposal. If Hilltop and PlainsCapital do not complete the merger, the trading price of Hilltop common stock on the NYSE and the value of PlainsCapital common stock may decline to the extent that the current prices reflect a market assumption that the merger will be completed. In addition, neither company would realize any of the expected benefits of having completed the merger. If the merger is not completed, additional risks could materialize, which could materially and adversely affect the business, financial condition and results of Hilltop or PlainsCapital. For more information on closing conditions to the merger agreement, see "The Merger Agreement Conditions to Completion of the Merger" included elsewhere in this joint proxy statement/prospectus.

Current Hilltop shareholders and PlainsCapital shareholders will have a reduced ownership and voting interest after the merger and will exercise less influence over management.

Current Hilltop shareholders have the right to vote in the election of the Hilltop board of directors and on other matters affecting Hilltop. Current PlainsCapital shareholders have the right to vote in the election of the PlainsCapital board of directors and on other matters affecting PlainsCapital. Immediately after the merger is completed, it is expected that, on a fully diluted basis, current Hilltop shareholders will own approximately 67%, and current PlainsCapital shareholders will own approximately 33%, of the outstanding shares of Hilltop common stock. As a result of the merger, current Hilltop shareholders will have less influence on the management and policies of Hilltop post-merger than they currently have, and current PlainsCapital shareholders will have less influence on the management and policies of Hilltop post-merger than they currently have with respect to PlainsCapital.

Current PlainsCapital shareholders may not receive dividends on the Hilltop common stock that they receive in the merger.

Hilltop has not historically paid cash dividends on its common stock. Hilltop has agreed to cause its board of directors to consider a policy for the payment of dividends on the Hilltop common stock,

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subject to applicable law, and taking into account the level of dividends historically paid on the PlainsCapital common stock. However, any decision to approve such a policy, and any future declaration of dividends, will be at the discretion of the Hilltop board of directors and will depend on Hilltop's results of operations, financial condition, capital requirements, regulatory contractual restrictions, business strategy and other factors that the Hilltop board of directors deems relevant at that time. Current PlainsCapital shareholders may not continue to receive dividends on their common stock as holders of Hilltop common stock following completion of the merger at the same level as they receive today, or at all.

The financial analyses and forecasts considered by Hilltop and PlainsCapital and their respective financial advisors may not be realized, which may adversely affect the market price of Hilltop shares following the merger.

In performing their financial analyses and rendering their opinions regarding the fairness, from a financial point of view, of the merger consideration set forth in the merger agreement, each of the respective financial advisors to Hilltop and PlainsCapital independently reviewed and relied on, among other things, internal standalone and pro forma financial analyses and forecasts as separately provided to each respective financial advisor by Hilltop or PlainsCapital. See the sections titled "The Merger Certain Hilltop Prospective Financial Information" included elsewhere in this joint proxy statement/prospectus and "The Merger Certain PlainsCapital Prospective Financial Information" included elsewhere in this joint proxy statement/prospectus. The financial advisors assumed, at the direction of the board of directors of PlainsCapital (in the case of J.P. Morgan) and of Hilltop (in the case of Stephens Inc.), that such financial information was reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of PlainsCapital and Hilltop as to the future performance of their respective companies and that such future financial results will be achieved at the times and in the amounts projected by management of PlainsCapital and Hilltop. These analyses and forecasts were prepared by, or as directed by, the managements of Hilltop and PlainsCapital and were also considered by the board of directors of each of Hilltop and PlainsCapital. None of these analyses or forecasts was prepared with a view towards public disclosure or compliance with the published guidelines of the SEC, generally accepted accounting principles in the U.S. ("GAAP"), statutory accounting principles ("SAP") or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of financial forecasts. These projections are inherently based on various estimates and assumptions that are subject to the judgment of those preparing them. These projections are also subject to significant economic, competitive, industry and other uncertainties and contingencies, all of which are difficult or impossible to predict and many of which are beyond the control of Hilltop and PlainsCapital. Accordingly, Hilltop's and/or PlainsCapital's financial condition or results of operations may not be consistent with those set forth in such analyses and forecasts. Worse financial results could have a material adverse effect on the market price of Hilltop common stock following the merger.

Some of the executive officers and directors of PlainsCapital have interests in seeing the merger completed that are different from, or in addition to, those of the other PlainsCapital shareholders. Therefore, some of the executive officers and directors of PlainsCapital may have a conflict of interest in recommending the proposals being voted on at the PlainsCapital special meeting.

The executive officers of PlainsCapital may have arrangements that provide them with interests in the merger that are different from, or in addition to, those of shareholders of PlainsCapital generally. These interests include, among others, continued service by current PlainsCapital executive officers as executive officers of Hilltop or PlainsCapital following the merger, and payments to current PlainsCapital executive officers in connection with the merger. These interests may influence the executive officers of PlainsCapital to support or approve the proposals to be presented at the PlainsCapital special meeting.

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In addition, certain directors of PlainsCapital may have interests in the merger that are different from, or in addition to, those of shareholders of PlainsCapital generally, including the accelerated vesting of certain equity awards and service as a director of Hilltop following the merger. These interests may influence the directors of PlainsCapital to support or approve the proposals to be presented at the PlainsCapital special meeting.

See "The Merger Interests of Certain Directors and Executive Officers in the Merger" included elsewhere in this joint proxy statement/prospectus for a more detailed description of these interests.

The completion of the merger may trigger change in control provisions in certain agreements to which PlainsCapital is a party.

The completion of the merger may trigger change in control provisions in certain agreements to which PlainsCapital is a party. Such agreements include a line of credit provided by and term notes issued to JPMorgan Chase Bank, N.A. under which PlainsCapital's subsidiary, PlainsCapital Bank, had an aggregate of $39.5 million in indebtedness as of March 31, 2012. If PlainsCapital and Hilltop are unable to negotiate waivers of those provisions, the counterparties may exercise their rights and remedies under the agreements (including terminating the agreements or seeking monetary penalties). Even if PlainsCapital or Hilltop is able to obtain waivers, the counterparties may demand a fee for such waivers or seek to renegotiate the agreements on materially less favorable terms than those currently in place.

The shares of Hilltop common stock to be received by PlainsCapital shareholders as a result of the merger will have different rights from the shares of PlainsCapital common stock.

Upon completion of the merger, PlainsCapital shareholders will become Hilltop shareholders and their rights as shareholders will be governed by the Hilltop charter and the Hilltop bylaws. The rights associated with PlainsCapital common stock are different from the rights associated with Hilltop common stock. See "Comparison of Shareholders' Rights" included elsewhere in this joint proxy statement/prospectus for a discussion of the different rights associated with Hilltop common stock.

Termination of the merger agreement could negatively impact PlainsCapital and/or Hilltop.

If the merger agreement is terminated, there may be various consequences. For example, PlainsCapital's or Hilltop's businesses may have been impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the merger, without realizing any of the anticipated benefits of completing the merger. A termination of the merger agreement may also damage the reputations and franchise values of Hilltop and PlainsCapital. If the merger agreement is terminated and PlainsCapital's board of directors seeks another merger or business combination, PlainsCapital shareholders cannot be certain that PlainsCapital will be able to find a party willing to pay the equivalent or greater consideration than that which Hilltop has agreed to pay in the merger. In addition, if the merger agreement is terminated under certain circumstances, PlainsCapital may be required to pay $5 million to Hilltop in respect of Hilltop's expenses in connection with the merger agreement or pay Hilltop a termination fee of $17.5 million, or Hilltop may be required to pay PlainsCapital a termination fee of $17.5 million.

The combined company expects to incur substantial expenses related to the merger.

The combined company expects to incur substantial expenses in connection with completing the merger and combining the business, operations, networks, systems, technologies, policies and procedures of the two companies. Although Hilltop and PlainsCapital have assumed that a certain level of transaction and combination expenses would be incurred, there are a number of factors beyond their control that could affect the total amount or the timing of their combination expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. Due to these factors, the transaction and combination expenses associated with the merger could, particularly in the near term, exceed the savings that the combined company expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the combination of the businesses following the completion of the merger. As a result of these expenses, both Hilltop and PlainsCapital expect to take charges against their earnings before and after the completion of the merger. The charges taken in connection with the merger are expected to be significant, although the aggregate amount and timing of such charges are uncertain at present.

If completed, the merger may not produce its anticipated results, and Hilltop and PlainsCapital may be unable to combine their operations in the manner expected.

Hilltop and PlainsCapital entered into the merger agreement with the expectation that the merger will result in various benefits. Achieving the anticipated benefits of the merger is subject to a number of uncertainties, including whether the Hilltop and PlainsCapital organizations can be combined in an efficient, effective and timely manner.

It is possible that the transition process could take longer than anticipated and could result in the loss of valuable employees, the disruption of each company's ongoing businesses, controls, procedures, policies and compensation arrangements, any of which could adversely affect the combined company's ability to achieve the anticipated benefits of the merger. The combined company's results of operations could also be adversely affected by any issues attributable to either company's operations that arise or are based on events or actions that occur prior to the closing of the merger. The companies may have difficulty addressing possible differences in corporate cultures and management philosophies. The transition process is subject to a number of uncertainties, and no assurance can be given that the anticipated benefits will be realized or, if realized, the timing of their realization. Failure to achieve these anticipated benefits could result in increased costs or decreases in the amount of expected revenues and could adversely affect the combined company's future business, financial condition, operating results and prospects.

The merger may not be accretive to earnings and may cause dilution to Hilltop's earnings per share, which may negatively affect the market price of Hilltop's common stock.

Hilltop currently anticipates that the merger will be accretive to earnings in the first full year following the completion of the merger, after factoring in synergies and excluding costs to achieve synergies and other one-time costs related to the merger. This expectation is based on preliminary estimates that are subject to change. If such estimates change or prove to be inaccurate, the merger may not be accretive to earnings. Hilltop also could encounter additional transaction and integration-related costs, may fail to realize all of the benefits anticipated in the merger or be subject to other factors that affect preliminary estimates. Any of these factors could cause a decrease in Hilltop's adjusted earnings per share or decrease or delay the expected accretive effect of the merger and contribute to a decrease in the price of Hilltop's common stock.

If the merger is consummated, Hilltop will become a bank holding company pursuant to the Bank Holding Company Act and its operations will be limited to activities permissible by bank holding companies.

A bank holding company ("BHC") is subject to ongoing supervision, regulation, examination and enforcement by the Federal Reserve. This Federal Reserve jurisdiction also extends to any company that is directly or indirectly controlled by a BHC, such as subsidiaries and other companies in which the BHC has a controlling investment. If the merger is consummated, Hilltop will become a BHC and any legal entity that is deemed to control Hilltop also will be required to become a BHC.

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It is a policy of the Federal Reserve that a BHC should serve as a source of financial and managerial strength to the depository institutions that it controls. In furtherance thereof, the regulators may require certain financial and other actions by a BHC in support of controlled depository institutions including raising and contributing capital, even if such actions are not in the best interests of the BHC or its shareholders. The types of activities and investments that can be conducted, directly or indirectly, by a BHC are limited by applicable law to those that are generally related to the banking business. A BHC is generally not permitted to engage in commercial, manufacturing or industrial activities. The Gramm-Leach-Bliley Act expanded the universe of activities and investments permissible for those BHCs that meet certain criteria to qualify as a "financial holding company" that Hilltop intends to seek to meet. In general, a financial holding company may engage in activities that are (i) financial in nature or incidental to such financial activity or (ii) complementary to a financial activity. Permissible activities for a financial holding company include the activities permissible for a BHC, as well as: insurance agency and underwriting activities; financial, investment or economic advisory services; underwriting, dealing in or making a market in securities; and limited investing in non-financial companies subject to various restrictions. Because, upon consummation of the merger, Hilltop will become a BHC, regulators could require Hilltop to take certain financial and other actions in support of PlainsCapital Bank even if such actions are not in the best interests of the combined company or its shareholders and the activities and investments of Hilltop will be limited in the future as described above.

If the merger fails to qualify as a "reorganization" within the meaning of Section 368(a) of the Code, PlainsCapital shareholders may be required to recognize additional gain or loss on the exchange of their shares of PlainsCapital common stock in the merger for U.S. federal income tax purposes.

Hilltop and PlainsCapital have structured the merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. Neither Hilltop nor PlainsCapital intends to request any ruling from the Internal Revenue Service as to the tax consequences of the exchange of shares of PlainsCapital common stock for shares of Hilltop common stock in the merger. If the merger fails to qualify as a reorganization, a PlainsCapital shareholder would generally recognize gain or loss for U.S. federal income tax purposes on each share of PlainsCapital common stock exchanged in the merger in an amount equal to the difference between that shareholder's basis in such share and the sum of the amount of the cash and the fair market value of the shares of Hilltop common stock the PlainsCapital shareholder receives or may receive in exchange for each such share of PlainsCapital common stock. You are urged to consult with your own tax advisor regarding the proper reporting of the amount and timing of such gain or loss. See "United States Federal Income Tax Consequences of the Merger" elsewhere in this joint proxy statement/prospectus.

The unaudited pro forma financial statements included in this document are presented for illustrative purposes only and may not be an indication of the combined company's financial condition or results of operations following the merger.

The unaudited pro forma financial statements contained in this document are presented for illustrative purposes only, are based on various adjustments, assumptions and preliminary estimates and may not be an indication of the combined company's financial condition or results of operations following the merger for several reasons. The actual financial condition and results of operations of the combined company following the merger may not be consistent with, or evident from, these unaudited pro forma financial statements. In addition, the assumptions used in preparing the unaudited pro forma financial information may not prove to be accurate, and other factors may affect the combined company's financial condition or results of operations following the merger. Any potential decline in the combined company's financial condition or results of operations may cause significant variations in the stock price of the combined company.

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Risk Factors Relating to PlainsCapital's Business

An adverse change in real estate market values may result in losses and otherwise adversely affect the profitability of the combined company following the merger.

As of December 31, 2011, approximately 40% of PlainsCapital's loan portfolio was comprised of loans with real estate as the primary component of collateral. The real estate collateral in each case provides an alternate source of repayment in the event of default by the borrower and may deteriorate in value during the time the credit is extended. The negative developments in the financial industry and economy as a whole over the past several years have adversely affected real estate market values generally and in PlainsCapital's market areas in Texas specifically and may continue to decline. A decline in real estate values could further impair the value of PlainsCapital's collateral and PlainsCapital's ability to sell the collateral upon any foreclosure. In the event of a default with respect to any of these loans, the amounts PlainsCapital receives upon sale of the collateral may be insufficient to recover the outstanding principal and interest on the loan. As a result, the profitability and financial condition of the combined company following the merger may be adversely affected by a further decrease in real estate market values.

PlainsCapital's allowance for loan losses may not be adequate to cover actual losses.

As a lender, PlainsCapital is exposed to the risk that it could sustain losses because borrowers, guarantors, and related parties may fail to perform in accordance with the terms of their loans. PlainsCapital has historically addressed this risk by maintaining an allowance for loan losses in an amount intended to cover management's estimate of losses inherent in the loan portfolio. As a result of the merger, the combined company will be required under generally accepted accounting principles to estimate the fair value of the loan portfolio after the consummation of the merger and write the portfolio down to that estimate. For most loans, this will mean computing the net present value of estimated cash flows to be received from borrowers. PlainCapital's allowance for loan losses that had been maintained will be eliminated in this accounting. A new allowance for loan losses will be established for loans made subsequent to consummation of the merger and for any subsequent decrease in the estimate of cash flows to be received from the loans held.

The estimate of fair value as of the consummation of the merger will be based on economic conditions at such time and on management's projections regarding both future economic conditions and the ability of PlainsCapital Bank's borrowers to continue to repay their loans. However, if management's assumptions and projections prove to be incorrect, the estimate of fair value may be higher than the actual fair value and the combined company may suffer losses in excess of those estimated. Further, the allowance for loan losses established for new loans or for revised estimates may prove to be inadequate to cover actual losses, especially if economic conditions worsen.

While management will endeavor to estimate fair value and the allowance to cover current losses, no underwriting and credit monitoring policies and procedures that the combined company could adopt to address credit risk could provide complete assurance that there will not be unexpected losses. These losses could have a material adverse effect on the combined company's business, financial condition, results of operations and cash flows. In addition, federal regulators periodically evaluate the adequacy of the allowance for loan losses and may require the combined company to increase its provision for loan losses or recognize further loan charge-offs based on judgments different from those of management.

Negative developments in the financial industry and the domestic and international credit markets during the past several years may adversely affect our operations and results.

The U.S. and global economies have suffered a dramatic downturn during the past several years, which has negatively impacted many industries, including the financial industry. Although economic conditions have improved, certain sectors, such as real estate and manufacturing, remain weak and unemployment remains high.

As a result, commercial as well as consumer loan portfolio performances deteriorated at many financial institutions and have only recently begun to rebound, and the competition for deposits and quality loans has increased significantly. In addition, the values of real estate collateral supporting many commercial loans and home mortgages declined, which contributed to a greater degree of loan defaults. Financial institutions were also particularly impacted by the lack of liquidity and loss of confidence in the financial sector. These factors collectively had a negative impact on PlainsCapital's business, financial condition and results of operations. While market conditions are improving, there is no clear indication of the magnitude of any improvement, or its sustainability. Concerns about the European Union's sovereign debt crisis and the soundness of its banking system have also caused uncertainty for financial markets globally. Should these market conditions worsen or the U.S. or global economies suffer a future downturn, the credit quality of PlainsCapital's loan portfolio and the results of operations and financial condition of the combined company following the merger could be adversely affected.

In response to some of these concerns, and with the intent of preventing future crises, the federal government adopted significant new laws and regulations relating to financial institutions, including the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"). Numerous other actions have been taken by the Federal Reserve Board, the U.S. Congress, the U.S. Department of the Treasury ("U.S. Treasury"), the FDIC, the SEC and others to address financial stability, and neither PlainsCapital nor Hilltop can predict the full effect of these actions or any future regulatory reforms. Negative developments in the financial industry and the domestic and international credit markets, and the impact of new or future legislation in response to those developments, may negatively impact PlainsCapital's operations by restricting its business operations, including its ability to originate or sell loans, price financial products and services and attract and retain experienced personnel, and adversely impact the combined company's financial performance.

PlainsCapital's geographic concentration may magnify the adverse effects and consequences of any regional or local economic downturn.

PlainsCapital conducts its banking operations primarily in Texas. Substantially all of the real estate loans in PlainsCapital's loan portfolio are secured by properties located in Texas, with more than 75% secured by properties located in the Dallas/Fort Worth and Austin/San Antonio markets as of December 31, 2011. Likewise, substantially all of the real estate loans in PlainsCapital's loan portfolio are made to borrowers who live and conduct business in Texas. In addition, mortgage origination fee income is dependent to a significant degree on economic conditions in Texas and California. During 2011, approximately 26% and 16% by dollar volume of PlainsCapital's mortgage loans originated were collateralized by properties located in Texas and California, respectively. PlainsCapital's businesses are affected by general economic conditions such as inflation, recession, unemployment and many other factors beyond its control. Adverse economic conditions in Texas may result in a reduction in the value of the collateral securing PlainsCapital's loans. Any regional or local economic downturn that affects Texas or existing or prospective property or borrowers in Texas may affect PlainsCapital and its profitability more significantly and more adversely than its competitors that are less geographically concentrated.

PlainsCapital's business is subject to interest rate risk, and fluctuations in interest rates may adversely affect the earnings, capital levels and overall results of the combined company following the merger.

The majority of PlainsCapital's assets are monetary in nature and, as a result, PlainsCapital is subject to significant risk from changes in interest rates. Changes in interest rates may impact PlainsCapital's net interest income as well as the valuation of its assets and liabilities. PlainsCapital's

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earnings are significantly dependent on its net interest income, which is the difference between interest income on interest-earning assets, such as loans and securities, and interest expense on interest-bearing liabilities, such as deposits and borrowings. PlainsCapital expects to periodically experience "gaps" in the interest rate sensitivities of its assets and liabilities, meaning that either its interest-bearing liabilities will be more sensitive to changes in market interest rates than its interest-earning assets, or vice versa. In either event, if market interest rates should move contrary to PlainsCapital's position, this "gap" may work against it, and the earnings of the combined company may be adversely affected.

An increase in the general level of interest rates may also, among other things, adversely affect the demand for loans and PlainsCapital's ability to originate loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on PlainsCapital's income generated from mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to prepayments on PlainsCapital's loan and mortgage-backed securities portfolios and increased competition for deposits. Accordingly, changes in the general level of market interest rates may adversely affect PlainsCapital's net yield on interest-earning assets, loan origination volume and its overall results.

Market interest rates are affected by many factors outside of PlainsCapital's control, including inflation, recession, unemployment, money supply, and international disorder and instability in domestic and foreign financial markets. PlainsCapital may not be able to accurately predict the likelihood, nature and magnitude of such changes or how and to what extent such changes may affect its business. PlainsCapital also may not be able to adequately prepare for, or compensate for, the consequences of such changes. Any failure to predict and prepare for changes in interest rates, or adjust for the consequences of these changes, may adversely affect the earnings and capital levels and overall results of the combined company following the merger.

PlainsCapital is subject to extensive supervision and regulation that could restrict its activities and impose financial requirements or limitations on the conduct of its business and limit its ability to generate income.

PlainsCapital is subject to extensive federal and state regulation and supervision, including that of the Federal Reserve Board, the Texas Department of Banking, the FDIC, the Consumer Financial Protection Bureau ("CFPB"), the SEC and Financial Industry Regulatory Authority ("FINRA"). Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not shareholders. Likewise, regulations promulgated by FINRA are primarily intended to protect customers of broker-dealer businesses rather than shareholders. These regulations affect PlainsCapital's lending practices, capital structure, investment practices, dividend policy and growth, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, damages, civil money penalties or reputational damage, which could have a material adverse effect on the business, financial condition and results of operations of the combined company following the merger. There can be no assurance that such violations will not occur.

The U.S. Congress and federal regulatory agencies frequently revise banking and securities laws, regulations and policies. On July 21, 2010, President Obama signed into law the Dodd-Frank Act, which significantly alters the regulation of financial institutions and the financial services industry. The Dodd-Frank Act establishes the CFPB and requires the CFPB and other federal agencies to implement many provisions of the Dodd-Frank Act. PlainsCapital expects that several aspects of the Dodd-Frank Act may affect its business, including, without limitation, increased capital requirements, increased mortgage regulation, restrictions on proprietary trading in securities, restrictions on investments in hedge funds and private equity funds, executive compensation restrictions and disclosure and reporting requirements. At this time, it is difficult to predict the extent to which the Dodd-Frank Act or the resulting rules and regulations will affect PlainsCapital's business. Compliance with these new laws and

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regulations likely will result in additional costs, which could be significant and may adversely impact the results of operations, financial condition, and liquidity of the combined company following the merger.

During the second quarter of 2010, PlainsCapital Bank received its 2008 CRA Performance Evaluation from the Federal Reserve Board. The Federal Reserve Board lowered PlainsCapital Bank's overall Community Reinvestment Act ("CRA") rating from "satisfactory" to "needs to improve" as a result of alleged fair lending issues associated with PlainsCapital's mortgage origination segment in prior years. In the fourth quarter of 2011, PlainsCapital Bank received the results of its current CRA Performance Evaluation, which returned PlainsCapital Bank's CRA rating to "satisfactory." During such time as PlainsCapital Bank's CRA rating was "needs to improve," PlainsCapital could not commence new activities that were "financial in nature" or acquire companies engaged in these activities. In addition, a CRA rating of less than "satisfactory" adversely affected PlainsCapital Bank's ability to establish new branches. If PlainsCapital Bank fails to maintain its "satisfactory" rating, it would again be subject to these restrictions on its activities, acquisitions and ability to establish new branches.

Neither PlainsCapital nor Hilltop can predict whether or in what form any other proposed regulations or statutes will be adopted or the extent to which PlainsCapital's business may be affected by any new regulation or statute. Such changes could subject PlainsCapital's business to additional costs, limit the types of financial services and products it may offer and increase the ability of non-banks to offer competing financial services and products, among other things.

The combined company may be unable to increase or maintain its level of qualified small business lending, which could subject the combined company to higher dividend rates on its outstanding preferred stock.

