

FIRST CASH FINANCIAL SERVICES INC

Form 424B3

August 01, 2016

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**Filed Pursuant to Rule 424(b)(3)  
Registration Statement No. 333-212020**

## **MERGER PROPOSAL YOUR VOTE IS VERY IMPORTANT**

Dear First Cash Stockholders and Cash America Shareholders:

The boards of directors of First Cash Financial Services, Inc. ( First Cash ) and Cash America International, Inc. ( Cash America ) have unanimously approved, and First Cash and Cash America have entered into, an Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), with respect to an all-stock, merger of equals transaction (the merger ) between First Cash and Cash America. Pursuant to the terms of the merger agreement, Cash America will merge with and into Frontier Merger Sub, LLC, a wholly owned subsidiary of First Cash and a party to the merger agreement ( Merger Sub ), with Merger Sub being the surviving entity in the merger and remaining a wholly owned subsidiary of First Cash. Upon completion of the merger, First Cash and Cash America, and their respective subsidiaries, will operate as a combined company under the name FirstCash, Inc.

Upon completion of the merger, holders of Cash America common stock will be entitled to receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold (the exchange ratio ). This exchange ratio will not be adjusted for changes in the market price of either First Cash common stock or Cash America common stock between the date of the merger agreement and completion of the merger.

Based on the estimated number of shares of First Cash common stock and Cash America common stock that will be outstanding immediately prior to the closing of the merger, upon such closing, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company. The common stock of the combined company will continue to be listed on the NASDAQ Global Select Market ( NASDAQ ) under First Cash 's current symbol, FCFS, although the parties may agree to list the common stock of the combined company on the New York Stock Exchange following the completion of the merger as opposed to the NASDAQ.

First Cash and Cash America will each hold a special meeting of their stockholders to consider the proposed merger. At the special meeting of First Cash stockholders, First Cash stockholders will be asked to vote on a proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and a proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. At the special

meeting of Cash America shareholders, Cash America shareholders will be asked to vote on a proposal to approve the merger agreement, a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

We cannot complete the merger unless the First Cash stockholders approve the share issuance proposal and the Cash America shareholders approve the merger agreement proposal. Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the First Cash special meeting or the Cash America special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the applicable special meeting.

The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger.

The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

**The obligations of First Cash and Cash America to complete the merger are subject to the satisfaction or waiver of several conditions set forth in the merger agreement. This joint proxy statement/prospectus contains detailed information about First Cash, Cash America, the special meetings, the merger agreement and the merger. First Cash and Cash America encourage you to read this joint proxy statement/prospectus carefully and in its entirety, including the section entitled Risk Factors beginning on page 52.**

We look forward to the successful combination of First Cash and Cash America.

Sincerely,

Rick L. Wessel

Sincerely,

T. Brent Stuart

Chairman of the Board, Chief Executive Officer and  
President

President and Chief Executive Officer

Cash America International, Inc.

First Cash Financial Services, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger and other transactions described in this joint proxy statement/prospectus, nor have they approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

This joint proxy statement/prospectus is dated August 1, 2016 and is first being mailed to First Cash and Cash America stockholders on or about August 3, 2016.

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**First Cash Financial Services, Inc.**

**690 East Lamar Boulevard**

**Suite 400**

**Arlington, Texas 76011**

**(817) 460-3947**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS**

**To Be Held On August 31, 2016**

To the Stockholders of First Cash:

We are pleased to invite you to attend a special meeting of stockholders of First Cash Financial Services, Inc. ( First Cash ) which will be held at First Cash 's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011, on August 31, 2016, at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the issuance of shares of First Cash common stock to the shareholders of Cash America International, Inc. ( Cash America ) pursuant to the merger as contemplated by the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), by and among First Cash, Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

First Cash will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

Completion of the merger is conditioned on, among other things, approval of the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.

