

CASH AMERICA INTERNATIONAL INC
Form DEF 14A
April 07, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

CASH AMERICA INTERNATIONAL, INC.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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April 7, 2016

Dear Fellow Shareholders:

I am pleased to invite you to attend the 2016 Annual Meeting of Shareholders of Cash America International, Inc. The meeting will be held on Thursday, May 19, 2016, beginning at 9:00 a.m. Central Daylight Time at our corporate headquarters, which are located at 1600 West 7th Street, Fort Worth, Texas 76102. Information about the meeting, the nominees for election as directors and other actions to be taken at the meeting is presented in the following Notice of Annual Meeting of Shareholders and proxy statement.

We hope that you will plan to attend our Annual Meeting. Whether or not you plan to attend the meeting in person, we hope that your shares are represented and voted. Accordingly, please vote by telephone or Internet, or, if you request and receive a paper copy of the proxy materials, please sign, date and promptly mail the enclosed proxy card or use the telephone or Internet voting procedures described on the proxy card. If you decide to attend the Annual Meeting you will be able to vote in person if you are a shareholder of record or if you are a beneficial holder and have obtained a legal proxy, even if you have previously submitted your proxy.

On behalf of the Board of Directors, I would like to express our appreciation for your continued interest in the affairs of Cash America. We sincerely desire your presence at the Annual Meeting, and we look forward to seeing you on May 19th.

Sincerely,

T. Brent Stuart
President and Chief Executive Officer

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1600 West 7th Street
Fort Worth, Texas 76102

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held May 19, 2016

The 2016 Annual Meeting of Shareholders of Cash America International, Inc. will be held on Thursday, May 19, 2016, at 9:00 a.m., Central Daylight Time, at the Cash America building located at 1600 West 7th Street, Fort Worth, Texas 76102, and at any recess, adjournment or postponement thereof. At the Annual Meeting, we will ask our shareholders to:

- (1) Elect as directors the eight nominees named in the accompanying proxy statement to serve until their respective successors have been elected and qualified;
- (2) Ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2016;
- (3) Vote to approve, on a non-binding advisory basis, our named executive officer compensation;
and
- (4) Transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.

Only shareholders of record at the close of business on March 22, 2016 are entitled to vote at the Annual Meeting. The presence, in person or by proxy, of the holders of a majority of the issued and outstanding common stock entitled to notice of, and to vote at, the meeting is required for a quorum to transact business.

By Order of the Board of Directors,

J. Curtis Linscott
Executive Vice President,
General Counsel & Secretary

Fort Worth, Texas
April 7, 2016

IMPORTANT

Whether or not you attend the meeting in person, please vote by telephone or Internet, or, if you request and receive a paper copy of the proxy materials, please sign, date and promptly mail the enclosed proxy card or use the telephone or Internet voting procedures described on the proxy card. Shares must be voted either by telephone, on the Internet or by completing and returning a proxy card. Shares cannot be voted by marking, writing on and/or returning the Notice of Internet Availability. Any Notices of Internet Availability that are returned will not be counted as votes. The proxy statement and Annual Report to Shareholders are also available for your review at www.proxyvote.com.

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1600 West 7th Street
Fort Worth, Texas 76102

PROXY STATEMENT

for

ANNUAL MEETING OF SHAREHOLDERS

May 19, 2016

GENERAL INFORMATION

The Board of Directors of Cash America International, Inc. (referred to throughout this proxy statement as the “Company,” “we,” “us” or “our”) is soliciting proxies for the 2016 Annual Meeting of Shareholders (the “Annual Meeting”). We will hold the Annual Meeting at 9:00 a.m., Central Daylight Time, on Thursday, May 19, 2016, at the Cash America building, which is located at 1600 West 7th Street, Fort Worth, Texas 76102, and at any recess, adjournment or postponement thereof.