On September 27, 2011, PlainsCapital sold approximately $114.1 million of its Series C Preferred Stock to the Secretary of the Treasury pursuant to the Small Business Lending Fund (the "SBLF"), and such preferred stock will be exchanged for preferred stock of Hilltop in connection with the merger. The SBLF encourages participant banks to increase their lending to small businesses by offering banks reduced dividend rates on the senior preferred shares they issued to the Secretary of the Treasury if they meet certain thresholds of increased small business lending. If PlainsCapital and the combined company following the merger do not increase their qualified lending to small businesses from its "baseline" level, the combined company could become subject to higher dividend rates and penalties in the future. Until December 31, 2013, the dividend rate the combined company will pay on any outstanding shares of such preferred stock will fluctuate on a quarterly basis between one percent (1%) and five percent (5%) per annum, based upon changes in the level of qualified small business lending by PlainsCapital Bank against its baseline. From January 1, 2014 through March 26, 2016, if PlainsCapital and the combined company have not sufficiently increased their small business lending, the combined company may become subject to a dividend rate as high as seven percent (7%) per annum, and may be required to pay a dividend rate penalty of 0.5% per quarter. Beginning March 27, 2016, the dividend rate on any outstanding shares of such preferred stock will be fixed at nine percent (9%) per annum. The future demands for additional lending are unclear and uncertain, and the combined company's ability to make qualifying small business loans depends on a number of factors, many of which may be outside of its control. These factors include, among other things, general economic conditions, demand for loans, the effectiveness of its marketing efforts, the ability of borrowers to meet its lending standards, competition from other lenders, the lending policies of its competitors and regulatory restrictions. If PlainsCapital and the combined company fail to increase their level of qualified small business lending from the applicable baseline, the resulting increase in the dividend rate on the preferred stock could increase the combined company's cost of capital and adversely affect its results of operations and financial condition.

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PlainsCapital's banking segment is subject to funding risks associated with its high deposit concentration and reliance on brokered deposits.

As of December 31, 2011, PlainsCapital's fifteen largest depositors, excluding First Southwest, its indirect wholly owned subsidiary, accounted for 20.24% of its total deposits, and its five largest depositors, excluding First Southwest, accounted for 12.38% of its total deposits. Brokered deposits as of December 31, 2011 accounted for 10.06% of PlainsCapital's total deposits. Loss of one or more of the largest customers of PlainsCapital Bank, a significant decline in PlainsCapital's deposit balances due to ordinary course fluctuations related to these customers' businesses, or a loss of a significant amount of PlainsCapital's brokered deposits could adversely affect PlainsCapital's liquidity. Additionally, such circumstances could require PlainsCapital to raise deposit rates in an attempt to attract new deposits, or purchase federal funds or borrow funds on a short-term basis at higher rates, which would adversely affect the results of operations of the combined company. Under applicable regulations, if PlainsCapital Bank were no longer "well capitalized," PlainsCapital Bank would not be able to accept brokered deposits without the approval of the FDIC.

The combined company will be subject to losses due to fraudulent and negligent acts.

PlainsCapital's business is subject to potential losses resulting from fraudulent activities. PlainsCapital's banking segment is subject to the risk that its customers may engage in fraudulent activities, including fraudulent access to legitimate customer accounts or the use of a false identity to open an account, or the use of forged or counterfeit checks for payment. The banking segment is subject to the risk of higher than expected charge-offs for loans it holds to maturity on its balance sheet if its borrowers supply fraudulent information. Such types of fraud may be difficult to prevent or detect, and PlainsCapital may not be able to recover losses caused by such activities. Any such losses could have a material adverse effect on PlainsCapital's business, financial condition and operating results.

PlainsCapital's mortgage origination segment relies heavily upon information supplied by third parties including the information contained in the loan application, property appraisal, title information and employment and income documentation. If any of this information is intentionally or negligently misrepresented and such misrepresentation is not detected prior to loan funding, the investment value of the loan may be significantly lower than expected. Whether a misrepresentation is made by the loan applicant, another third party or one of PlainsCapital's employees, PlainsCapital generally bears the risk of loss associated with the misrepresentation. A mortgage loan subject to a material misrepresentation is typically unsalable to investors in the secondary market. If PlainsCapital has already sold the loan when the material misrepresentation is discovered, then the loan is subject to repurchase, but PlainsCapital will often instead agree to indemnify the purchaser for any losses arising from such loan because, in the general course of business, PlainsCapital does not seek to hold for investment the mortgage loans it originates. Even though PlainsCapital may have rights against persons and entities who made or knew about the misrepresentation, such persons and entities are often difficult to locate, and it is often difficult to collect any monetary losses that PlainsCapital has suffered from them. If PlainsCapital experiences a significant number of such fraudulent or negligent acts, the business, financial condition, liquidity and results of operations of the combined company following the merger could be significantly harmed. Neither PlainsCapital nor Hilltop can assure you that PlainsCapital has detected or will detect all misrepresented information in its loan originations.

First Southwest engages in the underwriting of municipal and other tax-exempt and taxable debt securities. As an underwriter, First Southwest may be liable jointly and severally under federal, state and foreign securities laws for false and misleading statements concerning the securities, or the issuer of the securities, that it underwrites. First Southwest is sometimes brought into lawsuits in connection with its correspondent clearing business based on actions of its correspondents. In addition, First Southwest may act as a fiduciary in other capacities. Liability under such laws or under common law

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fiduciary principles could have a material adverse effect on the business, financial condition, liquidity and results of operations of the combined company.

PlainsCapital's mortgage origination segment is subject to investment risk on loans that it originates.

PlainsCapital intends to sell, and not hold for investment, all residential mortgage loans that it originates through PrimeLending. At times, however, PrimeLending may originate a loan or execute an interest rate lock commitment ("IRLC") with a customer pursuant to which it agrees to originate a mortgage loan on a future date at an agreed-upon interest rate without having identified a purchaser for such loan or the loan underlying such IRLC. An identified purchaser may also decline to purchase a loan for a variety of reasons. In these instances, PrimeLending will bear interest rate risk on an IRLC until, and unless, it is able to find a buyer for the loan underlying such IRLC and the risk of investment on a loan until, and unless, it is able to find a buyer for such loan. In addition, if a customer defaults on a mortgage payment shortly after the loan is originated, the purchaser of the loan may have a put right, whereby the purchaser can require PrimeLending to repurchase the loan at the full amount that it paid. During periods of market downturn, PrimeLending has at times chosen to hold mortgage loans when the identified purchasers have declined to purchase such loans because it could not obtain an acceptable substitute bid price for such loan. The failure of mortgage loans that PrimeLending holds on its books to perform adequately will have a material adverse effect on the financial condition, liquidity and results of operations of the combined company.

First Southwest is subject to various risks associated with the securities industry, particularly those impacting the public finance industry.

PlainsCapital's financial advisory business, conducted primarily through First Southwest, is subject to uncertainties that are common in the securities industry. These uncertainties include:

- intense competition in the public finance and other sectors of the securities industry;
- the volatility of domestic and international financial, bond and stock markets;
- extensive governmental regulation;
- litigation; and
- substantial fluctuations in the volume and price level of securities.

As a result, the revenues and operating results of PlainsCapital's financial advisory segment may vary significantly from quarter to quarter and from year to year. Unfavorable financial or economic conditions could reduce the number and size of transactions in which PlainsCapital provides financial advisory, underwriting and other services. Disruptions in fixed income and equity markets could lead to a decline in the volume of transactions executed for customers and therefore, to declines in revenues from commissions and clearing services. First Southwest is much smaller and has much less capital than many competitors in the securities industry. During the recent market downturn, First Southwest's business has been, and could continue to be, adversely affected in many ways. In addition, First Southwest is an operating subsidiary of PlainsCapital Bank, which means that its activities are limited to those that are permissible for PlainsCapital Bank.

Financial markets are susceptible to disruptive events that may lead to little or no liquidity for auction rate bonds.

As of December 31, 2011, PlainsCapital Bank held in its securities portfolio auction rate bonds backed by pools of student loans under the Federal Family Education Loan Program with approximately $107.3 million in face value and an estimated fair market value of $90.7 million. These auction rate bonds were acquired by PlainsCapital Bank in connection with PlainsCapital's acquisition

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of First Southwest at the end of 2008. The market for auction rate securities began experiencing disruptions in late 2007 through the failure of auctions for auction rate securities issued by leveraged closed-end funds, municipal governments, state instrumentalities and student loan companies backed by pools of student loans guaranteed by the U.S. Department of Education. These conditions will likely continue until either these securities are restructured or refunded or a liquid secondary market re-emerges for these securities. If PlainsCapital Bank were forced to sell these securities, the results of operations of the combined company could be adversely affected. The estimated fair value of these auction rate bonds may further decline and require write-downs and losses as additional market information is obtained or in the event the current market conditions continue or worsen, in which case, the results of operations of the combined company would be adversely affected.

A decline in the market for advisory services could adversely affect the combined company's business and results of operations.

First Southwest has historically earned a significant portion of its revenues from advisory fees paid to it by its clients, in large part upon the successful completion of the client's transaction. Financial advisory revenues from First Southwest's public finance group represented the largest component of First Southwest's net revenues for the year ended December 31, 2011. Unlike other investment banks, First Southwest earns most of its revenues from its advisory fees and, to a lesser extent, from other business activities such as commissions and underwriting. New issuances in the municipal market by cities, counties, school districts, state and other governmental agencies, airports, healthcare institutions, institutions of higher education and other clients that First Southwest's public finance group serves can be subject to significant fluctuations based on factors such as changes in interest rates, property tax bases, budget pressures on certain issuers caused by uncertain economic times and other factors. PlainsCapital expects that First Southwest's reliance on advisory fees will continue for the foreseeable future, and a decline in public finance advisory engagements or the market for advisory services generally would have an adverse effect on the business and results of operations of the combined company.

Negative publicity regarding PlainsCapital, or financial institutions in general, could damage the reputation and adversely impact the business and results of operations of the combined company.

The combined company's ability to attract and retain customers and conduct its business could be adversely affected to the extent its reputation is damaged. Reputational risk, or the risk to the business of the combined company, earnings and capital from negative public opinion regarding the combined company, or financial institutions in general, is inherent in the combined company's business. Adverse perceptions concerning the combined company's reputation could lead to difficulties in generating and maintaining accounts as well as in financing them. In particular, negative perceptions concerning the combined company's reputation could lead to decreases in the level of deposits that consumer and commercial customers and potential customers choose to maintain with PlainsCapital. Negative public opinion could result from actual or alleged conduct in any number of activities or circumstances, including, lending or foreclosure practices; sales practices; corporate governance and potential conflicts of interest; ethical failures or fraud, including alleged deceptive or unfair lending or pricing practices; regulatory compliance; protection of customer information; cyber-attacks, whether actual, threatened, or perceived; negative news about the combined company or the financial institutions industry generally; and general company performance; or from actions taken by government regulators and community organizations in response to such activities or circumstances. The negative publicity surrounding such activities or circumstances could adversely affect the combined company's reputation and brand image. Furthermore, the combined company's failure to address, or the perception that it has failed to address, these issues appropriately could impact the combined company's ability to keep and attract customers and/or employees and could expose it to litigation and/or regulatory action, which could have an adverse effect on the business and results of operations of the combined company.

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An interruption in, or cybersecurity breach of, PlainsCapital's information systems may result in a loss of customer business or subject the combined company to financial liability.

PlainsCapital relies heavily on communications and information systems to conduct its business. Any failure or interruption or breach in security of these systems, including those that could result from planned changes, upgrades and maintenance of these systems, could result in failures or disruptions in PlainsCapital's customer relationship management, securities trading, general ledger, deposits, servicing or loan origination systems. If such failures or interruptions occur, PlainsCapital may not be able to adequately address them in a timely fashion or at all. The occurrence of any failures or interruptions could result in a loss of customer business, impose substantial costs and expenses upon PlainsCapital, such as for new internal use software, reimbursements to customers, reissuing debit cards, other remedial measures and applicable insurance deductibles, expose PlainsCapital to civil litigation and possible financial liability and could have a material adverse effect on the public relations, reputation, results of operations and financial condition of the combined company.

Changes in government monetary policies may have an adverse effect on the combined company's earnings.

PlainsCapital's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Board have had, and are likely to continue to have, an important impact on the operating results of financial institutions through its power to implement national monetary policy in order to, among other things, curb inflation or combat a recession. The monetary policies of the Federal Reserve Board affect the levels of bank loans, investments and deposits through its control over the issuance of U.S. government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. Neither PlainsCapital nor Hilltop can predict the nature or impact of future changes in monetary and fiscal policies, and any such changes may have an adverse effect upon the combined company's liquidity, capital resources and results of operations.

PlainsCapital faces strong competition from other financial institutions and financial service companies, which may adversely affect the operations and financial condition of the combined company.

PlainsCapital's banking and mortgage origination businesses face vigorous competition from banks and other financial institutions, including savings and loan associations, savings banks, finance companies and credit unions. A number of these banks and other financial institutions have substantially greater resources and lending limits, larger branch systems and a wider array of banking services than PlainsCapital. PlainsCapital also competes with other providers of financial services, such as money market mutual funds, brokerage firms, consumer finance companies, insurance companies and governmental organizations, each of which may offer more favorable financing than PlainsCapital is able to provide. In addition, some of PlainsCapital's non-bank competitors are not subject to the same extensive regulations that govern PlainsCapital. The banking business in Texas, particularly in the Austin, Dallas/Fort Worth, Lubbock and San Antonio metropolitan and surrounding areas, has become increasingly competitive over the past several years, and PlainsCapital expects the level of competition it faces to further increase. PlainsCapital's profitability depends on our ability to compete effectively in these markets. This competition may reduce or limit PlainsCapital's margins on banking services, reduce its market share and adversely affect the results of operations and financial condition of the combined company.

Additionally, the financial advisory and investment banking industries are intensely competitive industries and will likely remain competitive. PlainsCapital's financial advisory business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, not subject to the broker-dealer regulatory framework. In

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addition to competition from firms currently in the industry, there has been increasing competition from others offering financial services, including automated trading and other services based on technological innovations. First Southwest competes on the basis of a number of factors, including the quality of advice and service, innovation, reputation and price. Many of First Southwest's competitors in the investment banking industry have a greater range of products and services, greater financial and marketing resources, larger customer bases, greater name recognition, more managing directors to serve their clients' needs, greater global reach and more established relationships with their customers than First Southwest. Additionally, some of First Southwest's competitors have reorganized or plan to reorganize from investment banks into bank holding companies which may provide them with a competitive advantage. These larger and better capitalized competitors may be more capable of responding to changes in the investment banking market, to compete for skilled professionals, to finance acquisitions, to fund internal growth and to compete for market share generally. Increased pressure created by any current or future competitors, or by First Southwest's competitors collectively, could materially and adversely affect our business and results of operations. Increased competition may result in reduced revenue and loss of market share. Further, as a strategic response to changes in the competitive environment, First Southwest may from time to time make certain pricing, service or marketing decisions that also could materially and adversely affect the business and results of operations of the combined company.

PlainsCapital's mortgage origination business is subject to seasonal fluctuations and fluctuations in interest rates, and, as a result, its results of operations for any given quarter may not be indicative of the results that may be achieved for the full fiscal year.

PlainsCapital's mortgage origination business is subject to several variables that can impact loan origination volume, including seasonal and interest rate fluctuations. It typically experiences increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes. In addition, an increase in the general level of interest rates may, among other things, adversely affect the demand for mortgage loans and PlainsCapital's ability to originate mortgage loans. In particular, if mortgage interest rates increase, the demand for residential mortgage loans and the refinancing of residential mortgage loans will likely decrease, which will have an adverse effect on PlainsCapital's mortgage origination activities. Conversely, a decrease in the general level of interest rates, among other things, may lead to increased competition for mortgage loan origination business. As a result of these variables, PlainsCapital's results of operations for any single quarter are not necessarily indicative of the results that may be achieved for a full fiscal year.

PlainsCapital is subject to claims and litigation that could have a material adverse effect on the business of the combined company.

PlainsCapital faces significant legal risks in the business segments in which it operates, and the volume of claims and amount of damages and penalties claimed in litigation and regulatory proceedings against financial institutions remains high. These risks often are difficult to assess or quantify, and their existence and magnitude often remain unknown for substantial periods of time. Substantial legal liability or significant regulatory action against the combined company or any of its subsidiaries (including PlainsCapital) could have a material adverse effect on the results of operations of the combined company or cause significant reputational harm to it, which could seriously harm the business and prospects of the combined company. Further, regulatory inquiries and subpoenas, other requests for information, or testimony in connection with litigation may require incurrence of significant expenses, including fees for legal representation and fees associated with document production. These costs may be incurred even if PlainsCapital is not a target of the inquiry or a party to the litigation. Any financial liability or reputational damage could have a material adverse effect on PlainsCapital's business, which, in turn, could have a material adverse effect on the financial condition and results of operations of the combined company. Specifically, First Southwest is involved in legal proceedings

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related to the procurement of guaranteed investment contracts and other investment products for the reinvestment of bond proceeds by municipalities.

PlainsCapital may be subject to environmental liabilities in connection with the foreclosure on real estate assets securing its loan portfolio.

Hazardous or toxic substances or other environmental hazards may be located on the real estate that secures PlainsCapital's loans. If PlainsCapital acquires such properties as a result of foreclosure, or otherwise, it could become subject to various environmental liabilities. For example, PlainsCapital could be held liable for the cost of cleaning up or otherwise addressing contamination at or from these properties. PlainsCapital could also be held liable to a governmental entity or third party for property damage, personal injury or other claims relating to any environmental contamination at or from these properties. In addition, PlainsCapital could be held liable for costs relating to environmental contamination at or from our current or former properties. PlainsCapital may not detect all environmental hazards associated with these properties. If PlainsCapital ever became subject to significant environmental liabilities, the business, financial condition, liquidity and results of operations of the combined company could be harmed.

PlainsCapital's medium-sized business target market may have fewer financial resources to weather a downturn in the economy.

PlainsCapital targets its business development and marketing strategy primarily to serve the banking and financial services needs of businesses with an annual revenue between $5 million and $250 million. These medium-sized businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities. If general economic conditions adversely impact these businesses within Texas, the results of operations and financial condition of the combined company may be adversely affected.

Other Risk Factors of Hilltop

Hilltop's business is and will be subject to the risks described above. In addition, Hilltop is, and will continue to be, subject to the risks described in Hilltop's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, as updated by subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, all of which are filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus for the location of information incorporated by reference in this joint proxy statement/prospectus.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This document contains or incorporates by reference a number of "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including statements about the financial conditions, results of operations, earnings outlook and prospects of Hilltop, PlainsCapital and the potential combined company and may include statements for the period following the completion of the merger. You can find many of these statements by looking for words such as "plan," "believe," "expect," "intend," "anticipate," "estimate," "project," "potential," "possible" or other similar expressions which identify these forward-looking statements and appear in a number of places in this joint proxy statement/prospectus (and the documents to which we refer you in this joint proxy statement/prospectus) and include, but are not limited to, all statements relating directly or indirectly to the timing or likelihood of completing the merger, plans for future growth and other business development activities as well as capital expenditures, financing sources and the effects of regulation and competition and all other statements regarding our intent, plans, beliefs or expectations or those of our directors or officers.

The forward-looking statements involve certain risks and uncertainties. The ability of either Hilltop or PlainsCapital to predict results or the actual effects of its plans and strategies, or those of the combined company, is subject to inherent uncertainty. Factors that may cause actual events or results to differ materially from such forward-looking statements include those set forth under "Risk Factors" included elsewhere in this joint proxy statement/prospectus, as well as, among others, the following:

- those discussed and identified in public filings with the SEC made by Hilltop;
- fluctuations in the market price of Hilltop common stock and the related effect on the market value of the merger consideration that common shareholders will receive upon completion of the merger;
- business uncertainties and contractual restrictions while the merger is pending;
- the possibility that the proposed merger does not close when expected or at all because required regulatory, shareholder or other approvals and other conditions to closing are not received or satisfied on a timely basis or at all;
- the terms of the proposed merger may need to be modified to satisfy such approvals or conditions;
- the anticipated benefits from the proposed merger are not realized in the time frame anticipated or at all as a result of changes in general economic and market conditions, interest and exchange rates, monetary policy, laws and regulations (including changes to capital requirements) and their enforcement, and the degree of competition in the geographic and business areas in which the companies operate;
- the ability to promptly and effectively combine the businesses of PlainsCapital and Hilltop;
- reputational risks and the reaction of the companies' respective customers to the merger;
- diversion of management time on merger related issues;
- changes in general economic, market and business conditions;
- changes in asset quality and credit risk and risks associated with concentrations in real estate related loans;

the inability to sustain revenue and earnings;

changes in interest rates and capital markets and the value of securities held;

inflation;

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- customer borrowing, repayment, investment and deposit practices;
- the introduction, withdrawal, success and timing of business initiatives;
- changes in accounting policies;
- technology changes;
- competitive conditions; and
- the impact, extent and timing of actions of the Federal Reserve Board and federal and state banking regulators, and legislative and regulatory actions and reforms, including those associated with the Dodd-Frank Act.

Because these forward-looking statements are subject to assumptions and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. You are cautioned not to place undue reliance on these statements, which speak only as of the date of this document or the date of any document incorporated by reference in this document.

All subsequent written and oral forward-looking statements concerning the merger or other matters addressed in this document and attributable to Hilltop or PlainsCapital or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this document. Except to the extent required by applicable law or regulation, Hilltop and PlainsCapital undertake no obligation to update these forward-looking statements to reflect events or circumstances after the date of this document or to reflect the occurrence of unanticipated events.

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THE HILLTOP SPECIAL MEETING

The Hilltop board of directors is using this document to solicit proxies from the holders of shares of Hilltop common stock for use at the Hilltop special meeting.

Together with this document, Hilltop is also sending you a notice of the special meeting and a form of proxy that is solicited by the Hilltop board of directors. The Hilltop special meeting will be held on September 20, 2012, at 10:00 a.m., local time at the Crescent Club at 200 Crescent Court, 17th Floor, Dallas, Texas 75201.

Matters to be Considered

At the Hilltop special meeting, Hilltop will ask its shareholders to consider and vote on:

- a proposal to approve the issuance of Hilltop common stock to PlainsCapital shareholders in connection with the merger (the "share issuance proposal");
- a proposal to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (the "Equity Incentive Plan proposal");
- a proposal to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan proposal"); and
- a proposal to approve the adjournment of the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the Hilltop special meeting to approve the share issuance proposal (the "Hilltop adjournment proposal").

Proxies

Each copy of this document mailed to holders of Hilltop common stock is accompanied by a form of proxy with instructions for voting by mail, by telephone or through the internet. If you hold stock in your name as a shareholder of record and are voting by mail, you should complete and return all proxy cards that you receive to ensure that your vote is counted at the Hilltop special meeting, or at any adjournment or postponement of the Hilltop special meeting, regardless of whether you plan to attend in person. You may also vote your shares by telephone or through the internet. Information and applicable deadlines for voting by telephone or through the internet are set forth in the enclosed proxy card.

If you hold your stock in "street name" through a bank, broker or other nominee, you must direct your bank, broker or nominee to vote in accordance with the instructions you have received from your bank, broker or nominee.

If you hold stock in your name as a shareholder of record, you may revoke any proxy at any time before it is voted by signing and returning a proxy card with a later date, delivering a written revocation letter to Corey G. Prestidge, General Counsel and Secretary of Hilltop, or by attending the special meeting in person, notifying the Secretary, and voting by ballot at the special meeting. If you have voted your shares by telephone or through the internet, you may revoke your prior telephone or internet vote by recording a different vote, or by signing and returning a proxy card dated as of a date that is later than your last telephone or internet vote.

Any shareholder entitled to vote in person at the special meeting may vote in person regardless of whether a proxy has been previously given, but the mere presence (without notifying the Secretary) of a shareholder at the special meeting will not constitute revocation of a previously given proxy.

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Written notices of revocation and other communications about revoking your proxy should be addressed to:

Hilltop Holdings Inc.
200 Crescent Court, Suite 1330
Dallas, Texas 75201
Attn: Corey G. Prestidge, General Counsel & Secretary

If your shares are held in "street name" by a bank, broker or other nominee, you should follow the instructions of your bank, broker or nominee regarding the revocation of proxies.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card or as instructed via internet or telephone.