**The First Cash board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of First Cash and its stockholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The First Cash**

**board of directors unanimously recommends that First Cash stockholders vote FOR the proposal to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between First Cash and its named executive officers and FOR the proposal to approve any motion to adjourn the First Cash special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the issuance of shares of First Cash common stock to the Cash America shareholders pursuant to the merger.**

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The First Cash board of directors has fixed the close of business on July 29, 2016 as the record date for determination of First Cash stockholders entitled to receive notice of, and to vote at, the First Cash special meeting or any adjournments or postponements thereof. First Cash's issued and outstanding capital stock consists solely of outstanding shares of First Cash common stock. Accordingly, only holders of record of First Cash common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the First Cash special meeting or at any adjournments or postponements thereof. The issuance of shares of First Cash common stock requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. Approval, on a non-binding basis, of specific compensatory arrangements relating to the merger between First Cash and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal, although such vote will not be binding on First Cash or its board of directors or any of its committees. Adjournment of the First Cash special meeting requires the affirmative vote of holders of a majority of the outstanding shares of First Cash common stock present in person or represented by proxy at the First Cash special meeting and entitled to vote on the proposal. A list of the names of First Cash stockholders of record will be available for ten days prior to the First Cash special meeting for any purpose germane to the special meeting during ordinary business hours at the office of First Cash's Secretary at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011. The First Cash stockholder list will also be available at the First Cash special meeting for examination by any stockholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the First Cash special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either (i) logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the First Cash special meeting. If your shares are held in the name of a bank, broker, trustee or other nominee, including an employee benefit plan trustee, please follow the instructions on the voting instruction card furnished by the record holder.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement as well as a description of the proposed issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of First Cash common stock, please contact First Cash's proxy solicitor:

1212 Avenue of the Americas, 24<sup>th</sup> Floor

New York, New York 10036

+ 1 (212) 297-0720 (Main)

+ 1 (855) 208-8903 (Toll Free)

[info@okapipartners.com](mailto:info@okapipartners.com)

By Order of the Board of Directors of

First Cash Financial Services, Inc.

Rick L. Wessel

Chairman of the Board, President and Chief Executive Officer

Arlington, Texas

August 1, 2016

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**Cash America International, Inc.**

**1600 West 7<sup>th</sup> Street**

**Fort Worth, Texas 76102**

**(817) 355-1100**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**To Be Held On August 31, 2016**

To the Shareholders of Cash America:

We are pleased to invite you to attend a special meeting of shareholders of Cash America International, Inc. ( Cash America ) which will be held at Cash America s corporate headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016 at 10:00 a.m., local time, for the following purposes:

to consider and vote on a proposal to approve the Agreement and Plan of Merger, dated as of April 28, 2016 (the merger agreement ), by and among First Cash Financial Services, Inc. ( First Cash ), Cash America and Frontier Merger Sub LLC, a wholly owned subsidiary of First Cash, a copy of which is included as Annex A to this joint proxy statement/prospectus;

to consider and vote on a proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers, as described in this joint proxy statement/prospectus; and

to consider and vote on a proposal to approve any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.

Cash America will transact no other business at the special meeting except such business as may properly be brought before the special meeting or any adjournments or postponements thereof.

**The Cash America board of directors has unanimously (i) determined that the merger agreement, the merger and the other transactions contemplated by the merger agreement are advisable and fair to and in the best interests of Cash America and its shareholders and (ii) approved, authorized, adopted and declared advisable the merger agreement, the merger and the other transactions contemplated by the merger agreement. The Cash America board of directors unanimously recommends that Cash America shareholders vote FOR the proposal to approve the merger agreement, FOR the proposal to approve, on a non-binding advisory basis, specific compensatory arrangements relating to the merger between Cash America and its named executive officers and FOR the proposal to approve any motion to adjourn the Cash America special meeting, if**



**necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement.**

The Cash America board of directors has fixed the close of business on July 29, 2016 as the record date for determination of Cash America shareholders entitled to receive notice of, and to vote at, the Cash America special meeting or any adjournments or postponements thereof. Cash America's issued and outstanding capital stock consists solely of outstanding shares of Cash America common stock. Accordingly, only holders of record of Cash America common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Cash America special meeting or at any adjournments or postponements thereof. Approval of the merger agreement requires the affirmative vote of holders of at least two-thirds (2/3) of the outstanding shares of Cash America common stock entitled to vote on the proposal. Approval, on a non-binding advisory basis, of specific compensatory arrangements relating to the merger between Cash America and its named executive officers requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal, although

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such vote will not be binding on Cash America or its board of directors or any of its committees. Approval of the proposal of any motion to adjourn the Cash America special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the merger agreement requires the affirmative vote of holders of a majority of the outstanding shares of Cash America common stock entitled to vote on, and that voted for, against or expressly abstained with respect to, the proposal. A list of the names of Cash America shareholders of record arranged in alphabetical order, with the address of and number of shares held by each Cash America shareholder, will be available for ten days prior to the Cash America special meeting during usual business hours at Cash America's headquarters, 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102. The Cash America shareholder list will also be available at the Cash America special meeting for examination by any shareholder present at such meeting.