We have elected to mail a Notice of Internet Availability of Proxy Materials, rather than sending a full set of proxy materials in the mail. The Notice of Internet Availability was sent on or about April 7, 2016, to shareholders of record as of March 22, 2016, and the proxy materials were made available on www.proxyvote.com on the same day.

PURPOSE OF THE ANNUAL MEETING

At the Annual Meeting, we will ask our shareholders to:

- (1) Elect as directors the eight nominees named in this proxy statement to serve until their respective successors have been elected and qualified;
 - (2) Ratify the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2016;
 - (3) Vote to approve, on a non-binding advisory basis, our named executive officer compensation; and
 - (4) Transact any other business properly brought before the meeting or any adjournment or postponement of the meeting.
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PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information you should consider, and you should read the entire proxy statement before voting. For more complete information regarding our 2015 performance, please review our Annual Report on Form 10-K for the year ended December 31, 2015.

INFORMATION ABOUT THE 2016 ANNUAL MEETING OF SHAREHOLDERS

Time and Date: 9:00 a.m., Central Daylight Time, on Thursday, May 19, 2016
 Location: 1600 West 7th Street, Fort Worth, Texas 76102
 Record Date: March 22, 2016
 Voting: Each share is entitled to one vote at the Annual Meeting

PROPOSALS FOR VOTING

Management Proposals	Board Recommendation	For more detail, see page:
Proposal 1—Election of Directors	FOR EACH DIRECTOR	<u>8</u>
Proposal 2—Ratification of Grant Thornton LLP as Independent Registered Public Accounting Firm	FOR	<u>11</u>
Proposal 3—Advisory Vote to Approve Executive Compensation	FOR	<u>13</u>
Any other business that properly comes before the meeting.		

DIRECTOR NOMINEES

Name	Age	Director Since	Employment Description	Independent	Board Committees		
					Audit	Management Development and Compensation	Nominating and Corporate Governance
Daniel R. Feehan, Executive Chairman of the Board	65	1984	Executive Chairman and Retired President and Chief Executive Officer of our Company	N	—	—	—
Jack R. Daugherty	68	1983	Retired Founder of our Company	N	—	—	—
Daniel E. Berce ⁽¹⁾	62	2006	President and Chief Executive Officer of General Motors Financial Company, Inc.	Y	Chair	Y	—
James H. Graves ⁽¹⁾	67	1996	Managing Director and Partner of Erwin Graves & Associates, LP	Y	Y	Chair	—
B. D. Hunter	86	1984	President of Huntco International Inc. and Consultant to Service Corporation	Y	—	Y	Y

Timothy J. McKibben ⁽²⁾	67	1996	International Founding Managing Partner of Ancor Holdings	Y	Y	—	Chair
Alfred M. Micallef	73	1996	Chairman of JMK International, Inc. President and Chief	Y	—	—	Y
T. Brent Stuart	46	N/A	Executive Officer of our Company	N	—	—	—

(1) Financial Expert.

(2) Independent Presiding Outside Director.

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2015 FINANCIAL AND BUSINESS HIGHLIGHTS

In 2015, we continued our strategy to improve marginal profitability through our focus on pawn lending while returning value to our shareholders, as evidenced by the following:

Increased Net Income:

Net income from continuing operations for 2015 of \$27.6 million increased \$38.0 million compared to a net loss from continuing operations of \$10.4 million in 2014.

Our 2015 adjusted net income from continuing operations, a non-generally accepted accounting principles (“non-GAAP”) measure, of \$27.4 million increased \$12.0 million compared to our 2014 adjusted net income from continuing operations, a non-GAAP measure, of \$15.4 million. Our 2015 adjusted net income from continuing operations excludes net after-tax gains of \$0.2 million, and our 2014 adjusted net income from continuing operations adds back after-tax expense items of \$25.8 million.

Strategic Expense Reductions: Consolidated operations and administration expenses decreased \$35.6 million, or 7.2%, in 2015 compared to 2014.