If you sign and return your proxy card, but make no specification on your proxy card as to how you want your shares voted your proxy will be voted "FOR" approval of the share issuance proposal, "FOR" approval of the Equity Incentive Plan proposal, "FOR" approval of the Annual Incentive Plan proposal and "FOR" approval of the Hilltop adjournment proposal. In accordance with to the Hilltop bylaws, business to be conducted at the Hilltop special meeting will be limited to the objects stated in Hilltop's notice of the special meeting.

Solicitation of Proxies

Hilltop will bear the entire cost of soliciting proxies from its shareholders. In addition to solicitation of proxies by mail, Hilltop will request that banks, brokers, and other record holders send proxies and proxy material to the beneficial owners of Hilltop common stock and secure their voting instructions. Hilltop will reimburse the record holders for their reasonable expenses in taking those actions. Hilltop has also made arrangements with D.F. King & Co., Inc. to assist it in soliciting proxies and has agreed to pay them $12,000, plus reasonable expenses for these services. If necessary, Hilltop may use several of its regular employees, who will not be specially compensated, to solicit proxies from Hilltop shareholders, either personally or by telephone, facsimile, letter or other electronic means.

Record Date

The close of business on August 3, 2012 has been fixed as the record date for determining the Hilltop shareholders entitled to receive notice of and to vote at the Hilltop special meeting. At that time, 56,363,647 shares of Hilltop common stock were outstanding, held by approximately 166 holders of record.

Quorum

In order to conduct business at the Hilltop special meeting, there must be a quorum. A quorum is the number of shares that must be present at the meeting, either in person or by proxy. To have a quorum at the Hilltop special meeting requires the presence of shareholders or their proxies who are entitled to cast at least a majority of the votes that all shareholders are entitled to cast. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

Vote Required

Approval of each of (i) the share issuance proposal, (ii) the Equity Incentive Plan proposal and (iii) the Annual Incentive Plan proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on that proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Approval of the Hilltop

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adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal. Each holder of Hilltop common stock will be entitled to one vote per share on each of the proposals presented at the Hilltop annual meeting.

The Hilltop board of directors urges Hilltop shareholders to promptly vote by: (1) accessing the internet site listed in the proxy card instructions if voting through the internet; (2) calling the toll-free number listed in the proxy card instructions if voting by telephone; or (3) completing, dating, and signing the accompanying proxy card and returning it promptly in the enclosed postage-paid envelope. If you hold your stock in "street name" through a bank or broker, please vote by following the voting instructions of your bank or broker.

Shareholders will vote at the meeting by ballot. Votes properly cast at the meeting, in person or by proxy, will be tallied by Hilltop's inspector of election. As of the record date, there were 56,363,647 shares of Hilltop common stock outstanding and entitled to vote at the Hilltop special meeting.

As of the record date, to the knowledge of Hilltop, directors and executive officers of Hilltop (including shares held by Diamond A Financial, L.P. as discussed below) had the right to vote approximately 16,910,159 shares of Hilltop common stock, or approximately 30% of the outstanding shares of Hilltop common stock entitled to vote at the special meeting. We currently expect that each of these individuals will vote their shares of Hilltop common stock in favor of the proposals to be presented at the special meeting.

Diamond A Financial, L.P., a limited partnership whose sole general partner is Gerald J. Ford, Chairman of the Hilltop board of directors, has entered into a voting and support agreement with PlainsCapital. Pursuant to such agreement, Diamond A Financial has agreed to vote all of its shares of Hilltop common stock in favor of the share issuance proposal and certain related matters, subject to certain exceptions. As of the record date for the Hilltop special meeting and to the knowledge of Hilltop, Diamond A Financial owned and had the ability to vote approximately 15,048,102 shares of Hilltop common stock, or approximately 26.7% of the outstanding shares of Hilltop common stock entitled to vote at the special meeting.

Recommendation of the Hilltop Board of Directors

The Hilltop board of directors has unanimously adopted and approved the merger agreement and the transactions it contemplates, including the merger. The Hilltop board of directors determined that the merger, merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Hilltop and its shareholders and recommends that you vote "FOR" the share issuance proposal, "FOR" the Equity Incentive Plan proposal, "FOR" the Annual Incentive Plan proposal and "FOR" the Hilltop adjournment proposal. See "The Merger Hilltop's Reasons for the Merger; Recommendation of the Hilltop Board of Directors" included elsewhere in this joint proxy statement/prospectus for a more detailed discussion of the Hilltop board of directors' recommendation.

Attending the Special Meeting

All holders of Hilltop common stock, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend the special meeting. If you hold your Hilltop shares in an account at a brokerage firm or bank, your name will not appear on our shareholder list. Please bring an account statement or a letter from your broker showing your Hilltop shareholdings. Please show this documentation at the meeting registration desk to attend the meeting. Everyone who attends the special meeting must abide by the rules for the conduct of the meeting. These rules will be printed on the meeting agenda.

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PROPOSALS SUBMITTED TO HILLTOP SHAREHOLDERS

Issuance of Hilltop Common Stock in Connection with the Merger (Proposal 1)

This joint proxy statement/prospectus is being furnished to Hilltop shareholders as part of the solicitation of proxies by the Hilltop board of directors for use at the Hilltop special meeting to consider and vote on the proposal to issue Hilltop common stock in connection with the merger as contemplated by the merger agreement. **IF HILLTOP SHAREHOLDERS FAIL TO APPROVE THE ISSUANCE OF HILLTOP COMMON STOCK IN CONNECTION WITH THE MERGER AS CONTEMPLATED BY THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED**. Holders of Hilltop common stock should read this joint proxy statement/prospectus carefully and in its entirety, including the annexes, for more detailed information concerning the merger agreement and the merger. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

The merger agreement provides that Hilltop will issue shares of Hilltop common stock in the merger. Upon the completion of the merger, each share of PlainsCapital common stock issued and outstanding immediately prior to the completion of the merger will be converted into the right to receive $9.00 in cash and 0.776 of a share of Hilltop common stock, subject to certain adjustments if PlainsCapital issues additional shares of its common stock other than pursuant to the exercise of certain equity awards outstanding on the date of the merger agreement. The exchange ratio will not be adjusted to reflect changes in the market prices of Hilltop common stock or PlainsCapital common stock prior to closing.

Under the NYSE Listed Company Manual, a company listed on the NYSE is required to obtain shareholder approval prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, in any transaction or series of related transactions if the number of shares of common stock to be issued is, or will be upon issuance, equal to or in excess of 20% of the number of shares of common stock outstanding before the issuance of the common stock or of securities convertible into or exercisable for common stock. If we complete the merger, we estimate that Hilltop would issue or reserve for issuance approximately 27.3 million shares of Hilltop common stock in connection with the merger, including shares reserved for issuance under various equity plans. On an as-converted basis, the aggregate number of shares of Hilltop common stock that Hilltop will issue in the merger will exceed 20% of the shares of Hilltop common stock outstanding before such issuance, and for this reason Hilltop must obtain the approval of Hilltop shareholders for the issuance of shares of Hilltop common stock to holders of PlainsCapital common stock in connection with the merger.

Approval of the share issuance proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on the proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Therefore, assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of the share issuance proposal. However, it may make it more difficult for Hilltop to meet the NYSE requirement that the total votes cast on such proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting.

The Hilltop board of directors recommends that its shareholders vote "FOR" the issuance of Hilltop common stock to the shareholders of PlainsCapital in connection with the merger.

Approval of the Adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan (Proposal 2)

Hilltop is asking its shareholders to approve the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan ("Equity Incentive Plan"). The Equity Incentive Plan was adopted, subject to shareholder approval, by the Hilltop board of directors on August 2, 2012.

The following is a summary of the material terms of the Equity Incentive Plan. The full text of the Equity Incentive Plan is attached as Annex F to this joint proxy statement/prospectus, and the following summary is qualified in its entirety by reference to the terms of the Equity Incentive Plan. Shareholders are urged to review the Equity Incentive Plan before determining how to vote on this proposal.

Hilltop shareholders are being asked to approve the Equity Incentive Plan, including the performance criteria described below and the issuance of shares of common stock to eligible participants in accordance with the Equity Incentive Plan, in order to assist Hilltop in meeting the purposes set forth below, to provide Hilltop with additional flexibility to grant equity awards to its expanded employee population, including the approximately 3,500 employees of PlainsCapital who will become employees of Hilltop if the merger is consummated, and to permit Hilltop to design incentive awards that are eligible to meet the requirements of "performance-based" compensation under Section 162(m) of the Code.

Under Section 162(m) of the Code, Hilltop is not entitled to a federal income tax deduction for compensation in excess of $1 million paid in any year to a "covered employee" (within the meaning of Section 162(m) of the Code), subject to certain exceptions. Compensation that qualifies as "performance-based" under Section 162(m) of the Code is exempt from this limitation. The Equity Incentive Plan sets forth a list of alternative performance goals, the attainment of which may determine the degree of payout and/or vesting with respect to awards that are designed to qualify for the performance-based exception to Section 162(m) of the Code. Under the Equity Incentive Plan, the committee may grant awards in a manner that qualifies them for the exemption for performance-based compensation, or it may grant awards that do not qualify for the exemption. The applicable conditions of the performance-based compensation exemption include, among others, a requirement that the shareholders of Hilltop approve the material terms of the Equity Incentive Plan.

Hilltop believes the Equity Incentive Plan will help Hilltop to focus directors, officers and other employees and consultants on business performance that creates shareholder value, to encourage innovative approaches to the business of Hilltop, to encourage ownership of Hilltop common stock by directors, officers and other employees and consultants and to continue to attract and retain employees in a competitive labor market, which is essential to Hilltop's long-term growth and success.

Summary of the Equity Incentive Plan

General. Awards granted under the Equity Incentive Plan may be in the form of stock options, stock appreciation rights ("SARs"), restricted stock, restricted stock units, performance units, other stock-based awards or any combination of those awards. The Equity Incentive Plan provides that awards may be made under the Equity Incentive Plan for ten years.

Administration. Under the terms of the Equity Incentive Plan, the Equity Incentive Plan will be administered by the Hilltop board of directors or, if the Hilltop board so elects, by the Compensation Committee or such other committee of the Hilltop board of directors as may be designated by the Hilltop board of directors and which consists entirely of two or more "outside directors" within the meaning of Section 162(m) of the Code and who are "non-employee directors" as defined in Rule 16b-3 under the Securities Exchange Act of 1934. Unless and until the Hilltop board of directors designates a committee to administer the Equity Incentive Plan, the Equity Incentive Plan will be administered by the Hilltop board of directors (which will hereinafter be referred to in this summary as the "Committee").

Under the terms of the Equity Incentive Plan, the Committee can make rules and regulations and establish such procedures for the administration of the Equity Incentive Plan as it deems appropriate. Any determination made by the Committee under the Equity Incentive Plan will be made in the sole discretion of the Committee and such determinations will be final and binding on all persons.

Shares Available; Individual Share Limits. The Equity Incentive Plan provides that the aggregate number of shares of Hilltop common stock that may be subject to awards under the Equity Incentive Plan cannot exceed 4,000,000, subject to adjustment in certain circumstances to prevent dilution or enlargement. No participant may be granted, in each case during any calendar year, performance-based equity awards intended to qualify under Section 162(m) of the Code (other than stock options and SARs) covering in excess of 500,000 shares or stock options and SARs covering in excess of 750,000 shares. The maximum number of shares that may be granted pursuant to incentive stock options is 2,000,000.

If the Equity Incentive Plan is approved by Hilltop shareholders, no new awards may be granted under the 2003 Hilltop Equity Incentive Plan (the "Prior Plan"). However, awards previously granted and outstanding under the Prior Plan will remain in full force and effect under such Prior Plan according to their respective terms and dividend equivalents may continue to be issued under the Prior Plan in respect of awards granted under such Prior Plan which are outstanding as of the Effective Date.

Shares underlying awards that expire or are forfeited or terminated without being exercised or awards that are settled for cash will again be available for the grant of additional awards within the limits provided by the Equity Incentive Plan. Shares withheld by or delivered to us to satisfy the exercise price of stock options or tax withholding obligations with respect to any award granted under the Equity Incentive Plan will nonetheless be deemed to have been issued under the Equity Incentive Plan.

Eligibility. The Equity Incentive Plan provides for awards to the directors, officers, employees and consultants of the company and its subsidiaries and affiliates and prospective directors, officers, employees and consultants who have accepted offers of employment or consultancy from the company or its subsidiaries or affiliates. As of the date of this joint proxy statement/prospectus, there were approximately 3,500 directors, officers and employees eligible to participate in the Equity Incentive Plan. Hilltop's current executive officers and each of Hilltop's directors are among the individuals eligible to receive awards under the Equity Incentive Plan.

Stock Options. Subject to the terms and provisions of the Equity Incentive Plan, stock options to purchase shares of Hilltop common stock may be granted to eligible individuals at any time and from time to time as determined by the Committee. Stock options may be granted as incentive stock options, which are intended to qualify for favorable treatment to the recipient under Federal tax law, or as nonqualified stock options, which do not qualify for this favorable tax treatment. Subject to the limits provided in the Equity Incentive Plan, the Committee determines the number of stock options granted to each recipient. Each stock option grant will be evidenced by a stock option agreement that specifies the stock option exercise price, whether the stock options are intended to be incentive stock options or nonqualified stock options, the duration of the stock options, the number of shares to which the stock options pertain and such additional limitations, terms and conditions as the Committee may determine.

The Committee determines the exercise price for each stock option granted, except that the stock option exercise price may not be less than 100 percent of the fair market value of a share of Hilltop common stock on the date of grant. As of August 1, 2012, the fair market value (as that term is defined under the Equity Incentive Plan) of a share of Hilltop common stock was $10.50. All stock options granted under the Equity Incentive Plan will expire no later than ten years from the date of grant. Stock options are nontransferable except by will or by the laws of descent and distribution or, in

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the case of nonqualified stock options, as otherwise expressly permitted by the Committee. The granting of a stock option does not accord the recipient the rights of a shareholder, and such rights accrue only after the exercise of a stock option and the registration of shares of Hilltop common stock in the recipient's name.

Stock Appreciation Rights. The Committee in its discretion may grant SARs under the Equity Incentive Plan. SARs may be "tandem SARs," which are granted in conjunction with a stock option, or "free-standing SARs," which are not granted in conjunction with a stock option. A SAR entitles the holder to receive from us upon exercise an amount equal to the excess, if any, of the aggregate fair market value of a specified number of shares of Hilltop common stock to which such SAR pertains over the aggregate exercise price for the underlying shares. The exercise price of a Free-Standing SAR shall not be less than 100% of the fair market value of a share of Hilltop common stock on the date of grant.

A tandem SAR may be granted at the grant date of the related stock option. A tandem SAR will be exercisable only at such time or times and to the extent that the related stock option is exercisable and will have the same exercise price as the related stock option. A tandem SAR will terminate or be forfeited upon the exercise or forfeiture of the related stock option, and the related stock option will terminate or be forfeited upon the exercise or forfeiture of the tandem SAR.

Each SAR will be evidenced by an award agreement that specifies the base price, the number of shares to which the SAR pertains and such additional limitations, terms and conditions as the Committee may determine. The company may make payment of the amount to which the participant exercising SARs is entitled by delivering shares of Hilltop common stock, cash or a combination of stock and cash as set forth in the award agreement relating to the SARs. SARs are not transferable except by will or the laws of descent and distribution or, with respect to SARs that are not granted in "tandem" with a stock option, as expressly permitted by the Committee.

Restricted Stock. The Equity Incentive Plan provides for the award of shares of Hilltop common stock that are subject to forfeiture and restrictions on transferability as set forth in the Equity Incentive Plan, the applicable award agreement and as may be otherwise determined by the Committee. Except for these restrictions and any others imposed by the Committee, upon the grant of restricted stock, the recipient will have rights of a shareholder with respect to the restricted stock, including the right to vote the restricted stock and to receive all dividends and other distributions paid or made with respect to the restricted stock on such terms as will be set forth in the applicable award agreement. During the restriction period set by the Committee, the recipient may not sell, transfer, pledge, exchange or otherwise encumber the restricted stock.

Restricted Stock Units. The Equity Incentive Plan authorizes the Committee to grant restricted stock units. Restricted stock units are not shares of Hilltop common stock and do not entitle the recipients to the rights of a shareholder, although the award agreement may provide for rights with respect to dividend equivalents. The recipient may not sell, transfer, pledge or otherwise encumber restricted stock units granted under the Equity Incentive Plan prior to their vesting. Restricted stock units will be settled in cash, shares of Hilltop common stock, or a combination thereof as provided in the applicable award agreement, in an amount based on the fair market value of Hilltop common stock on the settlement date.

Performance Units. The Equity Incentive Plan provides for the award of performance units that are valued by reference to a designated amount of cash or other property other than shares of Hilltop common stock. The payment of the value of a performance unit is conditioned upon the achievement of performance goals set by the Committee in granting the performance unit and may be paid in cash, shares of Hilltop common stock, other property or a combination thereof. The maximum value of cash, shares or other property that may be paid to a participant pursuant to a performance unit intended to

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be a qualified performance-based award under Section 162(m) of the Code in any calendar year is $10,000,000. Any terms relating to the termination of a participant's employment shall be set forth in the applicable award agreement.

Other Stock-Based Awards. The Equity Incentive Plan also provides for the award of shares of Hilltop common stock and other awards that are valued by reference to Hilltop common stock, including unrestricted stock, dividend equivalents and convertible debentures.

Performance Goals. The Equity Incentive Plan provides that performance goals may be established by the Committee in connection with the grant of any award under the Equity Incentive Plan. In the case of an award intended to qualify for the performance-based compensation exception of Section 162(m) of the Code:

- such goals shall be based on the attainment of specified levels of one or more of the following measures: stock price, earnings (including earnings before taxes, earnings before interest and taxes or earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to shareholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, shareholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital, in each case with respect to the company or any one or more subsidiaries, divisions, business units or business segments of the company either in absolute terms or relative to the performance of one or more other companies (including an index covering multiple companies);

- the performance goals may be adjusted as determined by the Committee in a manner consistent with Section 162(m) of the Code and the terms of the Equity Incentive Plan; and

- such performance goals will be set by the Committee within the time period and other requirements prescribed by Section 162(m) of the Code and the regulations promulgated thereunder.

Change in Control. In the event of a "change in control" of Hilltop (as defined in the Equity Incentive Plan and described below), unless determined otherwise by the Committee, (i) all outstanding stock options and SARs shall become fully vested and exercisable, (ii) all restrictions on any restricted stock, restricted stock units or other stock-based awards that are not subject to performance goals shall lapse, and such awards shall become free of all restrictions and become fully vested and transferable to the full extent of the original grant and (iii) all restrictions on any restricted stock, restricted stock units, performance units or other stock-based awards that are subject to performance goals shall lapse and be deemed to be achieved at the level set forth in the applicable award agreement, and such awards shall become free of all restrictions and become fully vested and transferable, in each case, to the extent set forth in the applicable award agreement. The Committee shall establish such terms and conditions as may be required to permit a participant to exercise a stock option or SAR that shall terminate in connection with the change in control.

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For the purposes of the Equity Incentive Plan, a "change in control" will be deemed to occur upon:

- the acquisition by any individual, entity or group of "beneficial ownership" (pursuant to the meaning given in Rule 13d-3 under the Exchange Act) of 33% or more (on a fully diluted basis) of either (a) the outstanding shares of Hilltop's common stock or (b) the combined voting power of Hilltop's then outstanding voting securities, with each of clauses (a) and (b) subject to certain exceptions, such as acquisitions from Hilltop, or acquisitions by an employee benefit plan of Hilltop, a corporation controlled by Hilltop or an individual entity or group who currently holds or controls 10% of Hilltop's common stock;

- a majority of the directors who constituted Hilltop's board of directors at the time the Equity Incentive Plan was adopted are replaced by directors whose appointment or election is not endorsed by at least two-thirds of the incumbent directors then on the board of directors;

- consummation of a merger, consolidation or sale of all or substantially all of Hilltop's assets, other than a transaction in which all or substantially all of the shareholders of Hilltop receive 50% or more of the stock of the company resulting from the transaction, at least a majority of the board of directors of the resulting corporation were members of the incumbent board, and after which no individual, entity or group owns 33% or more of the stock of the resulting corporation, who did not own such stock immediately before the transaction; or

- approval by Hilltop's shareholders of Hilltop's complete dissolution or liquidation.

Amendment. The Hilltop board of directors or the Committee may amend, alter, or discontinue the Equity Incentive Plan, but no amendment, alteration or discontinuation shall be made which would materially impair the rights of the participant with respect to a previously granted award without such participant's consent, except such an amendment made to comply with applicable law, including, without limitation, Section 409A of the Code, stock exchange rules or accounting rules. In addition, no such amendment shall be made without the approval of the company's shareholders to the extent such approval is required by applicable law or the listing standards of the applicable stock exchange.

Federal Income Tax Consequences

The following is a summary of certain federal income tax consequences of awards made under the Equity Incentive Plan based upon the laws in effect on the date hereof. The discussion is general in nature and does not take into account a number of considerations which may apply in light of the circumstances of a particular participant under the Equity Incentive Plan. The income tax consequences under applicable state and local tax laws may not be the same as under federal income tax laws.

Nonqualified Stock Options. A participant will not recognize taxable income at the time of grant of a nonqualified stock option, and Hilltop will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) upon exercise of a nonqualified stock option equal to the excess of the fair market value of the shares purchased over their exercise price, and Hilltop generally will be entitled to a corresponding deduction.

Incentive Stock Options. A participant will not recognize taxable income at the time of grant of an incentive stock option. A participant will not recognize taxable income (except for purposes of the alternative minimum tax) upon exercise of an incentive stock option. If the shares acquired by exercise of an incentive stock option are held for the longer of two years from the date the stock option was granted and one year from the date the shares were transferred, any gain or loss arising from a subsequent disposition of such shares will be taxed as long-term capital gain or loss, and Hilltop will not be entitled to any deduction. If, however, such shares are disposed of within such two- or one-year

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periods, then in the year of such disposition the participant will recognize compensation taxable as ordinary income equal to the excess of the lesser of the amount realized upon such disposition and the fair market value of such shares on the date of exercise over the exercise price, and Hilltop generally will be entitled to a corresponding deduction. The excess of the amount realized through the disposition date over the fair market value of the stock on the exercise date will be treated as capital gain.

SARs. A participant will not recognize taxable income at the time of grant of a SAR, and Hilltop will not be entitled to a tax deduction at such time. Upon exercise, a participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) equal to the fair market value of any shares delivered and the amount of cash paid by us, and Hilltop generally will be entitled to a corresponding deduction.

Restricted Stock. A participant will not recognize taxable income at the time of grant of shares of restricted stock, and Hilltop will not be entitled to a tax deduction at such time, unless the participant makes an election under Section 83(b) of the Code to be taxed at such time. If such election is made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time of the grant equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. If such election is not made, the participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time the restrictions lapse in an amount equal to the excess of the fair market value of the shares at such time over the amount, if any, paid for such shares. Hilltop is entitled to a corresponding deduction at the time the ordinary income is recognized by the participant, except to the extent the deduction limits of Section 162(m) of the Code apply. In addition, a participant receiving dividends with respect to restricted stock for which the above-described election has not been made and prior to the time the restrictions lapse will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee), rather than dividend income, and Hilltop will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Restricted Stock Units. A participant will not recognize taxable income at the time of grant of a restricted stock unit, and Hilltop will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time of settlement of the award equal to the fair market value of any shares delivered and the amount of cash paid by Hilltop, and Hilltop will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Performance Units. A participant will not recognize taxable income at the time of grant of performance units, and Hilltop will not be entitled to a tax deduction at such time. A participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time of settlement of the award equal to the fair market value of any shares or property delivered and the amount of cash paid by Hilltop, and Hilltop will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Section 162(m) Limitations. As explained above, Section 162(m) of the Code generally places a $1 million annual limit on a company's tax deduction for compensation paid to certain senior executives, other than compensation that satisfies the applicable requirements for a performance-based compensation exception. The Equity Incentive Plan is designed so that stock options and SARs qualify for this exemption, and it also permits the Committee to grant other awards designed to qualify for this exception. However, the Committee reserves the right to grant awards that do not qualify for this exception, and, in some cases, the exception may cease to be available for some or all awards that

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otherwise so qualify. Thus, it is possible that Section 162(m) of the Code may disallow compensation deductions that would otherwise be available to the company.