**Your vote is very important. Whether or not you expect to attend the Cash America special meeting in person, we urge you to submit a proxy to vote your shares as promptly as possible by either: (i) logging onto [www.proxyvote.com](http://www.proxyvote.com) and following the instructions on your proxy card; (ii) dialing 1-800-690-6903 and listening for further directions; or (iii) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Cash America special meeting. If your shares are held in a Cash America benefit plan or in the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction card furnished by the record holder, as appropriate.**

This joint proxy statement/prospectus provides a detailed description of the merger and the merger agreement. We urge you to read this joint proxy statement/prospectus, including the documents incorporated by reference, and the Annexes carefully and in their entirety. If you have any questions concerning the merger or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Cash America common stock, please contact Cash America's proxy solicitor:

1290 Avenue of the Americas, 9th Floor

New York, NY 10104

Banks, Brokers and Shareholders

Call Toll-Free (800) 248-7605

By Order of the Board of Directors of

Cash America International, Inc.

J. Curtis Linscott

Executive Vice President, General Counsel and Secretary

Fort Worth, Texas

August 1, 2016

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**ADDITIONAL INFORMATION**

This joint proxy statement/prospectus incorporates important business and financial information about First Cash and Cash America from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company's proxy solicitor at the following addresses and telephone numbers:

1212 Avenue of the Americas, 24 <sup>th</sup> Floor	1290 Avenue of the Americas, 9th Floor
New York, New York 10036	New York, NY 10104
+ 1 (212) 297-0720 (Main)	Banks, Brokers and Shareholders
+ 1 (855) 208-8903 (Toll Free)	Call Toll-Free (800) 248-7605

[info@okapipartners.com](mailto:info@okapipartners.com)

You may also obtain any of the documents incorporated by reference into this joint proxy statement/prospectus without charge through the U.S. Securities and Exchange Commission (the "SEC") website at [www.sec.gov](http://www.sec.gov). In addition, you may obtain copies of documents filed by First Cash with the SEC by accessing First Cash's website at [www.firstcash.com](http://www.firstcash.com) under the tab "Investors" and then under the tab "SEC Filings." You may also obtain copies of documents filed by Cash America with the SEC by accessing Cash America's website at [www.cashamerica.com](http://www.cashamerica.com) under the tab "Investor Relations" and then under the tab "SEC Filings."

We are not incorporating the contents of the websites of the SEC, First Cash, Cash America or any other entity into this joint proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this joint proxy statement/prospectus at these websites only for your convenience.

**If you would like to request any documents, please do so by August 24, 2016 in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference in this joint proxy statement/prospectus and how you may obtain it, see "Where You Can Find More Information" beginning on page 167.

**ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 filed with the SEC by First Cash, constitutes a prospectus of First Cash under Section 5 of the Securities Act of 1933, as amended (the

Securities Act ), with respect to the shares of First Cash common stock to be issued to Cash America shareholders pursuant to the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both First Cash and Cash America under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act ). It also constitutes a notice of meeting with respect to the special meeting of First Cash stockholders and a notice of meeting with respect to the special meeting of Cash America shareholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated August 1, 2016. You should not assume that the information contained in this joint proxy statement/prospectus is accurate as of any date other than the date of the joint proxy statement/prospectus. You should not assume that the information incorporated by reference into this joint proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither our mailing of this joint proxy

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statement/prospectus to First Cash stockholders or Cash America shareholders nor the issuance by First Cash of shares of common stock pursuant to the merger will create any implication to the contrary.