Deemphasized Short-Term Consumer Lending Activities: In 2015, we continued our strategy to enhance focus on pawn lending and reduce our short-term consumer lending operations by closing or selling certain consumer lending locations and less-profitable pawn-lending locations and removing the consumer loan product from some of our stores.

Investment in our Company through Share Repurchases: In 2015, we increased our share repurchase activity and repurchased a total of 4,015,866 shares of our common stock, par value \$0.10 per share (“CSH Stock”), in open market transactions under board authorizations for a total investment in our Company of \$103.9 million, including commissions.

Increased Cash Dividend to Shareholders: In January 2015, our Board of Directors increased our quarterly cash dividend by 43% to \$0.05 per share (or \$0.20 per share on an annual basis).

Moderate Increase in Debt Levels: In 2015, we managed to execute our capital strategy with only a moderate increase in debt levels.

In addition, during 2015 our Board of Directors recognized the leadership talent in our Company by promoting from within and expanding executive leadership roles. For example, in November 2015, Mr. T. Brent Stuart, who has been with our Company since 2008 and has worked in the financial services industry for almost 25 years, was promoted to Chief Executive Officer when Mr. Daniel R. Feehan, who had served as our Chief Executive Officer since 2000, retired from that position.

Please read the information included under “Executive Summary” in the Executive Compensation section of this proxy statement beginning on page 27. In addition, see “Executive Compensation—Executive Summary—Financial and Business Highlights of 2015” for additional information about the income and expense items included in the adjusted net income for continuing operations for 2015 and 2014.

EXECUTIVE COMPENSATION

We are asking you to approve, on a non-binding, advisory basis, the compensation of our named executive officers for 2015 as disclosed in the “Compensation Discussion and Analysis” and accompanying compensation tables and related narrative discussion beginning on page 33. We believe that our named executive officer compensation program described throughout our “Compensation Discussion and Analysis” reflects an overall pay-for-performance culture that is aligned with the interests of our shareholders. Our compensation programs are designed to provide a competitive level of compensation necessary to attract, motivate and retain talented and experienced executives and reward our named executive officers for the achievement of short- and long-term strategic and operational goals and the

achievement of increased total shareholder return, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking. In addition, we have implemented a number of executive compensation best practices and policies over the last few years that we believe reflect sound governance that also promote the long-term interests of our shareholders.

Please read the information included in the Executive Compensation section of this proxy statement beginning on page 27, including the highlights of our 2015 executive compensation information included under “Executive Summary.”

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CORPORATE GOVERNANCE HIGHLIGHTS

We are committed to good corporate governance, which promotes the long-term interests of our shareholders, strengthens board and management accountability and helps build public trust in our Company. Our governance framework is described throughout this proxy statement and includes the following highlights:

- ü 5 Independent Director Nominees
- ü Annual Election of Board Members
- ü Majority Voting for Directors in Uncontested Elections With Resignation Policy
- ü Regular Board and Committee Meetings
- ü Regular Board and Committee Self Evaluations
- ü Separate Chairman and Chief Executive Officer
- ü Independent Presiding Outside Director
- ü All Board Committees are Independent
- ü Risk Oversight by Full Board and Committees
- ü Shareholders Can Call Special Meetings
- ü Stock Ownership Requirements for Directors and Executive Officers
- ü Ratification of Independent Registered Public Accounting Firm
- ü Anti-Hedging and Pledging Requirements
- ü Administer a Code of Conduct and Insider Trading Policy

In addition, we believe that many of our compensation practices reflect good corporate governance. See our “Executive Compensation Best Practices” on page 32 for additional information.

VOTING AND GENERAL INFORMATION

We provide answers to many frequently asked questions about the Annual Meeting and voting under “Questions and Answers Regarding Voting Procedures and Other General Information” on page 5.

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QUESTIONS AND ANSWERS REGARDING VOTING PROCEDURES AND
OTHER GENERAL INFORMATION

Q. When and where is the Annual Meeting?

A. We will hold the Annual Meeting at 9:00 a.m., Central Daylight Time, on Thursday, May 19, 2016, at the Cash America building, which is located at 1600 West 7th Street, Fort Worth, Texas 76102, and at any recess, adjournment or postponement thereof.