The foregoing general tax discussion is intended for the information of shareholders considering how to vote with respect to this proposal and not as tax guidance to participants in the Equity Incentive Plan. Participants are strongly urged to consult their own tax advisors regarding the federal, state, local, foreign and other tax consequences to them of participating in the Equity Incentive Plan.

New Plan Benefits

It cannot be determined at this time what benefits or amounts, if any, will be received by or allocated to any person or group of persons under the Equity Incentive Plan if the Equity Incentive Plan is adopted or what benefits or amounts would have been received by or allocated to any person or group of persons for the last fiscal year if the Equity Incentive Plan had been in effect.

Required Vote

Approval of the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan and the material terms of the performance goals thereunder requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on the proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Therefore, assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of the Equity Incentive Plan proposal. However, it may make it more difficult for Hilltop to meet the NYSE requirement that the total votes cast on such proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting.

The Hilltop board of directors unanimously recommends that its shareholders vote "FOR" the adoption of the Hilltop Holdings Inc. 2012 Equity Incentive Plan and the material terms of the performance goals thereunder.

Equity Compensation Plan Information

The following table sets forth as of December 31, 2011, information concerning Hilltop's equity compensation plans, including the number of shares issued and available for issuance under our plans, options, warrants and rights; weighted average exercise price of outstanding options, warrants and rights; and the number of securities remaining available for future issuance.

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans
Equity compensation plans approved by security holders*	700,000	$ 8.32	423,831
Total	700,000	$ 8.32	423,831

* Excludes shares of restricted stock granted, as all of these shares are vested. No exercise price is required to be paid upon the vesting of the restricted shares of common stock granted. These shares are issuable under the Hilltop 2003 equity incentive plan, which provides for the grant of equity-based incentives, including restricted shares of Hilltop common stock, stock options, grants of shares and other equity-based awards, to Hilltop's directors, officers and other employees and those of Hilltop's subsidiaries selected by Hilltop's Compensation Committee for participation in

the 2003 equity incentive plan. At inception, 1,992,387 shares were authorized for grant pursuant to this plan. All shares outstanding, whether vested or unvested, are entitled to receive dividends and to vote, unless forfeited. No participant in Hilltop's 2003 equity incentive plan may be granted awards in any fiscal year covering more than 500,000 shares of Hilltop common stock. Assuming completion of the transaction between Hilltop and PlainsCapital, no new awards will be granted under the equity incentive plans maintained by PlainsCapital.

Approval of the Adoption of the Hilltop Holdings Inc. 2012 Annual Incentive Plan (Proposal 3)

Hilltop is asking its shareholders to approve the adoption of the Hilltop Holdings Inc. Annual Incentive Plan (the "Annual Incentive Plan"). The Annual Incentive Plan was adopted, subject to shareholder approval, by the board of directors on August 2, 2012.

The following is a summary of the material terms of the Annual Incentive Plan. The full text of the Annual Incentive Plan is attached as Annex G to this joint proxy statement/prospectus, and the following summary is qualified in its entirety by reference to the terms of the Annual Incentive Plan. Capitalized terms used in this proposal are defined in the Annual Incentive Plan. In the event of any inconsistency between the Annual Incentive Plan and this summary, the Annual Incentive Plan will control. Hilltop shareholders are urged to review the Annual Incentive Plan before determining how to vote on this proposal.

Hilltop shareholders are being asked to approve the Annual Incentive Plan, including the performance criteria described below, in order to assist Hilltop in meeting the purposes set forth below and to permit Hilltop to design annual incentive awards that are eligible to meet the requirements of "performance-based" compensation under Section 162(m) of the Code. Under Section 162(m) of the Code, Hilltop is not entitled to a federal income tax deduction for compensation in excess of $1 million paid in any year to a "covered employee" (within the meaning of Section 162(m) of the Code), subject to certain exceptions. Compensation that qualifies as "performance-based" under Section 162(m) of the Code is exempt from this limitation. The Annual Incentive Plan sets forth a list of alternative performance goals, the attainment of which may determine the degree of payout with respect to awards that are designed to qualify for the performance-based exception to Section 162(m) of the Code. The applicable conditions of the performance-based compensation exemption include, among others, a requirement that the shareholders of the Hilltop approve the material terms, including the performance goals, of the Annual Incentive Plan.

Summary of the Annual Incentive Plan

Purpose

The purposes of the Annual Incentive Plan are to reward executives whose performance during the fiscal year enabled Hilltop to achieve favorable business results and to assist Hilltop in attracting and retaining executives. The Annual Incentive Plan is designed to allow the Committee to grant awards that focus the executive's efforts on the achievement of specific goals in support of the company's business strategy.

Eligible Employees

The Compensation Committee selects executives who are eligible to receive awards under the Annual Incentive Plan and who will be participants in the Annual Incentive Plan during any performance period in which they may earn an award. Eligible employees include each officer of Hilltop (as such term is used in Section 16 of the Securities Exchange Act of 1934, as amended) and any other executive of Hilltop or any of its subsidiaries as determined by the Compensation Committee.

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Performance Goals

The Annual Incentive Plan provides that, in order to meet the performance-based compensation exception under Section 162(m) of the Code, performance goals shall be established by the Compensation Committee for each performance period. The performance goals applicable to awards granted pursuant to the Annual Incentive Plan may provide for a targeted level or levels of achievement using one or more of the following measures: stock price, earnings (including earnings before interest, taxes, depreciation and amortization), earnings per share (whether on pre-tax, after-tax, operations or other basis), operating earnings, total return to shareholders, ratio of debt to debt plus equity, net borrowing, credit quality or debt ratings, return on assets or operating assets, asset quality, net interest margin, loan portfolio growth, efficiency ratio, deposit portfolio growth, liquidity, market share, objective customer service measures or indices, shareholder value added, embedded value added, loss ratio, expense ratio, combined ratio, premiums, premium growth, investment income, pre- or after-tax income, net income, cash flow (before or after dividends), expense or expense levels, economic value added, cash flow per share (before or after dividends), free cash flow, gross margin, risk-based capital, revenues, revenue growth, sales growth, return on capital (including return on total capital or return on invested capital), capital expenditures, cash flow return on investment, cost, cost control, gross profit, operating profit, economic profit, profit before tax, net profit, cash generation, unit volume, sales, net asset value per share, asset quality, cost saving levels, market-spending efficiency, core non-interest income or change in working capital in each case, with respect to the company or any one or more of its subsidiaries, divisions, business units or business segments. The performance goals may be based on absolute target numbers or relative results in one or more such categories compared to a prior period or to the performance of one or more other companies (including an index covering multiple companies). The Compensation Committee may adjust the performance goals applicable to any awards to reflect any unusual or non-recurring events and other extraordinary items, impact of charges for restructurings, discontinued operations, and the cumulative effects of accounting or tax changes, each as defined by generally accepted accounting principles or as identified in Hilltop's financial statements, notes to the financial statements, management's discussion and analysis or other Hilltop filings with the SEC, *provided* that such adjustment does not violate Section 162(m) of the Code.

Incentive Award Payment

Determination of Award Amounts; Maximum Award Limit. After the performance period ends, the Compensation Committee will determine the payment amount of individual awards based on the achievement of the applicable previously designated performance goal(s), *provided* that no payment to any individual participant based on the achievement of these goal(s) may be greater than $10,000,000 in any fiscal year of the company.

Payment Eligibility. Unless determined otherwise by the Compensation Committee, participants generally must be actively employed on the date final awards are approved by the Compensation Committee, as applicable.

Form of Payment. Awards are paid to participants in cash, *provided* that the Compensation Committee, in its discretion, may determine for any performance period that all or a portion of awards to one or more participants will instead be paid in shares of (or equity awards in respect of) Hilltop common stock, which shares or awards would be granted under the applicable Hilltop equity plan and have such terms and conditions as may be determined by the Compensation Committee.

Timing of Payment. Awards are paid as soon as practicable after the end of the performance period, but in no event more than two and a half months after the end of the calendar year with respect to which the award was earned, unless the Compensation Committee determines to defer payment of all or a portion of an award (including by electing to pay all or a portion of an award in

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the form of equity awards), or the Participant has submitted a timely election to defer receipt of all or a portion of the award in accordance with a deferred compensation plan approved by the Compensation Committee.

Administration; Amendment and Termination

The Annual Incentive Plan is interpreted and administered by the Compensation Committee. The Annual Incentive Plan will be interpreted and construed in a manner so as to cause payments intended to constitute performance-based compensation under Section 162(m) of the Code to qualify as performance-based compensation under Section 162(m) of the Code. The Annual Incentive Plan may be amended or terminated at any time for any reason by the Compensation Committee. Shareholder approval will be obtained in connection with any amendment for which shareholder approval is necessary.

Unfunded Plan; Participants are General Creditors

Award amounts are paid from Hilltop's general funds and participants are considered unsecured general creditors with no special or prior right to any of Hilltop's assets for payments under the Annual Incentive Plan. Nothing in the Annual Incentive Plan is intended to create a trust for the benefit of any participant or to create a fiduciary relationship between Hilltop and any participant with respect to any of Hilltop's assets.

Tax Withholding

Awards paid under the Annual Incentive Plan are subject to all applicable withholding taxes.

Section 162(m) of the Code

The following is a summary of certain federal income tax consequences to the company of awards made under the Annual Incentive Plan, based upon the laws in effect on the date hereof. The discussion is general in nature and does not take into account a number of considerations which may apply in light of particular circumstances. This general tax discussion is intended for the information of shareholders considering how to vote with respect to this proposal and not as tax guidance to participants in the Annual Incentive Plan.

If an award under the Annual Incentive Plan is paid in cash or its equivalent, a participant will recognize compensation taxable as ordinary income (and subject to income tax withholding in respect of an employee) at the time the award is paid in an amount equal to the cash or the fair market value of its equivalent, and Hilltop will be entitled to a corresponding deduction, except to the extent the deduction limits of Section 162(m) of the Code apply.

Section 162(m) of the Code limits the deductibility of certain compensation of Hilltop's chief executive officer and the three other highest paid executive officers (other than the chief financial officer). Compensation paid to such an officer during a year in excess of $1 million that does not satisfy the performance-based exception under Section 162(m) of the Code would not be deductible on Hilltop's federal income tax return for that year. It is intended that compensation attributable to awards payable under the Annual Incentive Plan will be eligible to qualify as performance-based compensation under Section 162(m) of the Code. However, the Compensation Committee reserves the right to grant bonus awards that do not qualify for this exception, and, in some cases, the exception may cease to be available for some or all bonus awards that otherwise so qualify. Thus, it is possible that Section 162(m) of the Code may disallow compensation deductions that would otherwise be available to the company.

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New Plan Benefits

Except for with respect to Alan B. White, the amount of awards payable under the Annual Incentive Plan, if any, to any participant is not determinable as awards have not yet been determined under the Annual Incentive Plan. Participation in the Annual Incentive Plan does not guarantee the payment of an award, and all awards under the Annual Incentive Plan are discretionary and subject to approval by Hilltop's Compensation Committee, as described above. Mr. White, who will be an executive officer of Hilltop following the completion of merger, has a guaranteed minimum bonus set forth in his retention agreement. The retention agreement provides that if a certain specified performance threshold is obtained, Mr. White will be guaranteed an annual bonus equal to no less than the average bonus paid in respect of the three most recently completed calendar years (which is currently approximately $535,000).

Required Vote

Approval of the adoption of the Hilltop Holdings Inc. 2012 Annual Incentive Plan and the material terms of the performance goals thereunder requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock voting on the proposal, provided that the total votes cast on the proposal (including abstentions) must represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting. Therefore, assuming that a quorum is present, your failure to vote, an abstention or a broker non-vote will have no effect on the approval of the Annual Incentive Plan proposal. However, it may make it more difficult for Hilltop to meet the NYSE requirement that the total votes cast on such proposal (including abstentions) represent a majority of the shares of Hilltop common stock outstanding on the record date for the Hilltop special meeting.

The Hilltop board of directors unanimously recommends that its shareholders vote "FOR" the adoption of the Hilltop Holdings Inc. 2012 Annual Incentive Plan and the material terms of the performance goals thereunder.

Approval of the Adjournment or Postponement of the Hilltop Special Meeting (Proposal 4)

The Hilltop special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the share issuance proposal.

If, at the Hilltop special meeting, the number of shares of Hilltop common stock present or represented and voting in favor of the share issuance proposal is insufficient to approve such proposal, Hilltop intends to move to adjourn the Hilltop special meeting in order to solicit additional proxies for such proposal. In accordance with the Hilltop bylaws, a vote to approve the proposal to adjourn the Hilltop special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Hilltop special meeting to adopt the share issuance proposal may be taken in the absence of a quorum. **Hilltop does not intend to call a vote on this proposal if the share issuance proposal has been approved at the Hilltop special meeting.**

In this proposal, Hilltop is asking its shareholders to authorize the holder of any proxy solicited by the Hilltop board of directors to vote in favor of granting discretionary authority to proxy holders, and each of them individually, to adjourn the Hilltop special meeting to another time and place for the purpose of soliciting additional proxies. If Hilltop shareholders approve this adjournment proposal, Hilltop could adjourn the Hilltop special meeting and any adjourned session of the Hilltop special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Hilltop shareholders who have previously voted.

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Approval of the Hilltop adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of Hilltop common stock represented in person or by proxy at the Hilltop special meeting and entitled to vote on the proposal.

The Hilltop board of directors recommends that holders of Hilltop common stock vote "FOR" the approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to adopt the share issuance proposal.

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THE PLAINSCAPITAL SPECIAL MEETING

This section contains information about the special meeting of PlainsCapital shareholders that has been called to consider, adopt and approve the merger agreement.

Together with this document, PlainsCapital is also sending you a notice of the PlainsCapital special meeting and a form of proxy that is solicited by the PlainsCapital board of directors. The PlainsCapital special meeting will be held on September 20, 2012, at 10:00 a.m., local time, at PlainsCapital's conference facility located at 2323 Victory Avenue, 5th Floor, Dallas, Texas 75219.

Matters to be Considered

At the PlainsCapital special meeting, holders of PlainsCapital common stock as of the record date will be asked to vote on:

- a proposal to adopt and approve the merger agreement as such agreement may be amended from time to time (the "merger proposal");
- a proposal to approve, on a non-binding, advisory basis, compensation that may be paid or become payable to PlainsCapital's named executive officers that is based on or otherwise relates to the merger (the "compensation proposal"); and
- a proposal to approve the adjournment of the PlainsCapital special meeting, if necessary or appropriate, to solicit additional proxies, in the event that there are not sufficient votes at the time of the PlainsCapital special meeting to approve the merger proposal (the "PlainsCapital adjournment proposal").

Proxies

Each copy of this document mailed to holders of PlainsCapital common stock is accompanied by a form of proxy with instructions for voting. If you hold stock in your name as a shareholder of record, you may complete, sign, date and mail your proxy card in the enclosed postage paid return envelope as soon as possible, vote by telephone by calling the toll-free number listed on the PlainsCapital proxy card, vote by accessing the internet site listed on the PlainsCapital proxy card or vote in person at the PlainsCapital special meeting. If you hold your stock in "street name" through a bank or broker, you must direct your bank or broker to vote in accordance with the instruction form included with these materials and forwarded to you by your bank or broker. This voting instruction form provides instructions for voting. To vote using the proxy card you must sign, date and return it in the enclosed postage-paid envelope. Instructions on how to vote by telephone or by the internet are included with your proxy card.

If you are a holder of record, to change your vote, you must:

- mail a new signed proxy card with a later date to PlainsCapital;
- vote by calling the toll-free number listed on the PlainsCapital proxy card or accessing the internet site listed on the PlainsCapital proxy card by 6:00 p.m., Central time on September 19, 2012; or
- attend the PlainsCapital special meeting and vote in person.

If you wish to revoke rather than change your vote, you must send a written, signed revocation to PlainsCapital Corporation, 2323 Victory Avenue, Suite 1400, Dallas, Texas 75219, Attn: Scott J. Luedke, General Counsel and Secretary, which must be received prior to the exercise of the proxy. You must include your control number.

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If you hold shares in street name and wish to change or revoke your vote, please refer to the information on the voting instruction form included with these materials and forwarded to you by your bank, broker or other holder of record to see your voting options.

All shares represented by valid proxies that we receive through this solicitation, and that are not revoked, will be voted in accordance with your instructions on the proxy card. If you make no specification on your proxy card as to how you want your shares voted before signing and returning it, your proxy will be voted "FOR" the merger proposal, "FOR" the compensation proposal and "FOR" approval of the PlainsCapital adjournment proposal.

PlainsCapital shareholders with shares represented by stock certificates should not send PlainsCapital stock certificates with their proxy cards. After the merger is completed, holders of PlainsCapital common stock certificates will be mailed a transmittal form with instructions on how to exchange their PlainsCapital stock certificates for the merger consideration. Shares of PlainsCapital common stock held in book-entry form will automatically be exchanged for the merger consideration.

ESOP Voting Instructions

If you are a participant in PlainsCapital's Employees' Stock Ownership Plan (the "ESOP"), then you may be receiving this material because of the common stock held for you in the ESOP. In that case, you should use the enclosed proxy card to instruct the ESOP trustees how to vote those shares. Return your proxy card, which serves as your voting instructions to the ESOP trustees, as described on the card itself. **To allow sufficient time for voting by the ESOP trustees, your ESOP voting instructions must be received no later than September 17, 2012 at 5:00 p.m. Central time.** PlainsCapital's transfer agent will tabulate the ESOP voting instructions it receives and provide aggregate ESOP voting instructions to the ESOP trustees. The ESOP trustees will vote the shares in accordance with such instructions and the terms of the ESOP. **Please note that you will not be able to vote the shares of common stock held for you in the ESOP in person at the special meeting as these shares may only be voted by the ESOP trustees.**

The ESOP trustees may vote the shares held for you even if you do not direct them how to vote. The ESOP trustees will vote any shares held in the ESOP for which they do not timely receive instructions in their own, or the ESOP committee's, discretion and in accordance with the ESOP plan documents.

If your shares of common stock are held by you in both your record name and in the ESOP, you may use the same enclosed proxy card to vote the shares held in your record name and to direct the ESOP trustees to vote the shares held for you in the ESOP. **You must timely return the enclosed proxy card to direct the vote of the shares held for you in the ESOP.**

Solicitation of Proxies

PlainsCapital will bear the entire cost of soliciting proxies from its shareholders. In addition to solicitation of proxies by mail, PlainsCapital will request that banks, brokers, and other record holders send proxies and proxy material to the beneficial owners of PlainsCapital common stock and secure their voting instructions. PlainsCapital will reimburse the record holders for their reasonable expenses in taking those actions. PlainsCapital has also made arrangements with Morrow & Co., LLC to assist PlainsCapital in soliciting proxies and has agreed to pay Morrow & Co., LLC $5,500 plus a fixed rate for each shareholder contacted and reasonable fees and expenses. If necessary, PlainsCapital may use several of its regular employees, who will not be specially compensated, to solicit proxies from PlainsCapital shareholders, either personally or by telephone, facsimile, letter or other electronic means.

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Record Date

The close of business on August 3, 2012 has been fixed as the record date for determining the PlainsCapital shareholders entitled to receive notice of and to vote at the PlainsCapital special meeting. At that time, 34,462,390 shares of PlainsCapital common stock were outstanding, held by approximately 980 holders of record.

Quorum

In order to conduct business at the PlainsCapital special meeting, there must be a quorum. A quorum is the number of shares that must be present at the meeting, either in person or by proxy. To have a quorum at the special meeting requires the presence of shareholders or their proxies who are entitled to cast at least a majority of the votes that all shareholders are entitled to cast. Abstentions and broker non-votes will be counted for the purpose of determining whether a quorum is present.

You are entitled to one vote for each share of PlainsCapital common stock you held as of the record date. Holders of shares of PlainsCapital preferred stock are not entitled to vote on the adoption and approval of the merger agreement or otherwise at the PlainsCapital special meeting.

Vote Required

Approval of the merger proposal requires the affirmative vote of a majority of the shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting. Because the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting is needed to approve the merger proposal, an abstention or a broker non-vote will have the effect of a vote against the merger proposal. Approval of each of the compensation proposal and the PlainsCapital adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting. An abstention or broker non-vote will have no effect on the compensation proposal or the PlainsCapital adjournment proposal. Each holder of PlainsCapital common stock will be entitled to one vote per share on each of the proposals presented at the PlainsCapital annual meeting.

The PlainsCapital board of directors urges PlainsCapital shareholders to promptly vote by: (1) completing, signing, dating and mailing your proxy card in the enclosed postage paid return envelope as soon as possible; (2) calling the toll-free number listed on the PlainsCapital proxy card; or (3) accessing the internet site listed on the PlainsCapital proxy card. If you hold your stock in "street name" through a bank or broker, please direct your bank or broker to vote in accordance with the instruction form included with these materials and forwarded to you by your bank or broker.

As of the record date, to the knowledge of PlainsCapital, directors and executive officers of PlainsCapital may be deemed to have had voting power over approximately 6,321,870 shares of PlainsCapital common stock (including the shares held by the shareholders subject to the voting agreements described below), or approximately 18.3% of the outstanding shares of PlainsCapital common stock entitled to vote at the special meeting. We currently expect that each of these individuals will vote their shares of PlainsCapital common stock in favor of the proposals to be presented at the special meeting.

Alan B. White, Chairman and Chief Executive Officer of PlainsCapital, and certain entities controlled by him, and Hill A. Feinberg, a director of PlainsCapital and Chief Executive Officer of First Southwest, a wholly owned subsidiary of PlainsCapital, have each entered into a voting and support agreement with Hilltop. Pursuant to such agreements, each such shareholder has agreed to vote all of their shares of PlainsCapital common stock in favor of the merger proposal and related matters, subject to certain exceptions. As of the record date for the PlainsCapital special meeting and to the knowledge of PlainsCapital, the shareholders party to these agreements owned and had the ability to vote approximately 4,944,083 shares of PlainsCapital common stock, or approximately 14.3% of the outstanding shares of PlainsCapital common stock entitled to vote at the PlainsCapital special meeting.

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Recommendation of the PlainsCapital Board of Directors

The PlainsCapital board of directors has unanimously approved the merger agreement and the transactions it contemplates, including the merger. See "The Merger PlainsCapital's Reasons for the Merger; Recommendation of the PlainsCapital Board of Directors" included elsewhere in this joint proxy statement/prospectus for a more detailed discussion of the PlainsCapital board of directors' recommendation.

The PlainsCapital board of directors recommends that you vote your shares as follows:

- "**FOR**" the adoption and approval of the merger agreement;
- "**FOR**" the approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to PlainsCapital's named executive officers that is based on or otherwise relates to the merger; and
- "**FOR**" the approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to adopt and approve the merger proposal.

Attending the Special Meeting

All holders of PlainsCapital common stock, including holders of record and shareholders who hold their stock through banks, brokers, nominees or any other holder of record, are invited to attend the PlainsCapital special meeting. Only shareholders of record on the record date can vote in person at the PlainsCapital special meeting. If you are not a shareholder of record, you must obtain a proxy executed in your favor from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the PlainsCapital special meeting. If you plan to attend the PlainsCapital special meeting, you must hold your shares in your own name or have a letter from the record holder of your shares confirming your ownership and you must bring a form of personal photo identification with you in order to be admitted. PlainsCapital reserves the right to refuse admittance to anyone without proper proof of share ownership and without proper photo identification.

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PROPOSALS SUBMITTED TO PLAINSCAPITAL SHAREHOLDERS

Adoption and Approval of the Merger Agreement (Proposal 1)

This joint proxy statement/prospectus is being furnished to PlainsCapital shareholders as part of the solicitation of proxies by the PlainsCapital board of directors for use at the PlainsCapital special meeting to consider and vote on the proposal to adopt and approve the merger agreement. **IF PLAINSCAPITAL SHAREHOLDERS FAIL TO ADOPT AND APPROVE THE MERGER AGREEMENT, THE MERGER CANNOT BE COMPLETED**. Holders of PlainsCapital common stock should read this joint proxy statement/prospectus carefully and in its entirety, including the annexes, for more detailed information concerning the merger agreement and the merger. A copy of the merger agreement is attached to this joint proxy statement/prospectus as Annex A.

