

Hilltop Holdings Inc. Announces Pricing of \$200 Million Subordinated Notes Offering

5/7/2020

DALLAS--(BUSINESS WIRE)-- Hilltop Holdings Inc. ("Hilltop") (NYSE: HTH) today announced the pricing of its public offering of \$50 million aggregate principal amount of 5.75% fixed-to-floating rate subordinated notes due 2030 (the "2030 Notes") and \$150 million aggregate principal amount of 6.125% fixed-to-floating rate subordinated notes due 2035 (the "2035 Notes," and together with the 2030 Notes, the "Notes"). The price to the public for the 2030 Notes was 100% of the principal amount of the 2030 Notes, and the price to the public for the 2035 Notes was 100% of the principal amount of the 2035 Notes. Interest on the 2030 Notes will accrue at a rate equal to (i) 5.75% per annum from and including the original issue date to, but excluding, May 15, 2025, or the date of earlier redemption, payable semiannually in arrears, and (ii) a floating rate per annum equal to a benchmark rate, which is expected to be Three-Month Term SOFR (as defined in the Notes), plus a spread of 568 basis points, payable quarterly in arrears, commencing on May 15, 2025. Interest on the 2035 Notes will accrue at a rate equal to (i) 6.125% per annum from and including the original issue date to, but excluding, May 15, 2030, or the date of earlier redemption, payable semiannually in arrears, and (ii) a floating rate per annum equal to a benchmark rate, which is expected to be Three-Month Term SOFR, plus a spread of 580 basis points, payable quarterly in arrears, commencing on May 15, 2030. The Notes are intended to qualify as Tier 2 capital for regulatory purposes. The offerings are expected to close on May 11, 2020, subject to the satisfaction of customary closing conditions.

Piper Sandler & Co. and U.S. Bancorp Investments, Inc. are acting as joint book-running managers for the offering.

Hilltop estimates that the net proceeds of the offerings will be approximately \$197 million, after deducting underwriting discounts and commissions and estimated transaction expenses payable by Hilltop. Hilltop intends to use the net proceeds of the offerings for general corporate purposes.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the securities, nor shall there be any sale of the securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. The securities being offered have not been approved or disapproved by any regulatory authority, nor has any such authority passed upon the accuracy or adequacy of either prospectus supplement or the shelf registration statement or prospectus relating thereto.

The offering is being made only by means of a prospectus supplement and accompanying base prospectus. Hilltop has filed a registration statement (File No. 333-237447), and a preliminary prospectus supplement to the prospectus contained in the registration statement with the U.S. Securities and Exchange Commission ("SEC") for each series of Notes to which this communication relates and will file a final prospectus supplement relating to each series of Notes. Prospective investors should read the applicable prospectus supplement and base prospectus in the registration statement and other documents Hilltop has filed or will file with the SEC for more complete information about Hilltop and the relevant offering. You may obtain these documents for free by visiting EDGAR on the SEC's website at <http://www.sec.gov>. Electronic copies of each final prospectus supplement, when available, and the accompanying base prospectus may be obtained by contacting Piper Sandler & Co. by telephone at (866) 805-4128 or by email at fsgsyndicate@psc.com; U.S. Bancorp Investments, Inc. by calling 877-558-2607.

About Hilltop

Hilltop Holdings is a Dallas-based financial holding company. Its primary line of business is to provide business and consumer banking services from offices located throughout Texas through PlainsCapital Bank. PlainsCapital Bank's wholly owned subsidiary, PrimeLending, provides residential mortgage lending throughout the United States. Hilltop Holdings' broker-dealer subsidiaries, Hilltop Securities Inc. and Hilltop Securities Independent Network Inc., provide a full complement of securities brokerage, institutional and investment banking services in addition to clearing services and retail financial advisory. Through Hilltop Holdings' other wholly owned subsidiary, National Lloyds Corporation, it provides property and casualty insurance through two insurance companies, National Lloyds Insurance Company and American Summit Insurance Company. At March 31, 2020, Hilltop employed approximately 4,850 people and operated approximately 420 locations in 48 states. Hilltop Holdings' common stock is listed on the New York Stock Exchange under the symbol "HTH." Find more information at Hilltop-Holdings.com, PlainsCapital.com, PrimeLending.com, Nationallloydsinsurance.com and Hilltopsecurities.com.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Hilltop may be unable to close the offerings on the anticipated date, or at all. Risks and other factors that could cause the offerings not to be completed, or to be completed with different terms, include market

conditions and volatility in the market price of Hilltop's publicly traded securities, as well as other risks listed from time to time in Hilltop's filings with the SEC, including but not limited to, Hilltop's annual, quarterly and current reports. Hilltop has no obligation to revise or update any forward-looking statements, other than as imposed by federal securities law, as a result of future events or new information. Readers are cautioned not to place undue reliance on such forward-looking statements.

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