**This joint proxy statement/prospectus 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. Information contained in this joint proxy statement/prospectus regarding First Cash has been provided by First Cash, and information contained in this joint proxy statement/prospectus regarding Cash America has been provided by Cash America.**

All references in this joint proxy statement/prospectus to First Cash refer to First Cash Financial Services, Inc., a Delaware corporation; all references in this joint proxy statement/prospectus to Cash America refer to Cash America International, Inc., a Texas corporation; all references to Merger Sub refer to Frontier Merger Sub LLC, a Texas limited liability company and wholly owned subsidiary of First Cash formed for the sole purpose of effecting the merger; and all references to FirstCash or the combined company refer to FirstCash, Inc., as First Cash will be re-named as of the effective time of the merger. Unless otherwise indicated or as the context requires, all references in this joint proxy statement/prospectus to we, our and us refer to First Cash and Cash America collectively; all references to the First Cash and Cash America stockholders refer to the First Cash stockholders and the Cash America shareholders collectively; and, unless otherwise indicated or as the context requires, all references to the merger agreement refer to the Agreement and Plan of Merger, dated as of April 28, 2016, by and among First Cash, Cash America and Merger Sub, a copy of which is included as Annex A to this joint proxy statement/prospectus.

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**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a stockholder of First Cash or a shareholder of Cash America, may have regarding the merger and the other matters being considered at the special meetings and the answers to those questions. First Cash and Cash America urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger and the other matters being considered at the special meetings. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this joint proxy statement/prospectus.*

**Q: Why am I receiving this joint proxy statement/prospectus?**

A: First Cash and Cash America have agreed to combine in an all-stock, merger of equals transaction pursuant to the terms of the merger agreement that is described in this joint proxy statement/prospectus. A copy of the merger agreement is included in this joint proxy statement/prospectus as Annex A.

In order to complete the merger, among other things:

First Cash stockholders must approve the issuance of shares of First Cash common stock to Cash America shareholders pursuant to the merger; and

Cash America shareholders must approve the merger agreement.

First Cash and Cash America will hold separate special meetings of their respective stockholders to obtain these approvals. This joint proxy statement/prospectus, including its Annexes, contains and incorporates by reference important information about First Cash, Cash America, the special meetings, the merger agreement and the merger. You should read all the available information carefully and in its entirety.

**Q: What will stockholders receive in the merger?**

A: *First Cash Stockholders:* If the merger is completed, First Cash stockholders will not receive any merger consideration and will continue to hold their existing shares of First Cash common stock.

*Cash America Shareholders:* If the merger is completed, holders of Cash America common stock will receive 0.840 shares of First Cash common stock for each share of Cash America common stock they hold at the effective time of the merger. Cash America shareholders will not receive any fractional shares of First Cash common stock in the merger. Instead, Cash America shareholders will receive cash in lieu of any fractional shares of First Cash common stock that the Cash America shareholders would otherwise have been entitled to receive.

**Q: What is the value of the merger consideration?**

A: Because First Cash will issue 0.840 shares of First Cash common stock, and pay cash in lieu of any fractional shares of First Cash common stock, in exchange for each share of Cash America common stock held by the Cash America shareholders, the market value of the merger consideration that the Cash America shareholders will receive will depend on the price per share of First Cash common stock at the effective time of the merger. That price will not be known at the time of the Cash America special meeting or the First Cash special meeting and may be less or more than the current market price or the market price at the time of the special meetings. We urge you to obtain current market quotations of First Cash common stock and Cash America common stock. See also Comparative Stock Price Data and Dividends beginning on page 48.

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**Q: What percentage of the combined company will First Cash stockholders and Cash America shareholders, respectively, own following the merger?**

A: Upon completion of the merger, First Cash stockholders immediately prior to the effective time of the merger will own approximately 58% of the combined company and Cash America shareholders immediately prior to the effective time of the merger will own approximately 42% of the combined company.

**Q: When and where will the special stockholders meetings be held?**

A: *First Cash Stockholders:* The special meeting of First Cash stockholders will be held at First Cash's corporate headquarters located at 690 East Lamar Boulevard, Suite 400, Arlington, Texas 76011 on August 31, 2016, at 10:00 a.m., local time.

*Cash America Shareholders:* The special meeting of Cash America shareholders will be held at Cash America's corporate headquarters located at 1600 West 7<sup>th</sup> Street, Fort Worth, Texas 76102 on August 31, 2016, at 10:00 a.m., local time.

If you wish to attend your respective company's special meeting, you must bring photo identification. If you hold your shares through a bank, broker, trustee or other nominee, including an employee benefit plan trustee,