After careful consideration, the PlainsCapital board of directors determined that the merger agreement and the transactions contemplated by the merger agreement were advisable and in the best interests of PlainsCapital and its shareholders and approved the merger agreement and the transactions contemplated by the merger agreement, including the merger. See "The Merger PlainsCapital's Reasons for the Merger; Recommendation of the PlainsCapital Board of Directors" included elsewhere in this joint proxy statement/prospectus for a more detailed discussion of the PlainsCapital board of directors' recommendation.

Approval of the merger proposal requires the affirmative vote of a majority of the shares of PlainsCapital common stock outstanding on the record date for the PlainsCapital special meeting.

The PlainsCapital board of directors recommends that its shareholders vote "FOR" the adoption and approval of the merger agreement. For a discussion of interests of PlainsCapital's directors and executive officers in the merger that may be different from, or in addition to, the interest of PlainsCapital's shareholders generally, see "The Merger Interests of Certain Directors and Executive Officers in the Merger" included elsewhere in this joint proxy statement/prospectus.

Non-Binding Advisory Vote Approving Compensation (Proposal 2)

The Dodd-Frank Act and Rule 14a-21(c) under the Exchange Act require PlainsCapital to provide its shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation that may be paid or become payable to the named executive officers of PlainsCapital that is based on or otherwise relates to the merger. Information required by Item 402(t) of Regulation S-K concerning this compensation, subject to certain assumptions described herein, is presented under the heading "The Merger Compensation."

Accordingly, PlainsCapital is requesting that holders of PlainsCapital common stock approve the following resolution:

> "RESOLVED, that the shareholders of PlainsCapital Corporation approve, on a non-binding advisory basis, the compensation that may be paid or become payable to its named executive officers that is based on or otherwise relates to the merger, as disclosed in the joint proxy statement/prospectus relating to the PlainsCapital special meeting in the table titled "Golden Parachute Compensation" pursuant to Item 402(t) of Regulation S-K, including the associated narrative discussion."

Approval of this proposal is not a condition to completion of the merger. **While the PlainsCapital board of directors intends to consider the vote resulting from this proposal, the vote is advisory, and therefore not binding on PlainsCapital or on Hilltop or the board of directors or the compensation committees of PlainsCapital or Hilltop.** Accordingly, such compensation, including amounts that PlainsCapital is contractually obligated to pay, could still be payable regardless of the outcome of this advisory vote, subject only to the conditions applicable thereto.

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The affirmative vote, in person or by proxy, of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the special meeting entitled to be voted and voted for or against the proposal is required to approve the compensation proposal.

The PlainsCapital board of directors recommends that its shareholders vote "FOR" the approval, on a non-binding, advisory basis, of the compensation that may be paid or become payable to PlainsCapital's named executive officers that is based on or otherwise relates to the merger.

Approval of the Adjournment or Postponement of the PlainsCapital Special Meeting (Proposal 3)

The PlainsCapital special meeting may be adjourned to another time or place, if necessary or appropriate, to permit, among other things, further solicitation of proxies if necessary to obtain additional votes in favor of the merger proposal.

If, at the PlainsCapital special meeting, the number of shares of PlainsCapital common stock present or represented and voting in favor of the merger proposal is insufficient to approve such proposal, PlainsCapital intends to move to adjourn the PlainsCapital special meeting in order to solicit additional proxies for the adoption and approval of the merger agreement. In accordance with the PlainsCapital bylaws, a vote to approve the proposal to adjourn the PlainsCapital special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the PlainsCapital special meeting to approve the merger proposal may be taken in the absence of a quorum. **PlainsCapital does not intend to call a vote on this proposal if the merger proposal has been approved at the PlainsCapital special meeting.**

In this proposal, PlainsCapital is asking its shareholders to authorize the holder of any proxy solicited by the PlainsCapital board of directors to vote in favor of granting discretionary authority to proxy holders, and each of them individually, to adjourn the PlainsCapital special meeting to another time and place for the purpose of soliciting additional proxies. If PlainsCapital shareholders approve this adjournment proposal, PlainsCapital could adjourn the PlainsCapital special meeting and any adjourned session of the PlainsCapital special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from PlainsCapital shareholders who have previously voted.

Approval of the PlainsCapital adjournment proposal requires the affirmative vote of the holders of at least a majority of the shares of PlainsCapital common stock represented in person or by proxy at the PlainsCapital special meeting and entitled to vote on the proposal.

The PlainsCapital board of directors recommends that holders of PlainsCapital common stock vote "FOR" the approval of the proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies in the event that there are not sufficient votes at the time of the special meeting to adopt and approve the merger agreement.

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INFORMATION ABOUT THE COMPANIES

Hilltop Holdings Inc.

Hilltop is a holding company that endeavors to identify and execute attractive acquisitions and business combinations. As of March 31, 2012, Hilltop had approximately $528 million aggregate available cash and cash equivalents that may be used for this purpose, of which approximately $317 million is expected to be paid to PlainsCapital shareholders in connection with the merger. No assurances can be given that Hilltop will be able to consummate the merger with PlainsCapital, identify additional suitable business combinations, or successfully integrate or operate PlainsCapital or any other business that may be acquired in the future.

On July 29, 2011, Hilltop extended SWS Group, Inc. ("SWS") a $50 million term loan, which bears interest at 8% per annum, is prepayable by SWS subject to certain conditions after three years, and has a maturity of five years. SWS issued Hilltop a warrant to purchase 8,695,652 shares of SWS common stock, $0.10 par value per share, exercisable at a price of $5.75 per share subject to anti-dilution adjustments. Additionally, Hilltop has purchased 1,475,387 shares of SWS common stock on the open market. If the warrant were fully exercised, Hilltop would beneficially own 24.5% of SWS.

Hilltop also provides fire and homeowners insurance to low value dwellings and manufactured homes, primarily in Texas and other areas of the south through its wholly owned property and casualty insurance holding company, NLASCO, Inc. ("NLASCO"). Hilltop acquired NLASCO in January 2007. NLASCO operates through its wholly-owned subsidiaries, National Lloyds Insurance Company ("NLIC") and American Summit Insurance Company ("ASIC").

NLASCO targets underserved markets that require underwriting expertise that many larger carriers have been unwilling to develop given the relatively small volume of premiums produced by local agents. Within these markets, NLASCO attempts to capitalize on its superior local knowledge to identify profitable underwriting opportunities. NLASCO believes that it distinguishes itself from competitors by delivering products that are not provided by many larger carriers, providing a high level of customer service and responding quickly to the needs of its agents and policyholders. NLASCO applies a high level of selectivity in the risks it underwrites and uses a risk-adjusted return approach to capital allocation, which NLASCO believes allows it to generate underwriting profits.

NLIC and ASIC carry a financial strength rating of "A" (Excellent) by A.M. Best. An "A" rating is the third highest of 16 rating categories used by A.M. Best. Many insurance buyers, agents and brokers use the ratings assigned by A.M. Best and other rating agencies to assist them in assessing the financial strength and overall quality of the companies from which they purchase insurance. This rating is intended to provide an independent opinion of an insurer's ability to meet its obligations to policyholders and is not an evaluation directed at investors. This rating assignment is subject to the ability to meet A.M. Best's expectations as to performance and capitalization on an ongoing basis, including with respect to management of liabilities for losses and loss adjustment expenses, and is subject to revocation or revision at any time at the sole discretion of A.M. Best.

Hilltop's common stock is listed on the NYSE under the symbol "HTH."

Hilltop's principal office is located at 200 Crescent Court, Suite 1330, Dallas, Texas 75201, and its telephone number at that location is (214) 855-2177. Hilltop's internet address is *www.hilltop-holdings.com*. Additional information about Hilltop and its subsidiaries is included in documents incorporated by reference in this document. See "Where You Can Find More Information" included elsewhere in this joint proxy statement/prospectus.

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Meadow Corporation

Meadow Corporation is a Maryland corporation and a wholly owned subsidiary of Hilltop. Meadow Corporation was formed in May 2012 for the purpose of effecting the merger. Meadow Corporation has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

PlainsCapital Corporation

Business

Overview

PlainsCapital is a Texas-based and Dallas-headquartered financial holding company registered under the Bank Holding Company Act, as amended by the Gramm-Leach-Bliley Act, and was incorporated in 1987. Historically, the majority of PlainsCapital's net income has been derived from its wholly owned bank subsidiary, PlainsCapital Bank. PlainsCapital Bank provides business and consumer banking services from offices located throughout central, north and west Texas. PlainsCapital Bank's subsidiaries have specialized areas of expertise that allow it to provide an array of financial products and services such as mortgage origination and financial advisory services. As of March 31, 2012, on a consolidated basis, PlainsCapital had total assets of approximately $5.8 billion, total deposits of approximately $4.2 billion, total loans, including loans held for sale, of approximately $4.2 billion, and shareholders' equity of approximately $539.1 million.

Geographic Dispersion of PlainsCapital's Deposits and Loan Portfolio

As of March 31, 2012, PlainsCapital had approximately $4.2 billion in deposits. The following table summarizes PlainsCapital's deposit portfolio as of March 31, 2012 (dollar amounts in thousands).

	March 31, 2012				
	West Texas(1)	DFW(2)	Central/South(3)	Other(4)	Total
Demand deposits	$ 135,888	$ 93,473	$ 47,977	$ 53,299	$ 330,637
NOW accounts	82,464	39,974	4,851	503	127,792
Money market deposit accounts	653,059	1,153,648	293,240	11,640	2,111,587
Brokered money market deposit accounts				224,243	224,243
Other savings deposits	40,379	51,212	80,392	1,639	173,622
Time deposits under $100,000	117,176	81,992	7,303	48	206,519
Time deposit of $100,000 or more	240,051	524,146	63,886	21	828,104
Brokered time deposits				166,272	166,272
Total deposits	$ 1,269,017	$ 1,944,445	$ 497,649	$ 457,665	$ 4,168,776
Percentage of total deposits	30.4%	46.6%	12.0%	11.0%	100.0%

(1) "West Texas" consists of deposits originated in Lubbock, Texas.

(2) "DFW" primarily consists of deposits originated in Dallas, Texas and Fort Worth, Texas.

(3) "Central/South" primarily consists of deposits originated in Austin, Texas and San Antonio, Texas.

(4) "Other" consists of deposits that are not managed on a regional basis.

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The following table summarizes PlainsCapital's loans held for investment as of March 31, 2012 (dollar amounts in thousands).

	March 31, 2012				
	West Texas(1)	DFW(2)	Central/South(3)	Other(4)	Total
Commercial and industrial					
Commercial	$ 306,733	$ 871,307	$ 286,858	$	$ 1,464,898
Lease financing				29,425	29,425
Securities (including margin loans)	809	261	2,557	311,203	314,830
Real estate	242,024	634,768	335,480		1,212,272
Construction and land development	18,576	165,491	97,780		281,847
Consumer	13,996	8,698	4,698		27,392
Total loans	$ 582,138	$ 1,680,525	$ 727,373	$ 340,628	$ 3,330,664
Percentage of total loans	17.5%	50.5%	21.8%	10.2%	100.0%

(1) "West Texas" consists of loans originated from Lubbock, Texas.

(2) "DFW" primarily consists of loans originated in Dallas, Texas and Fort Worth, Texas.

(3) "Central/South" primarily consists of loans originated from Austin, Texas and San Antonio, Texas.

(4) "Other" consists of margin loans held by First Southwest and lease financing.

Business Segments

PlainsCapital operates in three business segments: banking, mortgage origination and financial advisory. For more financial information about each of these business segments, see "Information about the Companies Management's Discussion and Analysis" included elsewhere in this joint proxy statement/prospectus. See also Note 24 in the notes to PlainsCapital's audited consolidated financial statements for the years ended December 31, 2011, 2010 and 2009, and Note 17 to the unaudited consolidated financial statements for the three months ended March 31, 2012 and 2011, included elsewhere in this joint proxy statement/prospectus.

Banking

The operations of PlainsCapital Bank comprise PlainsCapital's banking segment. As of March 31, 2012, PlainsCapital's banking segment had approximately $5.2 billion in assets and total deposits of approximately $4.2 billion. The primary source of PlainsCapital's deposits is residents and businesses located in the Texas markets it serves.

Business Banking. PlainsCapital's business banking customers primarily consist of agribusiness, energy, health care, institutions of higher education, real estate (including construction and land development) and wholesale/retail trade companies. PlainsCapital provides these customers with extensive banking services such as Internet banking, business check cards and other add-on services as determined on a customer-by-customer basis. PlainsCapital's treasury management services, which are designed to reduce the time, burden and expense of collecting, transferring, disbursing and reporting cash, are also available to PlainsCapital's business customers. PlainsCapital offers these business customers lines of credit, equipment loans and leases, letters of credit, agricultural loans, commercial real estate loans and other loan products.

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The table below sets forth a distribution of the banking segment's business loans, by type, and all other loans as of March 31, 2012 (dollar amounts in thousands).

	March 31, 2012	
	Amount	**% of Total Loans**
Loans:		
Commercial and industrial		
Commercial	$ 1,464,898	38.6%
Lease financing	27,963	0.7%
Subsidiary warehouse lines	784,627	20.6%
Real estate	1,210,668	31.9%
Construction and land development	281,847	7.4%
Total business loans	3,770,003	99.2%
All other loans	31,020	0.8%
Total loans	$ 3,801,023	100.0%

Commercial and industrial loans are primarily made within PlainsCapital's market areas in Texas and are underwritten on the basis of the borrower's ability to service the debt from income. In general, commercial and industrial loans involve more credit risk than residential and commercial mortgage loans and, therefore, usually yield a higher return. The increased risk in commercial and industrial loans results primarily from the type of collateral securing these loans, which typically includes commercial real estate, accounts receivable, equipment and inventory. Additionally, increased risk arises from the expectation that commercial and industrial loans generally will be serviced principally from the operations of the business, and those operations may not be successful. Historical trends have shown these types of loans to have higher delinquencies than mortgage loans. As a result of the additional risk and complexity associated with commercial and industrial loans, such loans require more thorough underwriting and servicing than loans to individuals. To manage these risks, PlainsCapital's policy is to attempt to secure commercial and industrial loans with both the assets of the borrowing business and other additional collateral and guarantees that may be available. In addition, depending on the size of the credit, PlainsCapital actively monitors certain fiscal measures of the borrower, including cash flow, collateral value and other appropriate credit factors. PlainsCapital also has processes in place to analyze and evaluate on a regular basis its exposure to industries, products, market changes and economic trends.

PlainsCapital Bank also offers term financing on commercial real estate properties that include retail, office, multi-family, industrial, warehouse and non-owner occupied single family residences. Commercial mortgage lending can involve high principal loan amounts, and the repayment of these loans is dependent, in large part, on a borrower's on-going business operations or on income generated from the properties that are leased to third parties. As a general practice, PlainsCapital Bank requires its commercial mortgage loans to be secured with first lien positions on the underlying property, to generate adequate equity margins, to be serviced by businesses operated by an established management team, and to be guaranteed by the principals of the borrower. PlainsCapital Bank seeks lending opportunities where cash flow from the collateral provides adequate debt service coverage and/or the guarantor's net worth is comprised of assets other than the project being financed.

PlainsCapital Bank offers construction financing for (i) commercial, retail, office, industrial, warehouse and multi-family developments, (ii) residential developments and (iii) single family residential properties. Loans to finance these transactions are generally secured by first liens on the underlying real property. PlainsCapital generally requires that the subject property of a construction loan for commercial real estate be pre-leased. PlainsCapital Bank conducts periodic completion

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inspections, either directly or through an agent, prior to approval of periodic draws on these loans. Construction loans involve additional risks because loan funds are advanced upon the security of a project under construction, and the project is of uncertain value prior to its completion. Because of uncertainties inherent in estimating construction costs, the market value of the completed project and the effects of governmental regulation on real property, it can be difficult to accurately evaluate the total funds required to complete a project and the related loan-to-value ratio. As a result of these uncertainties, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project rather than the ability of a borrower or guarantor to repay the loan. If PlainsCapital Bank is forced to foreclose on a project prior to completion, it may not be able to recover the entire unpaid portion of the loan. Additionally, it may be required to fund additional amounts to complete a project and may have to hold the property for an indeterminate period of time.

In addition to the real estate lending activities described above, a portion of PlainsCapital Bank's real estate portfolio consists of single family residential mortgage loans typically collateralized by owner occupied properties located in its market areas. These residential mortgage loans are generally secured by a first lien on the underlying property and have maturities of five years or less. Longer term mortgage financing is provided for certain customers within PlainsCapital Bank's private banking group. As of March 31, 2012, PlainsCapital Bank had approximately $214.7 million in one-to-four family residential loans, which represented 5.65% of its total loans held for investment.

Personal Banking. PlainsCapital Bank offers a broad range of personal banking products and services for individuals. Similar to PlainsCapital Bank's business banking operations, PlainsCapital Bank also provides its personal banking customers with a variety of add-on features such as check cards, safe deposit boxes, Internet banking, bill pay, overdraft privilege services, gift cards and access to automated teller machine ("ATM") facilities throughout the U.S. PlainsCapital Bank offers a variety of deposit accounts to its personal banking customers including savings, checking, interest-bearing checking, money market and certificates of deposit.

PlainsCapital Bank offers loans to individuals for personal, family and household purposes, including lines of credit, home improvement loans, home equity loans, credit cards and loans for purchasing and carrying securities. As of March 31, 2012, PlainsCapital Bank had approximately $31.0 million of loans for these purposes, which are shown in the previous table as "All other loans."

Wealth and Investment Management. PlainsCapital Bank's private banking team personally assists high net worth individuals and their families with their banking needs, including depository, credit, asset management, and trust and estate services. PlainsCapital Bank offers trust and asset management services in order to assist these customers in managing, and ultimately transferring, their wealth. PlainsCapital Bank's wealth management services provide personal trust, investment management and employee benefit plan administration services, including estate planning, management and administration, investment portfolio management, employee benefit accounts and individual retirement accounts.

Mortgage Origination

PlainsCapital's mortgage origination segment operates through a wholly owned subsidiary of PlainsCapital Bank, PrimeLending. Founded in 1986, PrimeLending is a residential mortgage originator licensed to originate and close loans in 50 states and the District of Columbia. As of March 31, 2012, it operated from 270 locations in 37 states, originating approximately 25% of its mortgages from its Texas locations and approximately 17% of its mortgages from locations in California. In addition to the Dallas market, PrimeLending also serves other Texas markets, including Austin, Fort Worth, Houston and San Antonio. The mortgage lending business is subject to seasonality, as PrimeLending typically experiences increased loan origination volume from purchases of homes during the spring and summer, when more people tend to move and buy or sell homes, and the overall demand for mortgage loans is driven largely by the applicable interest rates at any given time.

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PrimeLending handles loan processing, underwriting and closings in-house. Mortgage loans originated by PrimeLending are funded through a warehouse line of credit maintained with PlainsCapital Bank. PrimeLending sells substantially all mortgage loans it originates to various investors in the secondary market, servicing released, although it may retain servicing in limited circumstances. As these mortgage loans are sold in the secondary market, PrimeLending pays down its warehouse line of credit with PlainsCapital Bank. Loans sold are subject to certain standard indemnification provisions with investors, including the repurchase of loans sold and the repayment of sales proceeds to investors under certain conditions.

PlainsCapital's mortgage lending underwriting strategy, driven in large measure by secondary market investor standards, seeks to originate substantially only conforming loans. PlainsCapital's underwriting practices include:

- granting loans on a sound and collectible basis;
- obtaining a balance between maximum yield and minimum risk;
- ensuring that primary and secondary sources of repayment are adequate in relation to the amount of the loan; and
- ensuring that each loan is properly documented and, if appropriate, adequately insured.

In addition to its branch office network, PrimeLending, through PrimeLending Ventures, LLC, has established various "affiliated business arrangements" to originate residential mortgages for customers of referring business partners and for other customers not associated with business partners. As of March 31, 2012, PrimeLending Ventures, LLC had thirteen affiliated business arrangements.

Since its inception, PrimeLending has grown from originating approximately $80 million in mortgage loans annually with a staff of 20 individuals to originating approximately $8.8 billion in loans in 2011 and employing approximately 2,400 persons as of March 31, 2012. PrimeLending offers a variety of loan products catering to the specific needs of borrowers, including 30-year and 15-year fixed rate conventional mortgages, adjustable rate mortgages, jumbo loans, Federal Housing Administration (FHA) and Veteran Affairs (VA) loans, permanent construction financing, relocation programs and refinancing options. Mortgage loans originated by PrimeLending are secured by a first lien on the underlying property. PrimeLending does not currently originate subprime loans (defined as loans to borrowers having a Fair Isaac Corporation (FICO) score lower than 620 or that do not comply with applicable agency or investor-specific underwriting guidelines).

Financial Advisory

PlainsCapital's financial advisory segment operates through First Southwest and, until its sale in July 2012, included Hester Capital Management, LLC ("Hester Capital"). Through First Southwest, PlainsCapital serves families, trusts, endowments, foundations and other non-profit entities, retirement plans, public funds, local governments, public agencies, financial institutions and high net worth investors. PlainsCapital provides these customers with a diverse group of services such as investment advisory, investment banking, underwriting, asset management, arbitrage rebate, continuing disclosure for municipal clients and benefit plan services.

Acquisition of First Southwest. Pursuant to the merger agreement between PlainsCapital and First Southwest Holdings, Inc., dated as of November 7, 2008, as amended (the "First Southwest Merger Agreement"), PlainsCapital acquired First Southwest, which currently operates as PlainsCapital's wholly owned subsidiary. Upon completion of the merger on December 31, 2008, PlainsCapital issued to former stockholders of First Southwest 5,092,677 shares of PlainsCapital common stock and substitute stock options to purchase 285,366 shares of PlainsCapital common stock and placed additional shares

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of PlainsCapital common stock into escrow to satisfy earnout provisions contained in the First Southwest Merger Agreement, as described below.

Pursuant to the earnout provisions in the First Southwest Merger Agreement, PlainsCapital placed 1,697,430 shares of PlainsCapital common stock into escrow. In addition, one quarter of the shares of PlainsCapital common stock issuable pursuant to the substitute stock options issued to the former stockholders of First Southwest Holdings, Inc. are subject to the earnout provisions of the First Southwest Merger Agreement and will be held in escrow if exercised prior to January 31, 2013. As of May 25, 2012, 38,849 shares underlying such substitute stock options have been delivered into escrow pursuant to the exercise of such substitute stock options, for a total of 1,736,279 shares of PlainsCapital common stock held in escrow, and up to an additional 14,116 shares of PlainsCapital common stock underlying additional substitute stock options could be held in escrow if the related substitute stock options are exercised prior to January 31, 2013.

The percentage of shares to be released from escrow and distributed to former First Southwest Holdings, Inc. stockholders will be determined based upon the valuation of certain auction rate bonds held by First Southwest Holdings, Inc. prior to the merger (or to be repurchased from investors following the closing of the merger) as of December 31, 2012 or, if applicable, the aggregate sales price of such auction rate bonds prior to such date. The release of the escrowed shares will be further adjusted for certain specified losses, if any, during the earnout period and any excess dividend payments. The First Southwest Merger Agreement provides that if the value or aggregate sales price, as applicable, of the auction rate bonds is less than 80% of the face value of the auction rate bonds, no shares of PlainsCapital common stock will be distributed from escrow to former First Southwest stockholders. If the value or aggregate sales price of the auction rate bonds falls between 80% and 90% of face value, former First Southwest stockholders will receive an increasing portion of the shares held in escrow. If the value or aggregate sales price of the auction rate bonds equals or exceeds 90% of face value, former First Southwest shareholders will receive all of the shares held in escrow subject to certain specified losses, if any. Any shares issued out of escrow will be accounted for as additional acquisition cost. In connection with the merger, the First Southwest Merger Agreement was amended to provide for the substitution of the merger consideration for the shares of PlainsCapital common stock currently held in escrow.

First Southwest is a diversified investment banking firm and a registered broker-dealer with the SEC and FINRA. First Southwest's primary focus is on providing public finance services.

The operating subsidiary of First Southwest was founded in 1946 in Dallas, Texas and, as of March 31, 2012, employed approximately 400 people and maintained 22 locations nationwide, nine of which are in Texas. As of March 31, 2012, First Southwest maintained $85.8 million in equity capital and had more than 1,600 public sector clients. As of March 31, 2012, it had consolidated assets of approximately $643.8 million.

First Southwest has five primary lines of business: (i) public finance, (ii) capital markets, (iii) correspondent clearing services, (iv) asset management and (v) corporate finance.

Public Finance. First Southwest's public finance group represents its largest department. This group advises cities, counties, school districts, utility districts, tax increment zones, special districts, state agencies and other governmental entities nationwide. In addition, the group provides specialized advisory and investment banking services for airports, convention centers, healthcare institutions, institutions of higher education, housing, industrial development agencies, toll road authorities, and public power and utility providers.

Capital Markets. Through its capital markets group, First Southwest trades fixed income securities to support sales and other customer activities, underwrites tax-exempt and taxable fixed income securities and trades equities on an agency basis on behalf of its retail and institutional clients. In addition, First Southwest provides asset and liability management advisory services to community banks.

Correspondent Clearing Services. The correspondent clearing services group offers omnibus and fully disclosed clearing services to FINRA member firms for trade executing, clearing and back office services. Services are provided to approximately 70 correspondent firms.

Asset Management. First Southwest Asset Management is an investment advisor registered under the Investment Advisors Act of 1940, providing state and local governments with advice and assistance with respect to arbitrage rebate compliance, portfolio management and local government investment pool administration. In the area of arbitrage rebate, First Southwest Asset Management advises municipalities with respect to the emerging regulations relating to arbitrage rebates. Further, First Southwest Asset Management assists governmental entities with the complexities of investing public funds in the fixed income markets. As an investment adviser registered with the SEC, First Southwest Asset Management promotes cash management-based investment strategies that seek to adhere to the standards imposed by the fiduciary responsibilities of investment officers of public funds. As of March 31, 2012, First Southwest Asset Management served as administrator for local government investment pools totaling approximately $8.9 billion, investment manager of approximately $7.0 billion in short-term fixed income portfolios of municipal governments and investment advisor for approximately $5.3 billion invested by municipal governments.

Corporate Finance. First Southwest's corporate finance group provides focused and tailored investment banking services to institutions and corporations. These services include capital raising, advisory services and corporate restructuring.

Hester Capital. PlainsCapital acquired a majority interest in Hester Capital in 2003. Hester Capital is an investment advisor registered under the Investment Advisors Act of 1940 and primarily serves clients in Austin, Dallas and Fort Worth. It specializes in investment portfolio management services for private clients, including families, trusts and estates; endowments, foundations and other non-profit entities; retirement plans; businesses; and public funds. Hester Capital manages equity, fixed income and balanced portfolios using defined investment objectives and guidelines established with each client. The investment management services offered by Hester Capital involve managing and overseeing investment portfolios containing liquid assets of at least $1.0 million. As of March 31, 2012, Hester Capital had assets under management of approximately $1.1 billion. In July 2012, PlainsCapital sold, at approximately carrying value, all of its controlling membership interest in Hester Capital to an unrelated third party. The operations of Hester Capital were not significant to PlainsCapital or to PlainsCapital's financial advisory segment.

Competition

PlainsCapital faces significant competition with respect to the business segments in which PlainsCapital operates and the geographic markets PlainsCapital serves. PlainsCapital's lending and mortgage origination competitors include commercial banks, savings banks, savings and loan associations, credit unions, finance companies, pension trusts, mutual funds, insurance companies, mortgage bankers and brokers, brokerage and investment banking firms, asset-based non-bank lenders, government agencies and certain other non-financial institutions. Competition for deposits and in providing lending and mortgage origination products and services to businesses in PlainsCapital's market area is intense and pricing is important. Additionally, other factors encountered in competing for savings deposits are convenient office locations and rates offered. Direct competition for savings deposits also comes from other commercial bank and thrift institutions, money market mutual funds and corporate and government securities that may offer more attractive rates than insured depository institutions are willing to pay. Competition for loans includes such additional factors as interest rate, loan origination fees and the range of services offered by the provider.

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PlainsCapital also faces significant competition for financial advisory services on a number of factors such as price, perceived expertise, range of services, and local presence. PlainsCapital's financial advisory business competes directly with numerous other financial advisory and investment banking firms, broker-dealers and banks, including large national and major regional firms and smaller niche companies, some of whom are not broker-dealers and, therefore, are not subject to the broker-dealer regulatory framework. Many of PlainsCapital's competitors have substantially greater financial resources, lending limits and larger branch networks than PlainsCapital does, and offer a broader range of products and services.

Employees

As of March 31, 2012, PlainsCapital employed approximately 3,500 persons, substantially all of whom are full-time. None of PlainsCapital's employees are represented by any collective bargaining unit or a party to any collective bargaining agreement.

Government Supervision and Regulation

General

PlainsCapital, PlainsCapital Bank, PrimeLending, First Southwest and PlainsCapital's other nonbanking subsidiaries are subject to extensive regulation under federal and state laws. The regulatory framework is intended primarily for the protection of customers and clients of PlainsCapital's financial advisory services, depositors, borrowers, the insurance funds of the FDIC and SIPC and the banking system as a whole, and not for the protection of PlainsCapital's shareholders or creditors. In many cases, the applicable regulatory authorities have broad enforcement power over bank holding companies, banks and their subsidiaries, including the power to impose substantial fines and other penalties for violations of laws and regulations. The following discussion describes the material elements of the regulatory framework that applies to PlainsCapital and its subsidiaries. References in this joint proxy statement/prospectus to applicable statutes and regulations are brief summaries thereof, do not purport to be complete, and are qualified in their entirety by reference to such statutes and regulations.

Recent Regulatory Developments. New regulations and statutes are regularly proposed and/or adopted that contain wide-ranging proposals for altering the structures, regulations and competitive relationships of financial institutions operating and doing business in the United States. Certain of these recent proposals and changes are described below.

On July 21, 2010, President Obama signed into law the Dodd-Frank Act. The Dodd-Frank Act aims to restore responsibility and accountability to the financial system by significantly altering the regulation of financial institutions and the financial services industry. Most of the provisions contained in the Dodd-Frank Act have delayed effective dates. Full implementation of the Dodd-Frank Act will require many new rules to be issued by federal regulatory agencies over the next several years, which will profoundly affect how financial institutions will be regulated in the future. The ultimate effect of the Dodd-Frank Act and its implementing regulations on the financial services industry in general, and on PlainsCapital in particular, is uncertain at this time.

The Dodd-Frank Act, among other things:

- Established the CFPB, an independent organization within the Federal Reserve which has the authority to promulgate consumer protection regulations applicable to all entities offering consumer financial products or services, including banks. The CFPB has broad rule-making authority for a wide range of consumer protection laws, including the authority to prohibit "unfair, deceptive or abusive" acts and practices;

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- Established the Financial Stability Oversight Council, tasked with the authority to identify and monitor institutions and systems which pose a systemic risk to the financial system, and to impose standards regarding capital, leverage, liquidity, risk management, and other requirements for financial firms;
- Changed the base for FDIC insurance assessments;
- Increased the minimum reserve ratio for the Deposit Insurance Fund from 1.15% to 1.35% (the FDIC subsequently increased it by regulation to 2.00%);
- Permanently increased the deposit insurance coverage amount from $100,000 to $250,000;
- Directed the Federal Reserve Board to establish interchange fees for debit cards pursuant to a restrictive "reasonable and proportional cost" per transaction standard;
- Limits the ability of banking organizations to sponsor or invest in private equity and hedge funds and to engage in proprietary trading in a provision known as the "Volcker Rule";
- Grants the U.S. government authority to liquidate or take emergency measures with respect to troubled nonbank financial companies that fall outside the existing resolution authority of the FDIC, including the establishment of an orderly liquidation fund;
- Increases regulation of asset-backed securities, including a requirement that issuers of asset-backed securities retain at least 5% of the risk of the asset-backed securities;
- Increases regulation of consumer protections regarding mortgage originations, including originator compensation, minimum repayment standards, and prepayment consideration; and
- Establishes new disclosure and other requirements relating to executive compensation and corporate governance.

In November 2009, the Federal Reserve Board adopted amendments to its Regulation E, effective July 1, 2010, that prohibit financial institutions from charging clients overdraft fees on ATMs and one-time debit card transactions, unless a consumer consents, or opts in, to the overdraft service for those types of transactions. Pursuant to the adopted regulation, consumers must opt in to an overdraft service in order for the financial institution to collect overdraft fees. If a consumer does not opt in, any ATM transaction or debit that overdraws the consumer's account will be denied. Overdrafts on the payment of checks and regular electronic bill payments are not covered by this rule. Before opting in, the consumer must be provided a notice that explains the financial institution's overdraft services, including the fees associated with the service, and the consumer's choices. Financial institutions must provide consumers who do not opt in with the same account terms, conditions and features (including pricing) that they provide to consumers who do opt in.

On June 21, 2010, the Federal Reserve Board, the Office of the Comptroller of the Currency, the Office of Thrift Supervision and the FDIC jointly issued comprehensive final guidance on incentive compensation policies (the "Incentive Compensation Guidance") intended to ensure that the incentive compensation policies of banking organizations do not undermine the safety and soundness of such organizations by encouraging excessive risk-taking. The Incentive Compensation Guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. The Incentive Compensation Guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon three primary principles: (i) balanced risk-taking incentives, (ii) compatibility with effective controls and risk management, and (iii) strong corporate governance. Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or perform other actions. In addition, under the Incentive Compensation Guidance, a banking organization's federal supervisor may initiate enforcement action if the organization's incentive compensation arrangements pose a risk to the safety and soundness of the organization.

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On April 14, 2011, the Federal Reserve Board and various other federal agencies published a notice of proposed rulemaking implementing provisions of the Dodd-Frank Act that would require reporting of incentive-based compensation arrangements by a covered financial institution and prohibit incentive-based compensation arrangements at a covered financial institution that provide excessive compensation or that could expose the institution to inappropriate risks that could lead to material financial loss. The Dodd-Frank Act defines "covered financial institution" to include, among other entities, a depository institution or depository institution holding company that has $1 billion or more in assets. There are enhanced requirements for institutions with more than $50 billion in assets. The proposed rule states that it is consistent with the Incentive Compensation Guidance.

On February 28, 2012, the CFPB published a notice and request for information concerning "Impacts of Overdraft Programs on Consumers" where the agency is reviewing existing regulations and supervisory guidance issued by various regulators pertaining to the use of overdraft programs by financial institutions and seeking information from the public on the impact of overdraft programs on consumers.

On May 4, 2012, the SEC approved a notice for release by the Municipal Securities Rulemaking Board (the "MSRB") describing enhanced disclosures and other obligations by dealers who underwrite municipal securities offerings. The MSRB notice, which takes effect on August 2, 2012, is intended to increase the protection of municipal issuers mandated by the Dodd-Frank Act. An underwriter is required to provide specific and robust disclosure to a municipal issuer regarding the underwriter's role, compensation, and conflicts of interest and regarding the financing structure. Additionally, the MSRB notice specifies compensation and fair pricing guidelines for underwriters to follow. Implementation of the MSRB notice may require underwriters to revise and formalize disclosure procedures and modify their approach to complex municipal financings.

On June 7, 2012, the Federal Reserve Board released notices of proposed rulemaking to implement the Basel Committee on Banking Supervision's ("BCBS") final texts of reforms on capital generally referred to as "Basel III" and to implement certain aspects of the "standardized approach" in the BCBS's final text on risk-based capital generally referred to as "Basel II." For more information see " PlainsCapital Corporation Basel III."

PlainsCapital cannot predict whether or in what form any proposed regulation or statute will be adopted or the extent to which PlainsCapital's business may be affected by any new regulation or statute.

PlainsCapital Corporation

PlainsCapital Corporation is a legal entity separate and distinct from PlainsCapital Bank and its other subsidiaries. PlainsCapital is a financial holding company registered under the Bank Holding Company Act, as amended by the Gramm-Leach-Bliley Act. Accordingly, it is subject to supervision, regulation and examination by the Federal Reserve Board. The Dodd-Frank Act, Gramm-Leach-Bliley Act, the Bank Holding Company Act and other federal laws subject financial and bank holding companies to particular restrictions on the types of activities in which they may engage and to a range of supervisory requirements and activities, including regulatory enforcement actions for violations of laws and regulations.

Regulatory Restrictions on Dividends; Source of Strength. It is the policy of the Federal Reserve Board that bank holding companies should pay cash dividends on common stock only out of income available over the past year and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. The policy provides that bank holding companies should not maintain a level of cash dividends that undermines the bank holding company's ability to serve as a source of strength to its banking subsidiaries.

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Under Federal Reserve Board policy, a bank holding company is expected to act as a source of financial strength to each of its banking subsidiaries and commit resources to their support. Such support may be required at times when, absent this Federal Reserve Board policy, a holding company may not be inclined to provide it. As discussed below, a bank holding company, in certain circumstances, could be required to guarantee the capital plan of an undercapitalized banking subsidiary.

Scope of Permissible Activities. Under the Bank Holding Company Act, PlainsCapital generally may not acquire a direct or indirect interest in, or control of more than 5% of, the voting shares of any company that is not a bank or bank holding company. Additionally, the Bank Holding Company Act may prohibit PlainsCapital from engaging in activities other than those of banking, managing or controlling banks or furnishing services to, or performing services for, its subsidiaries, except that it may engage in, directly or indirectly, certain activities that the Federal Reserve Board has determined to be closely related to banking or managing and controlling banks as to be a proper incident thereto. In approving acquisitions or the addition of activities, the Federal Reserve Board considers, among other things, whether the acquisition or the additional activities can reasonably be expected to produce benefits to the public, such as greater convenience, increased competition, or gains in efficiency, that outweigh such possible adverse effects as undue concentration of resources, decreased or unfair competition, conflicts of interest or unsound banking practices. With respect to interstate acquisitions, the Dodd-Frank Act amends the Bank Holding Company Act by raising the standard by which interstate bank acquisitions are permitted from a standard that the acquiring bank holding company be adequately capitalized and adequately managed, to the higher standard of being well capitalized and well managed.

Notwithstanding the foregoing, the Gramm-Leach-Bliley Act, effective March 11, 2000, eliminated the barriers to affiliations among banks, securities firms, insurance companies and other financial service providers and permits bank holding companies to become financial holding companies and thereby affiliate with securities firms and insurance companies and engage in other activities that are financial in nature. The Gramm-Leach-Bliley Act defines "financial in nature" to include: securities underwriting; dealing and market making; sponsoring mutual funds and investment companies; insurance underwriting and agency; merchant banking activities; and activities that the Federal Reserve Board has determined to be closely related to banking. Prior to enactment of the Dodd-Frank Act, regulatory approval was not required for a financial holding company to acquire a company, other than a bank or savings association, engaged in activities that were financial in nature or incidental to activities that were financial in nature, as determined by the Federal Reserve Board. Effective July 21, 2010, however, the Dodd-Frank Act requires the approval of the Federal Reserve Board when a financial holding company engages in a transaction where the total consolidated assets to be acquired by the financial holding company exceed $10 billion.

Under the Gramm-Leach-Bliley Act, a bank holding company may become a financial holding company by filing a declaration with the Federal Reserve Board if each of its subsidiary banks is "well capitalized" under the Federal Deposit Insurance Corporation Improvement Act prompt corrective action provisions, is "well managed", and has at least a "satisfactory" rating under the CRA. The Dodd-Frank Act underscores the criteria for becoming a financial holding company by amending the Bank Holding Company Act to require that bank holding companies be "well capitalized" and "well managed" in order to become financial holding companies. PlainsCapital became a financial holding company on March 23, 2000.

Safe and Sound Banking Practices. Bank holding companies are not permitted to engage in unsafe and unsound banking practices. The Federal Reserve Board's Regulation Y, for example, generally requires a holding company to give the Federal Reserve Board prior notice of any redemption or repurchase of its equity securities, if the consideration to be paid, together with the consideration paid for any repurchases or redemptions in the preceding year, is equal to 10% or more of the company's

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consolidated net worth. In addition, bank holding companies are required to consult with the Federal Reserve Board prior to making any redemption or repurchase, even within the foregoing parameters. The Federal Reserve Board may oppose the transaction if it believes that the transaction would constitute an unsafe or unsound practice or would violate any law or regulation. Depending upon the circumstances, the Federal Reserve Board could take the position that paying a dividend would constitute an unsafe or unsound banking practice.

The Federal Reserve Board has broad authority to prohibit activities of bank holding companies and their nonbanking subsidiaries that represent unsafe and unsound banking practices or that constitute violations of laws or regulations, and can assess civil money penalties for certain activities conducted on a knowing and reckless basis, if those activities caused a substantial loss to a depository institution. The penalties can be as high as $1.375 million for each day the activity continues. In addition, the Dodd-Frank Act authorizes the Federal Reserve Board to require reports from and examine bank holding companies and their subsidiaries, and to regulate functionally regulated subsidiaries of bank holding companies.

Anti-tying Restrictions. Subject to various exceptions, bank holding companies and their affiliates are generally prohibited from tying the provision of certain services, such as extensions of credit, to certain other services offered by a bank holding company or its affiliates.

Capital Adequacy Requirements. The Federal Reserve Board has adopted a system using risk-based capital guidelines to evaluate the capital adequacy of bank holding companies. Under the guidelines, a risk weight factor of 0% to 100% is assigned to each category of assets based generally on the perceived credit risk of the asset class. The risk weights are then multiplied by the corresponding asset balances to determine a "risk-weighted" asset base. At least half of the risk-based capital must consist of core (Tier 1) capital, which is comprised of:

- common shareholders' equity (includes common stock and any related surplus, undivided profits, disclosed capital reserves that represent a segregation of undivided profits and foreign currency translation adjustments, excluding changes in other comprehensive income (loss));
- certain noncumulative perpetual preferred stock and related surplus; and
- minority interests in the equity capital accounts of consolidated subsidiaries (excludes goodwill and various intangible assets).

The remainder, supplementary (Tier 2) capital, may consist of:

- allowance for loan losses, up to a maximum of 1.25% of risk-weighted assets;
- certain perpetual preferred stock and related surplus;
- hybrid capital instruments;
- perpetual debt;
- mandatory convertible debt securities;
- term subordinated debt;
- intermediate term preferred stock; and
- certain unrealized holding gains on equity securities.

Total capital is the sum of Tier 1 and Tier 2 capital. The guidelines require a minimum ratio of total capital to total risk-weighted assets of 8.0% (of which at least 4.0% is required to consist of Tier 1 capital elements). As of March 31, 2012, PlainsCapital's ratio of Tier 1 capital to total risk-weighted assets was 12.56% and PlainsCapital's ratio of total capital to total risk-weighted assets was 14.04%.

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In addition to the risk-based capital guidelines, the Federal Reserve Board uses a leverage ratio as an additional tool to evaluate the capital adequacy of bank holding companies. The leverage ratio is a company's Tier 1 capital divided by its average total consolidated assets. PlainsCapital is required to maintain a leverage ratio of 4.0%, and, as of March 31, 2012, PlainsCapital's leverage ratio was 9.79%.

The federal banking agencies' risk-based and leverage ratios are minimum supervisory ratios generally applicable to banking organizations that meet certain specified criteria, assuming that they have the highest regulatory rating. Banking organizations not meeting these criteria are expected to operate with capital positions well above the minimum ratios. The federal bank regulatory agencies may set capital requirements for a particular banking organization that are higher than the minimum ratios when circumstances warrant. Federal Reserve Board guidelines also provide that banking organizations experiencing internal growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets.

The Dodd-Frank Act directs federal banking agencies to establish minimum leverage capital requirements and minimum risk-based capital requirements for insured depository institutions, depository institution holding companies, and nonbank financial companies supervised by the Federal Reserve Board. These minimum capital requirements may not be less than the "generally applicable leverage and risk-based capital requirements" applicable to insured depository institutions, in effect applying the same leverage and risk-based capital requirements that apply to insured depository institutions to most bank holding companies. The Dodd-Frank Act, for the first time, embeds in the law a leverage capital requirement as opposed to leaving it to the regulators to use a risk-based capital requirement. However, it is left to the discretion of the agencies to set the leverage ratio requirement through the rulemaking process.

BASEL III. In December 2010 and January 2011, the BCBS published the final texts of reforms on capital and liquidity generally referred to as "Basel III." For banks in the United States, among the most significant provisions of Basel III concerning capital are the following:

- a minimum ratio of common equity tier 1 ("CET1") to risk-weighted assets reaching 4.5%, plus an additional 2.5% as a capital conservation buffer, by 2019 after a phase-in period;

- a minimum ratio of Tier 1 capital to risk-weighted assets reaching 6.0%, plus the additional 2.5% capital conservation buffer, by 2019 after a phase-in period;

- a minimum ratio of total capital to risk-weighted assets reaching 8.0%, plus the additional 2.5% capital conservation buffer, by 2019 after a phase-in period;

- an additional countercyclical capital buffer to be imposed by applicable banking regulators periodically at their discretion, with advance notice;

- restrictions on capital distributions and discretionary bonuses applicable when capital ratios fall within the buffer zone;

- application of most adjustments to capital to CET1 as opposed to 50%/50% to Tier 1 and Tier 2 capital under the existing guidelines, removal of the existing filter from regulatory capital measurements for unrealized gains and losses accumulated from available for sale securities recorded in accumulated other comprehensive income/loss, and deduction from common equity of deferred tax assets that depend on future profitability to be realized;

- increased capital requirements for counterparty credit risk relating to over-the-counter derivatives, repos and securities financing activities; and

- for capital instruments issued on or after January 13, 2013 (other than common equity), a loss-absorbency requirement such that the instrument must be written off or converted to

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common equity if a trigger event occurs, either pursuant to applicable law or at the direction of the banking regulator. A trigger event is an event under which the banking entity would become nonviable without the write-off or conversion, or without an injection of capital from the public sector. The issuer must maintain authorization to issue the requisite shares of common equity if conversion were required.

The Basel III provisions on liquidity include complex criteria establishing: (i) a method to ensure that a bank maintains adequate unencumbered, high quality liquid assets to meet its liquidity needs for 30 days under a severe liquidity stress scenario; and (ii) a method to promote more medium and long-term funding of assets and activities, using a one-year horizon.

On June 7, 2012, the Federal Reserve Board released notices of proposed rulemaking (the "NPRs") to implement the capital reforms of Basel III and to implement certain aspects of the "standardized approach" in the BCBS's final text on risk-based capital generally referred to as "Basel II."

The NPR implementing the Basel III capital framework for the most part follows the BCBS's Basel III final texts. Most of the Basel III provisions, including the application of a CET1 requirement, the revised definitions of other components of capital, and higher minimum capital ratios, would apply to all banks and bank holding companies other than small bank holding companies (defined as those with $500 million or less in total assets), with phase-in periods that generally track Basel III.

Although the Basel III NPR does not specify an effective date or implementation date, it contemplates that implementation will coincide with the Basel III implementation schedule, which commences on January 1, 2013.

The NPR implementing certain aspects of Basel II would revise the standards in the existing Basel I-based capital rules, which the NPRs refer to as the "general risk-based capital requirements," for all banks and bank holding companies, other than small bank holding companies, effective January 1, 2015. When the federal banking agencies considered Basel II and in 2007 adopted portions of Basel II for U.S. banks, they adopted only the advanced internal ratings-based approach to credit risk and the advanced approach for operational risks, and applied them only to certain large or internationally active banks. Basel II also included a standardized approach that is considerably more risk-sensitive than the Basel I-based general risk-based capital requirements and is not dependent upon internal models but is heavily dependent upon credit ratings. In 2008, the federal banking agencies proposed, as an option but not a requirement for U.S. banks that are not subject to the advanced approaches of Basel II, an approach based upon the Basel II standardized approach, but the agencies never proceeded with it.

The proposed revisions in the NPR expand upon the initial endeavors from 2008 but with important differences, including mandatory application as opposed to optional application, and in view of the prohibition in Section 939A of Dodd-Frank on the use of credit ratings, replacement of the Basel II standardized approach's heavy reliance on credit ratings with non-ratings-based alternatives. Key features of the standardized approach NPR include the following:

- expanding the risk-weighting categories from the current four categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories, including many residential mortgages and certain commercial real estate. Specifics include:

  - for residential mortgage exposures, the current approach of a 50% risk weight for high-quality seasoned mortgages and a 100% risk-weight for all other mortgages is replaced with a matrix resulting in a risk weight of 35%, 50%, 75%, 100%, 150% or 200% depending upon the mortgage's loan-to-value ratio and whether the mortgage is a category 1 residential mortgage exposure (defined by reference to eight criteria that include a 30-year maximum term and preclude negative amortization, balloon payments and increases in the annual rate of interest of more than 2 percentage points in any 12-month period and 6 percentage points over the life of the exposure) versus category 2 residential mortgage exposures (which are all other mortgages); and

assigning a 150% risk-weighting to certain commercial real estate exposures that currently receive a 100% risk weight but that are high volatility commercial real estate exposures;

changing the treatment of certain off-balance sheet exposures and over-the-counter derivative contracts that could increase their risk weighting; and

implementing the requirement of Section 939A of the Dodd-Frank Act that regulations not use credit ratings by, among other things, where applicable, adopting a definition of "investment grade" for determining the risk weight of corporate exposures that is based on an approach that the Office of the Comptroller of the Currency implemented in its investment securities regulations; namely, treating an exposure as investment grade if the obligor "has adequate capacity to meet financial commitments for the projected life of the asset or exposure," with the "adequate capacity" test being met if "the risk of [the obligor's] default is low and the full and timely repayment of principal and interest is expected."

The standardized approach NPR is contemplated to become effective on January 1, 2015, with an option for early adoption.

Although Basel III is described as a "final text," it is subject to the resolution of certain issues and to further guidance and modification, as well as to adoption by United States banking regulators. The United States banking regulators have not proposed rules implementing the liquidity standards of Basel III and have not determined to what extent they will apply to United States banks that are not large, internationally active banks.

PlainsCapital continues to monitor all developments related to Basel III.

Imposition of Liability for Undercapitalized Subsidiaries. Bank regulators are required to take "prompt corrective action" to resolve problems associated with insured depository institutions whose capital declines below certain levels. In the event an institution becomes "undercapitalized," it must submit a capital restoration plan. The capital restoration plan will not be accepted by the regulators unless each company having control of the undercapitalized institution guarantees the subsidiary's compliance with the capital restoration plan up to a certain specified amount. Any such guarantee from a depository institution's holding company is entitled to a priority of payment in bankruptcy.

The aggregate liability of the holding company of an undercapitalized bank is limited to the lesser of 5% of the institution's assets at the time it became undercapitalized or the amount necessary to cause the institution to be "adequately capitalized." The bank regulators have greater power in situations where an institution becomes "significantly" or "critically" undercapitalized or fails to submit a capital restoration plan. For example, a bank holding company controlling such an institution can be required to obtain prior Federal Reserve Board approval of proposed dividends, or might be required to consent to a consolidation or to divest the troubled institution or other affiliates.

Acquisitions by Bank Holding Companies. The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve Board before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve Board is required to consider, among other things, the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the

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communities to be served, and various competitive factors. In addition, the Dodd-Frank Act requires the Federal Reserve Board to consider "the risk to the stability of the U.S. banking or financial system" when evaluating acquisitions of banks and nonbanks under the Bank Holding Company Act.

Control Acquisitions. The Change in Bank Control Act prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Board has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve Board, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act, would, under the circumstances set forth in the presumption, constitute acquisition of control of such company.

In addition, an entity is required to obtain the approval of the Federal Reserve Board under the Bank Holding Company Act before acquiring 25% (5% in the case of an acquiror that is a bank holding company) or more of any class of PlainsCapital's outstanding common stock, or otherwise obtaining control or a "controlling influence" over PlainsCapital.

Emergency Economic Stabilization Act of 2008 and the Small Business Jobs Act of 2010. The U.S. Congress, the U.S. Treasury and the federal banking regulators have taken broad action since early September 2008 to address volatility in the U.S. banking system. The Emergency Economic Stabilization Act of 2008 ("EESA") authorized the U.S. Treasury to purchase from financial institutions and their holding companies up to $700 billion in mortgage loans, mortgage-backed securities and certain other financial instruments, including debt and equity securities issued by financial institutions and their holding companies in the Troubled Asset Relief Program ("TARP"). The Dodd-Frank Act reduced the TARP authorization contained in the EESA to $475 billion.

The stated purpose of TARP was to restore confidence and stability to the U.S. banking system and to encourage financial institutions to increase their lending to customers and to each other. The U.S. Treasury allocated $250 billion towards the TARP Capital Purchase Program. Under the Capital Purchase Program, the U.S. Treasury purchased debt or equity securities from eligible participating institutions. TARP also provided for the direct purchases or guarantees of troubled assets of financial institutions.

On December 19, 2008, PlainsCapital sold 87,631 shares of its Fixed Rate Cumulative Perpetual Stock, Series A ("Series A Preferred Stock") and a warrant to purchase, upon net exercise, 4,382 shares of PlainsCapital's Fixed Rate Cumulative Perpetual Stock, Series B ("Series B Preferred Stock") to the U.S. Treasury for approximately $87.6 million pursuant to the Capital Purchase Program. The U.S. Treasury immediately exercised its warrant on December 19, 2008, and PlainsCapital issued the underlying shares of Series B Preferred Stock to the U.S. Treasury. As a participant in the Capital Purchase Program, PlainsCapital was subject to executive compensation limits and other restrictions until September 27, 2011 when PlainsCapital entered into and consummated a repurchase letter agreement with the U.S. Treasury to repurchase all 87,631 outstanding shares of its Series A Preferred Stock and 4,382 outstanding shares of its Series B Preferred Stock.

On September 27, 2011, PlainsCapital also entered into a Securities Purchase Agreement with the Secretary of the Treasury (the "Purchase Agreement") pursuant to which PlainsCapital issued 114,068 shares of PlainsCapital's newly designated Series C Preferred Stock, having a liquidation value of $1,000 per share, for a total purchase price of $114,068,000. The proceeds used to redeem and repurchase the Series A and Series B Preferred Stock arose out of the issuance of the Series C Preferred Stock, which was issued pursuant to the SBLF program, a $30 billion fund established under the Small Business Jobs Act of 2010 that was created to encourage lending to small businesses by providing capital to qualified community banks with assets of less than $10 billion.

The Series C Preferred Stock qualifies as Tier 1 capital and is entitled to receive non-cumulative dividends, payable quarterly, on each January 1, April 1, July 1 and October 1, beginning January 1,

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2012. The dividend rate, as a percentage of the liquidation amount, fluctuates on a quarterly basis during the first 10 quarters the Series C Preferred Stock is outstanding, based upon changes in the level of "Qualified Small Business Lending" ("QSBL") at PlainsCapital Bank. The dividend rate for the initial dividend period (which ended September 30, 2011) was five percent (5%). For the second through ninth calendar quarters, the dividend rate may be adjusted to between one percent (1%) and five percent (5%) per annum based upon the increase in QSBL as compared to baseline. For the tenth calendar quarter through four and one half years after issuance, the dividend rate will be fixed at between one percent (1%) and seven percent (7%) based upon the level of QSBL compared to the baseline, and, if the level of the Bank's QSBL has not increased from its baseline, PlainsCapital will be required to pay a quarterly lending incentive fee of 0.5%. After four and one half years from the issuance of the Series C Preferred Stock, the dividend rate will increase to nine percent (9%).

The Series C Preferred Stock may be redeemed at any time at PlainsCapital's option, at a redemption price of 100 percent of the liquidation amount plus accrued but unpaid dividends to the date of redemption for the current period, subject to approval of the Federal Reserve Board.

American Recovery and Reinvestment Act of 2009. The American Recovery and Reinvestment Act of 2009 (the "ARRA") was enacted on February 17, 2009. The ARRA includes a wide variety of programs intended to stimulate the U.S. economy and provide for extensive infrastructure, energy, health and education needs. In addition, the ARRA imposed certain new executive compensation and corporate governance obligations on all current and future TARP participants, until the institution has redeemed the preferred stock issued to the U.S. Treasury, which TARP participants are now permitted to do under the ARRA without regard to the three-year holding period and without the need to raise new capital, subject to approval of its primary federal regulator. The executive compensation restrictions under the ARRA are more stringent than those imposed under the Capital Purchase Program.

The ARRA also sets forth additional corporate governance obligations for TARP participants, including requirements for the Secretary of the Treasury to establish standards that provide for semi-annual meetings of compensation committees of the board of directors to discuss and evaluate employee compensation plans in light of an assessment of any risk posed from such compensation plans. TARP participants are further required by the ARRA to have in place company-wide policies regarding excessive or luxury expenditures, to permit non-binding shareholder "say-on-pay" proposals to be included in proxy materials, and to provide written certifications by the chief executive officer and chief financial officer with respect to compliance with the foregoing. PlainsCapital is no longer subject to the ARRA provisions applicable to TARP participants for the period beginning September 27, 2011.

Office of the Special Master for TARP Executive Compensation. On June 15, 2009, the U.S. Treasury adopted and made effective an Interim Final Rule, which implemented and further expanded the limitations and restrictions imposed on executive compensation and corporate governance by the Capital Purchase Program and EESA, as amended by the ARRA. Pursuant to the Interim Rule, the U.S. Treasury established the Office of the Special Master for TARP Executive Compensation. The Interim Rule grants broad power to the Special Master to review the compensation structures and payments of, and to independently issue advisory opinions to, those institutions that have participated in the Capital Purchase Program with respect to compensation structures and payments made by those institutions during the period that the institution received financial assistance under TARP. If the Special Master finds that a TARP participant's compensation structure or payments that it has made to its employees are inconsistent with the purposes of the EESA or TARP, or otherwise contrary to the public interest, the Special Master may negotiate with the TARP participant and the subject employee for appropriate reimbursements to the TARP participant or the federal government. PlainsCapital is no longer subject to the TARP provisions for the period beginning September 27, 2011.

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Governmental Monetary Policies. PlainsCapital's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the U.S. government and its agencies. The monetary policies of the Federal Reserve Board have had, and are likely to continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve Board affect the levels of bank loans, investments and deposits through its influence over the issuance of U.S. government securities, its regulation of the discount rate applicable to member banks and its influence over reserve requirements to which member banks are subject. PlainsCapital cannot predict the nature or impact of future changes in monetary and fiscal policies.

PlainsCapital Bank

PlainsCapital Bank is subject to various requirements and restrictions under the laws of the United States, and to regulation, supervision and regular examination by the Texas Department of Banking. PlainsCapital Bank, as a state member bank, is also subject to regulation and examination by the Federal Reserve Board. As a bank with less than $10 Billion in assets, PlainsCapital Bank became subject to the regulations issued by the CFPB on July 21, 2011, although the Federal Reserve Board continues to examine PlainsCapital Bank for compliance with federal consumer protection laws. PlainsCapital Bank is also an insured depository institution and, therefore, subject to regulation by the FDIC, although the Federal Reserve Board is PlainsCapital Bank's primary federal regulator. The Federal Reserve Board, the Texas Department of Banking and the FDIC have the power to enforce compliance with applicable banking statutes and regulations. Such requirements and restrictions include requirements to maintain reserves against deposits, restrictions on the nature and amount of loans that may be made and the interest that may be charged thereon and restrictions relating to investments and other activities of PlainsCapital Bank. In July 2010, the FDIC voted to revise its Memorandum of Understanding with the primary federal regulators to enhance the FDIC's existing backup authorities over insured depository institutions that the FDIC does not directly supervise. As a result, PlainsCapital Bank may be subject to increased supervision by the FDIC.

Restrictions on Transactions with Affiliates. Transactions between PlainsCapital Bank and its nonbanking affiliates, including PlainsCapital, are subject to Section 23A of the Federal Reserve Act. In general, Section 23A imposes limits on the amount of such transactions, and also requires certain levels of collateral for loans to affiliated parties. It also limits the amount of advances to third parties that are collateralized by the securities or obligations of PlainsCapital or its subsidiaries. Among other changes, the Dodd-Frank Act expands the definition of "covered transactions" and clarifies the amount of time that the collateral requirements must be satisfied for covered transactions, and amends the definition of "affiliate" in Section 23A to include "any investment fund with respect to which a member bank or an affiliate thereof is an investment advisor." This amendment will not be effective, however, until July 21, 2012 at the earliest.

Affiliate transactions are also subject to Section 23B of the Federal Reserve Act which generally requires that certain transactions between PlainsCapital Bank and its affiliates be on terms substantially the same, or at least as favorable to PlainsCapital Bank, as those prevailing at the time for comparable transactions with or involving other nonaffiliated persons. The Federal Reserve Board has also issued Regulation W, which codifies prior regulations under Sections 23A and 23B of the Federal Reserve Act and interpretive guidance with respect to affiliate transactions.

Loans to Insiders. The restrictions on loans to directors, executive officers, principal shareholders and their related interests (collectively referred to herein as "insiders") contained in the Federal Reserve Act and Regulation O apply to all insured institutions and their subsidiaries and holding companies. These restrictions include limits on loans to one borrower and conditions that must be met before such a loan can be made. There is also an aggregate limitation on all loans to insiders and their related interests. These loans cannot exceed the institution's total unimpaired capital and surplus, and

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the Federal Reserve Board may determine that a lesser amount is appropriate. Insiders are subject to enforcement actions for knowingly accepting loans in violation of applicable restrictions. The Dodd-Frank Act amends the statutes placing limitations on loans to insiders by including credit exposures to the person arising from a derivatives transaction, repurchase agreement, reverse repurchase agreement, securities lending transaction, or securities borrowing transaction between the member bank and the person within the definition of an extension of credit. This amendment will not be effective, however, until July 21, 2012 at the earliest.

Restrictions on Distribution of Subsidiary Bank Dividends and Assets. Dividends paid by PlainsCapital Bank have provided a substantial part of PlainsCapital's operating funds and for the foreseeable future it is anticipated that dividends paid by PlainsCapital Bank to PlainsCapital will continue to be PlainsCapital's principal source of operating funds. Capital adequacy requirements serve to limit the amount of dividends that may be paid by PlainsCapital Bank. Pursuant to the Texas Finance Code, a Texas banking association may not pay a dividend that would reduce its outstanding capital and surplus unless it obtains the prior approval of the Texas Banking Commissioner. Additionally, the FDIC and the Federal Reserve Board have the authority to prohibit Texas state banks from paying a dividend when they determine the dividend would be an unsafe or unsound banking practice. As a member of the Federal Reserve System, PlainsCapital Bank must also comply with the dividend restrictions with which a national bank would be required to comply. Those provisions are generally similar to those imposed by the state of Texas. Among other things, the federal restrictions require that if losses have at any time been sustained by a bank equal to or exceeding its undivided profits then on hand, no dividend may be paid.

In the event of a liquidation or other resolution of an insured depository institution, the claims of depositors and other general or subordinated creditors are entitled to a priority of payment over the claims of holders of any obligation of the institution to its shareholders, including any depository institution holding company (such as PlainsCapital) or any shareholder or creditor thereof.

Branching. The establishment of a branch must be approved by the Texas Department of Banking and the Federal Reserve Board, which consider a number of factors, including financial history, capital adequacy, earnings prospects, character of management, needs of the community and consistency with corporate powers.

Interstate Branching. Effective June 1, 1997, the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994 amended the Federal Deposit Insurance Act and certain other statutes to permit state and national banks with different home states to merge across state lines, with approval of the appropriate federal banking agency, unless the home state of a participating bank had passed legislation prior to May 31, 1997 expressly prohibiting interstate mergers. Under the Riegle-Neal Act amendments, once a state or national bank has established branches in a state, that bank may establish and acquire additional branches at any location in the state at which any bank involved in the interstate merger transaction could have established or acquired branches under applicable federal or state law. If a state opted out of interstate branching within the specified time period, no bank in any other state may establish a branch in the state which has opted out, whether through an acquisition or de novo. Under the Dodd-Frank Act, de novo interstate branching by national banks is permitted if, under the laws of the state where the branch is to be located, a state bank chartered in that state would have been permitted to establish a branch.

Prompt Corrective Action. The Federal Deposit Insurance Corporation Improvement Act of 1991 establishes a system of prompt corrective action to resolve the problems of undercapitalized financial institutions. Under this system, the federal banking regulators have established five capital categories ("well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized") in which all institutions are placed. Federal banking regulators are required to take various mandatory supervisory actions and are authorized to take other discretionary

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actions with respect to institutions in the three undercapitalized categories. The severity of the action depends upon the capital category in which the institution is placed. Generally, subject to a narrow exception, the banking regulator must appoint a receiver or conservator for an institution that is critically undercapitalized. The federal banking agencies have specified by regulation the relevant capital level for each category.

An institution that is categorized as "undercapitalized," "significantly undercapitalized" or "critically undercapitalized" is required to submit an acceptable capital restoration plan to its appropriate federal banking agency. A bank holding company must guarantee that a subsidiary depository institution meets its capital restoration plan, subject to various limitations. The controlling holding company's obligation to fund a capital restoration plan is limited to the lesser of 5% of an undercapitalized subsidiary's assets at the time it became undercapitalized or the amount required to meet regulatory capital requirements. An undercapitalized institution is also generally prohibited from increasing its average total assets, making acquisitions, establishing any branches or engaging in any new line of business, except under an accepted capital restoration plan or with FDIC approval. The regulations also establish procedures for downgrading an institution to a lower capital category based on supervisory factors other than capital.

FDIC Insurance Assessments. The FDIC has adopted a risk-based assessment system for insured depository institutions that takes into account the risks attributable to different categories and concentrations of assets and liabilities. The system assigns an institution to one of three capital categories: (1) "well capitalized;" (2) "adequately capitalized;" or (3) "undercapitalized." These three categories are substantially similar to the prompt corrective action categories described above, with the "undercapitalized" category including institutions that are undercapitalized, significantly undercapitalized and critically undercapitalized for prompt corrective action purposes. The FDIC also assigns an institution to one of three supervisory subgroups based on a supervisory evaluation that the institution's primary federal regulator provides to the FDIC and information that the FDIC determines to be relevant to the institution's financial condition and the risk posed to the deposit insurance funds. The FDIC may terminate its insurance of deposits if it finds that the institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC.

In 2009, the FDIC adopted a final rule requiring a special assessment on insured institutions as part of its effort to rebuild the FDIC deposit insurance fund ("DIF"). The FDIC administers the DIF, and all insured depository institutions are required to pay assessments to the FDIC that fund the DIF. The Dodd-Frank Act broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution during the assessment period. On February 7, 2011, the FDIC issued a final rule implementing revisions to the assessment system mandated by the Dodd-Frank Act. The new regulation was effective April 1, 2011 and was reflected in the June 30, 2011 FDIC DIF balance and the invoices for assessments due September 30, 2011. Accruals for DIF assessments were $4.8 million, $6.3 million and $6.3 million in 2011, 2010 and 2009, respectively.

The FDIC is required to maintain at least a designated reserve ratio of the DIF to insured deposits in the United States. The Dodd-Frank Act requires the FDIC to assess insured depository institutions to achieve a DIF ratio of at least 1.35% by September 30, 2020. Pursuant to its authority in the Dodd-Frank Act, the FDIC on December 20, 2010, published a final rule establishing a higher long-term target DIF ratio of greater than 2%. As a result of the ongoing instability in the economy and the failure of other U.S. insured depository institutions, the DIF ratio is currently below the required targets, and the FDIC has adopted a restoration plan that will result in substantially higher deposit insurance assessments for all depository institutions over the coming years. Deposit insurance assessment rates are subject to change by the FDIC and will be impacted by the overall economy and the stability of the banking industry as a whole. The FDIC will notify PlainsCapital Bank concerning an assessment rate that PlainsCapital will be charged for the assessment period. As a result of the new regulations, PlainsCapital expects to incur higher annual deposit insurance assessments, which could have a significant adverse impact on PlainsCapital's financial condition and results of operations.

The Dodd-Frank Act permanently increased the standard maximum deposit insurance amount from $100,000 to $250,000. The FDIC insurance coverage limit applies per depositor, per insured depository institution for each account ownership category.

The Dodd-Frank Act institutes, for all insured depository institutions, unlimited deposit insurance on noninterest-bearing transaction accounts for the period from December 31, 2010 through December 31, 2012 for all depositors, including consumers, businesses and government entities. This unlimited insurance coverage is separate from, and in addition to, the insurance coverage provided to a depositor's other deposit accounts held at an FDIC-insured institution up to the permissible limit of $250,000.

Community Reinvestment Act. The CRA requires, in connection with examinations of financial institutions, that federal banking regulators (in PlainsCapital Bank's case, the Federal Reserve Board) evaluate the record of each financial institution in meeting the credit needs of its local community, including low and moderate-income neighborhoods. These facts are also considered in evaluating mergers, acquisitions and applications to open a branch or facility. Failure to adequately meet these criteria could impose additional requirements and limitations on PlainsCapital Bank. Additionally, PlainsCapital Bank must publicly disclose the terms of various CRA-related agreements.

During the second quarter of 2010, PlainsCapital Bank received its 2008 CRA Performance Evaluation from the Federal Reserve. Despite "high satisfactory" or "outstanding" ratings on the various components of the CRA rating, the Federal Reserve lowered PlainsCapital Bank's overall CRA rating from "satisfactory" to "needs to improve" as a result of alleged fair lending issues associated with PlainsCapital's mortgage origination segment in prior years. In the fourth quarter of 2011, PlainsCapital Bank received the results of its current CRA Performance Evaluation, which returned PlainsCapital Bank's CRA rating to "satisfactory." During such time as PlainsCapital Bank's CRA rating was "needs to improve," PlainsCapital could not commence new activities that were "financial in nature" or acquire companies engaged in these activities. In addition, a CRA rating of less than "satisfactory" adversely affected PlainsCapital Bank's ability to establish new branches.

Privacy. Under the Gramm-Leach-Bliley Act, financial institutions are required to disclose their policies for collecting and protecting confidential information. Customers generally may prevent financial institutions from sharing nonpublic personal financial information with nonaffiliated third parties except under narrow circumstances, such as the processing of transactions requested by the consumer or when the financial institution is jointly sponsoring a product or service with a nonaffiliated third party. Additionally, financial institutions generally may not disclose consumer account numbers to any nonaffiliated third party for use in telemarketing, direct mail marketing or other marketing to consumers. PlainsCapital Bank and all of its subsidiaries have established policies and procedures to assure compliance with all privacy provisions of the Gramm-Leach-Bliley Act.

Federal Laws Applicable to Credit Transactions. The loan operations of PlainsCapital Bank are also subject to federal laws applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

- Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

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- Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies and preventing identity theft;

- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;

- Service Members Civil Relief Act, which amended the Soldiers' and Sailors' Civil Relief Act of 1940, governing the repayment terms of, and property rights underlying, secured obligations of persons in military service;

- Dodd-Frank Act, which established the CFPB, an independent entity within the Federal Reserve, dedicated to promulgating and enforcing consumer protection laws applicable to all entities offering consumer financial services or products; and

- rules and regulations of the various federal agencies charged with the responsibility of implementing these federal laws.

Other Regulations. Interest and other charges collected or contracted for by PlainsCapital Bank are subject to state usury laws and federal laws concerning interest rates.

Federal Laws Applicable to Deposit Operations. The deposit operations of PlainsCapital Bank are subject to the:

- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;

- Truth in Savings Act, which requires PlainsCapital Bank to disclose the terms and conditions on which interest is paid and fees are assessed in connection with deposit accounts; and

- Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board to implement that act, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of ATMs and other electronic banking services. The Dodd-Frank Act amends the Electronic Funds Transfer Act to, among other things, give the Federal Reserve Board the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over $10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer.

Capital Requirements. The Federal Reserve Board and the Texas Department of Banking monitor the capital adequacy of PlainsCapital Bank by using a combination of risk-based guidelines and leverage ratios. The agencies consider PlainsCapital Bank's capital levels when taking action on various types of applications and when conducting supervisory activities related to the safety and soundness of individual banks and the banking system.

Under the regulatory capital guidelines, PlainsCapital Bank must maintain a total risk-based capital to risk-weighted assets ratio of at least 8.0%, a Tier 1 capital to risk-weighted assets ratio of at least 4.0%, and a Tier 1 capital to average total assets ratio of at least 4.0% (3.0% for banks receiving the highest examination rating) to be considered "adequately capitalized." See the discussion herein under "The FDIC Improvement Act." As of March 31, 2012, PlainsCapital Bank's ratio of total risk-based capital to risk-weighted assets was 13.75%, PlainsCapital Bank's ratio of Tier 1 capital to risk-weighted assets was 12.50% and PlainsCapital Bank's ratio of Tier 1 capital to average total assets was 9.74%.

See also "Information About the Companies PlainsCapital Corporation Government Supervision and Regulation PlainsCapital Corporation Basel III."

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FIRREA. The Financial Institutions Reform, Recovery and Enforcement Act of 1989, or FIRREA, includes various provisions that affect or may affect PlainsCapital Bank. Among other matters, FIRREA generally permits bank holding companies to acquire healthy thrifts as well as failed or failing thrifts. FIRREA removed certain cross marketing prohibitions previously applicable to thrift and bank subsidiaries of a common holding company. Furthermore, a multi-bank holding company may now be required to indemnify the DIF against losses it incurs with respect to such company's affiliated banks, which in effect makes a bank holding company's equity investments in healthy bank subsidiaries available to the FDIC to assist such company's failing or failed bank subsidiaries.

In addition, pursuant to FIRREA, any depository institution that has been chartered less than two years, is not in compliance with the minimum capital requirements of its primary federal banking regulator, or is otherwise in a troubled condition must notify its primary federal banking regulator of the proposed addition of any person to its board of directors or the employment of any person as a senior executive officer of the institution at least 30 days before such addition or employment becomes effective. During such 30-day period, the applicable federal banking regulatory agency may disapprove of the addition of or employment of such director or officer. PlainsCapital Bank is not subject to any such requirements. FIRREA also expanded and increased civil and criminal penalties available for use by the appropriate regulatory agency against certain "institution affiliated parties" primarily including: (i) management, employees and agents of a financial institution; and (ii) independent contractors such as attorneys and accountants and others who participate in the conduct of the financial institution's affairs and who caused or are likely to cause more than minimum financial loss to or a significant adverse effect on the institution, who knowingly or recklessly violate a law or regulation, breach a fiduciary duty or engage in unsafe or unsound practices. Such practices can include the failure of an institution to timely file required reports or the submission of inaccurate reports. Furthermore, FIRREA authorizes the appropriate banking agency to issue cease and desist orders that may, among other things, require affirmative action to correct any harm resulting from a violation or practice, including restitution, reimbursement, indemnifications or guarantees against loss. A financial institution may also be ordered to restrict its growth, dispose of certain assets or take other action as determined by the ordering agency to be appropriate.

The FDIC Improvement Act. The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), made a number of reforms addressing the safety and soundness of the deposit insurance system, supervision of domestic and foreign depository institutions, and improvement of accounting standards. This statute also limited deposit insurance coverage, implemented changes in consumer protection laws and provided for least-cost resolution and prompt regulatory action with regard to troubled institutions.

FDICIA requires every bank with total assets in excess of $500 million to have an annual independent audit made of PlainsCapital Bank's financial statements by a certified public accountant to verify that the financial statements of PlainsCapital Bank are presented in accordance with generally accepted accounting principles and comply with such other disclosure requirements as prescribed by the FDIC.

FDICIA also places certain restrictions on activities of banks depending on their level of capital. FDICIA divides banks into five different categories, depending on their level of capital. Under regulations adopted by the FDIC, a bank is deemed to be "well capitalized" if it has a total Risk-Based Capital Ratio of 10.0% or more, a Tier 1 Capital Ratio of 6.0% or more, a Leverage Ratio of 5.0% or more, and the bank is not subject to an order or capital directive to meet and maintain a certain capital level. Under such regulations, a bank is deemed to be "adequately capitalized" if it has a total Risk-Based Capital Ratio of 8.0% or more, a Tier 1 Capital Ratio of 4.0% or more and a Leverage Ratio of 4.0% or more (unless it receives the highest composite rating at its most recent examination and is not experiencing or anticipating significant growth, in which instance it must maintain a Leverage Ratio of 3.0% or more). Under such regulations, a bank is deemed to be "undercapitalized"

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if it has a total Risk-Based Capital Ratio of less than 8.0%, a Tier 1 Capital Ratio of less than 4.0% or a Leverage Ratio of less than 4.0%. Under such regulations, a bank is deemed to be "significantly undercapitalized" if it has a Risk-Based Capital Ratio of less than 6.0%, a Tier 1 Capital Ratio of less than 3.0% and a Leverage Ratio of less than 3.0%. Under such regulations, a bank is deemed to be "critically undercapitalized" if it has a Leverage Ratio of less than or equal to 2.0%. In addition, the FDIC has the ability to downgrade a bank's classification (but not to "critically undercapitalized") based on other considerations even if the bank meets the capital guidelines. According to these guidelines, PlainsCapital Bank was classified as "well capitalized" as of March 31, 2012.

In addition, if a bank is classified as "undercapitalized," the bank is required to submit a capital restoration plan to the federal banking regulators. Pursuant to FDICIA, an "undercapitalized" bank is prohibited from increasing its assets, engaging in a new line of business, acquiring any interest in any company or insured depository institution, or opening or acquiring a new branch office, except under certain circumstances, including the acceptance by the federal banking regulators of a capital restoration plan for the bank.

Furthermore, if a bank is classified as "undercapitalized," the federal banking regulators may take certain actions to correct the capital position of the bank; if a bank is classified as "significantly undercapitalized" or "critically undercapitalized," the federal banking regulators would be required to take one or more prompt corrective actions. These actions would include, among other things, requiring: sales of new securities to bolster capital, improvements in management, limits on interest rates paid, prohibitions on transactions with affiliates, termination of certain risky activities and restrictions on compensation paid to executive officers. If a bank is classified as "critically undercapitalized," FDICIA requires the bank to be placed into conservatorship or receivership within 90 days, unless the federal banking regulators determine that other action would better achieve the purposes of FDICIA regarding prompt corrective action with respect to undercapitalized banks.

The capital classification of a bank affects the frequency of examinations of the bank and impacts the ability of the bank to engage in certain activities and affects the deposit insurance premiums paid by such bank. Under FDICIA, the federal banking regulators are required to conduct a full-scope, on-site examination of every bank at least once every 12 months. An exception to this rule is made, however, that provides that banks (i) with assets of less than $100 million, (ii) that are categorized as "well capitalized," (iii) that were found to be well managed and composite rating was outstanding and (iv) have not been subject to a change in control during the last 12 months, need only be examined once every 18 months.

The Basel III NPR released on June 7, 2012, would amend the prompt corrective action categories to, among other things:

- introduce a CET1 to risk-weighted assets requirement at each level (other than critically undercapitalized), with the required CET1 ratio being 6.5% for well-capitalized status;
- increase the minimum Tier 1 capital to risk-weighted assets requirement for each category, with the minimum Tier 1 capital ratio for well-capitalized status being 8% (as compared to the current 6%); and
- eliminate the current provision that provides that a bank with a composite supervisory rating of 1 may have a 3% leverage ratio and still be well capitalized.

Brokered Deposits. Under FDICIA, banks may be restricted in their ability to accept brokered deposits, depending on their capital classification. "Well capitalized" banks are permitted to accept brokered deposits, but all banks that are not "well capitalized" are not permitted to accept such deposits. The FDIC may, on a case-by-case basis, permit banks that are "adequately capitalized" to accept brokered deposits if the FDIC determines that acceptance of such deposits would not constitute an unsafe or unsound banking practice with respect to the bank. As of March 31, 2012, PlainsCapital Bank was "well capitalized" and therefore not subject to any limitations with respect to its brokered deposits. Brokered deposits are the subject of a study under the Dodd-Frank Act.

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Federal limitations on activities and investments. The equity investments and activities, as a principle of FDIC-insured state-chartered banks, are generally limited to those that are permissible for national banks. Under regulations dealing with equity investments, an insured state bank generally may not directly or indirectly acquire or retain any equity investment of a type, or in an amount, that is not permissible for a national bank.

Check Clearing for the 21st Century Act. The Check Clearing for the 21st Century Act, also known as Check 21, gives "substitute checks," such as a digital image of a check and copies made from that image, the same legal standing as the original paper check.

Federal Home Loan Bank System. The Federal Home Loan Bank, or FHLB, system, of which PlainsCapital Bank is a member, consists of 12 regional FHLBs governed and regulated by the Federal Housing Finance Board. The FHLBs serve as reserve or credit facilities for member institutions within their assigned regions. The reserves are funded primarily from proceeds derived from the sale of consolidated obligations of the FHLB system. The FHLBs make loans (*i.e.*, advances) to members in accordance with policies and procedures established by the FHLB and the boards of directors of each regional FHLB.

As a system member, according to currently existing policies and procedures, PlainsCapital Bank is entitled to borrow from the FHLB of its respective region and is required to own a certain amount of capital stock in the FHLB. PlainsCapital Bank is in compliance with the stock ownership rules with respect to such advances, commitments and letters of credit and home mortgage loans and similar obligations. All loans, advances and other extensions of credit made by the FHLB to PlainsCapital Bank are secured by a portion of the respective mortgage loan portfolio, certain other investments and the capital stock of the FHLB held by PlainsCapital Bank.

Anti-terrorism and Money Laundering Legislation. PlainsCapital Bank is subject to the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism of 2001 (the "USA PATRIOT Act"), the Bank Secrecy Act and rules and regulations of the Office of Foreign Assets Control. These statutes and related rules and regulations impose requirements and limitations on specific financial transactions and account relationships intended to guard against money laundering and terrorism financing. PlainsCapital Bank has established a customer identification program pursuant to Section 326 of the USA PATRIOT Act and the Bank Secrecy Act, and otherwise has implemented policies and procedures intended to comply with the foregoing rules.

PrimeLending

PrimeLending and PlainsCapital Bank are subject to the rules and regulations of the CFPB, FHA, VA, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation and Government National Mortgage Association with respect to originating, processing, selling and servicing mortgage loans and the issuance and sale of mortgage-backed securities. Those rules and regulations, among other things, prohibit discrimination and establish underwriting guidelines which include provisions for inspections and appraisals, require credit reports on prospective borrowers and fix maximum loan amounts, and, with respect to VA loans, fix maximum interest rates. Mortgage origination activities are subject to, among others, the Equal Credit Opportunity Act, Federal Truth-in-Lending Act and the Real Estate Settlement Procedures Act and the regulations promulgated thereunder which, among other things, prohibit discrimination and require the disclosure of certain basic information to borrowers concerning credit terms and settlement costs. PrimeLending and PlainsCapital Bank are also subject to regulation by the Texas Department of Banking with respect to, among other things, the establishment of maximum origination fees on certain types of mortgage loan products. PrimeLending and PlainsCapital Bank will also be subject to the provisions of the Dodd-Frank Act. Among other things, the Dodd-Frank Act established the CFPB and provides mortgage reform provisions regarding a customer's ability to repay, restrictions on variable-rate lending,

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loan officers' compensation, risk retention, and new disclosure requirements. The additional regulatory requirements affecting PlainsCapital's mortgage origination operations will result in increased compliance costs and may impact revenue.

The federal financial institution regulatory agencies recently published the final rule implementing the registration requirements of the Secure and Fair Enforcement for Mortgage Licensing Act of 2008 (the "SAFE Act") effective October 1, 2010. The SAFE Act requires mortgage loan originators who are employees of regulated institutions (including banks and certain of their subsidiaries) to register with the Nationwide Mortgage Licensing System and Registry (the "Registry"), a database established by the Conference of State Bank Supervisors and the American Association of Residential Mortgage Regulators to support the licensing of mortgage loan originators by each state. As part of this registration process, mortgage loan originators must furnish the Registry with certain information and fingerprints in order to run a background check. The SAFE Act generally prohibits employees of a regulated financial institution from originating residential mortgage loans without first registering with the Registry. Financial institutions must also adopt policies and procedures to ensure compliance with the SAFE Act.

On August 16, 2010, the Federal Reserve Board published a final rule on loan originator compensation, pursuant to the Dodd-Frank Act, which prohibits certain compensation payments to loan originators and the practice of steering consumers to loans not in their interest when it will result in greater compensation for a loan originator. This final rule was effective on April 1, 2011, but the Federal Reserve Board noted in the final rule that the CFPB may clarify the rule in the future pursuant to the CFPB's authority granted under the Dodd-Frank Act. In addition, the Dodd-Frank Act directed the Federal Reserve Board to promulgate regulations requiring lenders and securitizers to retain an economic interest in the credit risk relating to loans the lender sells and other asset-backed securities that the securitizer issues if the loans have not complied with the ability to repay standards spelled out in the Dodd-Frank Act and its implementing regulations. The risk retention requirement has not become effective to date but is expected to be 5%, subject to increase or decrease by regulation. Final regulations have not yet been issued.

On March 2, 2011, the Federal Reserve Board published a final rule implementing a provision in the Dodd-Frank Act that provides a separate, higher rate threshold for determining when the escrow requirements apply to higher-priced mortgage loans that exceed the maximum principal obligation eligible for purchase by Freddie Mac.

First Southwest

First Southwest Company ("FSC") is a broker-dealer registered with the SEC, FINRA, all 50 U.S. states, the District of Columbia and Puerto Rico. Much of the regulation of broker-dealers, however, has been delegated to self-regulatory organizations, principally FINRA, the Municipal Securities Rulemaking Board and national securities exchanges. These self-regulatory organizations adopt rules (which are subject to approval by the SEC) for governing the industry and for guiding the securities commissions in the states in which a broker-dealer conducts business. FSC is a member of, and is primarily subject to regulation, supervision and regular examination by, FINRA.

The regulations to which broker-dealers are subject cover all aspects of the securities business, including sales methods, trade practices among broker-dealers, capital structure, record keeping and the conduct of directors, officers and employees. Broker-dealers are also subject to the privacy and anti-money laundering laws and regulations discussed previously. Additional legislation, changes in rules promulgated by the SEC and by self-regulatory organizations or changes in the interpretation or enforcement of existing laws and rules often directly affect the method of operation and profitability of broker-dealers. The SEC and the self-regulatory organizations may conduct administrative proceedings that can result in censure, fine, suspension or expulsion of a broker-dealer, its officers or employees.

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The principal purpose of regulation and discipline of broker-dealers is the protection of clients and the securities markets rather than protection of creditors and shareholders of broker-dealers.

Limitation on Businesses. The businesses that FSC may conduct are limited by its agreements with, and its oversight by, FINRA. Participation in new business lines, including trading of new products or participation on new exchanges or in new countries often requires governmental and/or exchange approvals, which may take significant time and resources. In addition, FSC is an operating subsidiary of PlainsCapital Bank, which means its activities are further limited by those that are permissible for PlainsCapital Bank. As a result, FSC may be prevented from entering new businesses that may be profitable in a timely manner, if at all.

Net Capital Requirements. The SEC, FINRA and various other regulatory agencies have stringent rules and regulations with respect to the maintenance of specific levels of net capital by regulated entities. Rule 15c3-1 of the Exchange Act (the "Net Capital Rule") requires that a broker-dealer maintain minimum net capital. Generally, a broker-dealer's net capital is net worth plus qualified subordinated debt less deductions for non-allowable (or non-liquid) assets and other operational charges. As of March 31, 2012, FSC was in compliance with applicable net capital requirements.

The SEC and FINRA impose rules that require notification when net capital falls below certain predefined criteria. These rules also dictate the ratio of debt-to-equity in the regulatory capital composition of a broker-dealer, and constrain the ability of a broker-dealer to expand its business under certain circumstances. If a firm fails to maintain the required net capital, it may be subject to suspension or revocation of registration by the applicable regulatory agency, and suspension or expulsion by these regulators could ultimately lead to the firm's liquidation. Additionally, the Net Capital Rule and certain FINRA rules impose requirements that may have the effect of prohibiting a broker-dealer from distributing or withdrawing capital and requiring prior notice to and approval from the SEC and FINRA for certain capital withdrawals.

Securities Investor Protection Corporation. FSC is required by federal law to belong to the SIPC, whose primary function is to provide financial protection for the customers of failing brokerage firms. SIPC provides protection for clients up to $500,000, of which a maximum of $250,000 may be in cash.

Changing Regulatory Environment. The regulatory environment in which FSC operates is subject to frequent change. Its business, financial condition and operating results may be adversely affected as a result of new or revised legislation or regulations imposed by the U.S. Congress, the SEC or other U.S. and state governmental regulatory authorities, or FINRA. FSC's business, financial condition and operating results also may be adversely affected by changes in the interpretation and enforcement of existing laws and rules by these governmental authorities. In the current era of heightened regulation of financial institutions, FSC can expect to incur increasing compliance costs, along with the industry as a whole.

Properties

As of March 31, 2012, PlainsCapital's banking segment conducted business at 36 locations, including two operations centers. PlainsCapital's principal executive offices are located at

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2323 Victory Avenue, Suite 1400, Dallas, Texas, in space leased by PlainsCapital. In addition to PlainsCapital's principal office, PlainsCapital Bank operates the following banking locations:

	Owned	Leased	Total
Locations in Lubbock market	7	7	14
Locations in Dallas/Fort Worth market	0	14	14
Locations in Austin market	0	5	5
Locations in San Antonio market	0	3	3
Total	7	29	36

PlainsCapital has options to renew leases at most locations.

As of March 31, 2012, PlainsCapital's mortgage origination segment conducted business at 270 locations in 37 states. Each of these locations is leased by PrimeLending.

As of March 31, 2012, PlainsCapital's financial advisory segment conducted business at 24 locations in 11 states and the District of Columbia. Each of these offices is leased by First Southwest, one of its subsidiaries, or Hester Capital.

Legal Proceedings

In November 2006, FSC received subpoenas from the SEC and the U.S. Department of Justice (the "DOJ") in connection with an investigation of possible antitrust and securities law violations, including bid-rigging, in the procurement of guaranteed investment contracts and other investment products for the reinvestment of bond proceeds by municipalities. The investigation is industry-wide and includes approximately 30 or more firms, including some of the largest U.S. investment firms.

As a result of these SEC and DOJ investigations into industry-wide practices, FSC was initially named as a co-defendant in cases filed in several different federal courts by various state and local governmental entities suing on behalf of themselves and a purported class of similarly situated governmental entities and a similar set of lawsuits filed by various California local governmental entities suing on behalf of themselves and a purported class of similarly situated governmental entities. All claims asserted against FSC in these purported class actions were subsequently dismissed. However, the plaintiffs in these purported class actions have filed amended complaints against other entities, and FSC is identified in these complaints not as a defendant, but as an alleged co-conspirator with the named defendants.

Additionally, as a result of these SEC and DOJ investigations into industry-wide practices, FSC has been named as a defendant in 20 individual lawsuits. These lawsuits have been brought by several California public entities and two New York non-profit corporations that do not seek to certify a class. The Judicial Panel on Multidistrict Litigation has transferred these cases to the United States District Court, Southern District of New York. The California plaintiffs allege violations of Section 1 of the Sherman Act and the California Cartwright Act. The New York plaintiffs allege violations of Section 1 of the Sherman Act and the New York Donnelly Act. The allegations against FSC are very limited in scope. FSC has filed answers in each of the twenty lawsuits denying the allegations and asserting several affirmative defenses. FSC intends to defend itself vigorously in these individual actions. The relief sought is unspecified monetary damages.

Like other financial institutions, PlainsCapital is subject to various federal, state and local laws and regulations relating to environmental matters. Under these laws and regulations, PlainsCapital could be held liable for costs relating to environmental contamination at or from properties that secure PlainsCapital's loan portfolio. With respect to PlainsCapital's borrower's properties, the potential liabilities may far exceed the original amount of the loan made by PlainsCapital and secured by the property. Currently, PlainsCapital is not a defendant in any environmental legal proceeding.

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Market Price of and Dividends on PlainsCapital's Common Equity and Related Shareholder Matters

Market Information

There is currently no established public trading market or publicly available quotations for PlainsCapital's common stock. As of August 2, 2012, there were 34,462,390 shares of PlainsCapital's common stock outstanding and held of record by approximately 980 holders (inclusive of those brokerage firms, clearing houses, banks and other nominee holders, holding common stock for clients, with each such nominee being considered as one holder). Such outstanding shares of PlainsCapital common stock include 2,377,809 shares that participate in dividends but are not defined as outstanding under generally accepted accounting principles.

PlainsCapital has a second class of authorized common stock, no shares of which are outstanding. Unless otherwise stated herein, references herein to PlainsCapital's "common stock" refer to PlainsCapital's Original Common Stock (as defined in PlainsCapital's certificate of formation) and not to the "Common Stock" (as defined in PlainsCapital's certificate of formation), none of which is outstanding.

Dividends

Subject to the restrictions discussed below, PlainsCapital's shareholders are entitled to receive dividends when, as, and if declared by PlainsCapital's board of directors out of funds legally available for that purpose. In each of the first and second quarters of 2012, PlainsCapital paid a cash dividend of $0.06 per share of common stock. In the fourth quarter of 2011, PlainsCapital paid a cash dividend of $0.09 per share of common stock. For each of the fifteen completed quarters before the fourth quarter of 2011, PlainsCapital paid a cash dividend of $0.05 per share of PlainsCapital's common stock. PlainsCapital's board of directors exercises discretion with respect to whether PlainsCapital will pay dividends and the amount of such dividend, if any. Factors that affect PlainsCapital's ability to pay dividends on PlainsCapital's common stock in the future (if the merger is not completed) include, without limitation, PlainsCapital's earnings and financial condition, liquidity and capital resources, the general economic and regulatory climate, PlainsCapital's ability to service any equity or debt obligations senior to PlainsCapital's common stock and other factors deemed relevant by PlainsCapital's board of directors.

Under the terms of the Series A Preferred Stock and Series B Preferred Stock issued to the U.S. Treasury pursuant to the TARP Capital Purchase Program, PlainsCapital was obligated to pay a 5% per annum cumulative dividend on the stated value of the Series A Preferred Stock and a 9% per annum cumulative dividend on the stated value of the Series B Preferred Stock until PlainsCapital redeemed the Series A Preferred Stock and Series B Preferred Stock, respectively, on September 27, 2011. During such time as the Series A Preferred Stock and Series B Preferred Stock was outstanding, PlainsCapital was prevented from, among other things, increasing the amount of PlainsCapital's regular quarterly dividends paid on PlainsCapital's common stock without the consent of the U.S. Treasury.

On September 27, 2011, PlainsCapital sold approximately $114.1 million of PlainsCapital's Series C Preferred Stock to the Secretary of the Treasury pursuant to the SBLF. The terms of the Series C Preferred Stock provide for the payment of non-cumulative dividends on a quarterly basis beginning January 1, 2012. The dividend rate, as a percentage of the liquidation amount, fluctuates while the Series C Preferred Stock is outstanding based upon changes in the level of "qualified small business lending" ("QSBL") by PlainsCapital Bank from its average level of QSBL at each of the four quarter ends leading up to June 30, 2010. See "Information About the Companies Management's Discussion and Analysis." As long as shares of Series C Preferred Stock remain outstanding, PlainsCapital may not pay dividends to its common shareholders (nor may PlainsCapital repurchase or redeem any shares of its common stock) during any quarter in which PlainsCapital fails to declare and pay dividends on the Series C Preferred Stock and for the next three quarters following such failure. In addition, under the terms of the Series C Preferred Stock, PlainsCapital may only declare and pay dividends on its common

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stock (or repurchase shares of its common stock) if, after payment of such dividend, the dollar amount of PlainsCapital's Tier 1 capital would be at least ninety percent (90%) of Tier 1 capital as of September 27, 2011, excluding any charge-offs and redemptions of the Series C Preferred Stock, or the "Tier 1 Dividend Threshold." The Tier 1 Dividend Threshold is subject to reduction, beginning January 1, 2014, based upon the extent by which, if at all, the QSBL at September 30, 2013 has increased over the baseline.

As a holding company, PlainsCapital is ultimately dependent upon its subsidiaries to provide funding for its operating expenses, debt service and dividends. Various banking laws limit the payment of dividends and other distributions by PlainsCapital Bank to PlainsCapital, and may therefore limit PlainsCapital's ability to pay dividends on PlainsCapital's common stock. If required payments on PlainsCapital's outstanding junior subordinated debentures held by PlainsCapital's unconsolidated subsidiary trusts are not made or suspended, PlainsCapital may be prohibited from paying dividends on its common stock. Regulatory authorities could impose administratively stricter limitations on the ability of PlainsCapital Bank to pay dividends to PlainsCapital if such limits were deemed appropriate to preserve certain capital adequacy requirements.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets forth information as of December 31, 2011 with respect to compensation plans under which shares of PlainsCapital's common stock may be issued. Additional information concerning PlainsCapital's stock-based compensation plans is presented in Note 15, Stock-Based Compensation, in the notes to PlainsCapital's consolidated financial statements for the years ended December 31, 2011, 2010 and 2009.

Equity Compensation Plan Information

Plan Category	Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Securities Remai