Q. Why did I receive a notice in the mail regarding Internet availability of proxy materials instead of a full set of proxy materials?

A. The Securities and Exchange Commission (“SEC”) rules allow companies to choose the method for delivery of proxy materials for shareholders. We have elected to deliver a Notice of Internet Availability of Proxy Materials, rather than sending a full set of these materials in the mail. The Notice of Internet Availability was sent to shareholders on or about April 7, 2016, and the proxy materials were made available on www.proxyvote.com on the same day. Utilizing this method of proxy delivery expedites receipt of proxy materials by our shareholders and lowers the cost of the Annual Meeting.

Shares must be voted either by telephone, online or by completing and returning a proxy card. Shares cannot be voted by marking, writing on and/or returning the Notice of Internet Availability. Any Notices of Internet Availability that are returned will not be counted as votes. If you would like to receive a paper or email copy of the proxy materials, you should follow the instructions in the Notice of Internet Availability for requesting copies or follow the procedures set forth below.

Q. How do I request a copy of the proxy materials?

A. For the Annual Meeting or any future Annual Meeting of Shareholders, if you would like to request a copy of the proxy materials, including the proxy statement and form of proxy and the Annual Report to Shareholders, please contact our Investor Relations department by mail at the address on the first page of this proxy statement, by telephone at (817) 335-1100 or toll free at (800) 645-0623 or by email at investor_relations@cashamerica.com, and we will promptly deliver a copy to you. You may also request a paper copy of the proxy materials at proxyvote.com. Our proxy statement and Annual Report on Form 10-K are also available under the “Investor Relations” section of our website at www.cashamerica.com or at <http://materials.proxyvote.com>.

Q. What is the vote required to approve the proposals presented?

A. Proposal 1—Election of Directors. The affirmative vote of a majority of the votes cast at the Annual Meeting, either in person or by proxy, will be required to elect directors at the Annual Meeting. Pursuant to our Bylaws, votes cast at the Annual Meeting with respect to the

election of our directors will include votes to “withhold” approval of a director candidate. Thus, if you vote to “withhold” approval of a director candidate, your “withhold” vote will have the same effect as a vote against the director candidate. Proposal 2—Ratification of Independent Registered Public Accounting Firm and Proposal 3—Advisory Vote to Approve Executive Compensation. The affirmative vote of a majority of the votes cast at the Annual Meeting, either in person or by proxy, will be required to approve this proposal at the Annual Meeting. If you abstain from voting on this proposal, your shares will be treated as shares present or represented and voting, so that your abstention will have the same effect as a vote against the proposal.

Q. How does the Board of Directors recommend I vote?

A. FOR EACH DIRECTOR submitted for election in Proposal 1—Election of Directors
FOR Proposal 2—Ratification of Independent Registered Public Accounting Firm
FOR Proposal 3—Advisory Vote to Approve Executive Compensation

Q. Who is entitled to vote at the Annual Meeting?

A. Only record holders of CSH Stock, at the close of business on March 22, 2016, the record date, are entitled to vote. At the close of business on the record date, 24,256,110 shares of CSH Stock were issued and outstanding. Each share owned on the record date is entitled to one vote. Shareholders do not have the right to vote cumulatively in director elections.

Q. What do I do if I wish to change my voting instructions?

A. If you wish to change or revoke your voting instructions after you have submitted your proxy, you may do so at any time before the proxies are voted at the Annual Meeting.

If you are a shareholder of record, you may change or revoke your proxy by:

- notifying our Corporate Secretary in writing at the address on the first page of this proxy statement that you wish to revoke your proxy;
- delivering a subsequent proxy (by telephone, Internet or submitting a proxy card) bearing a date after the date of the proxy being revoked and relating to the same shares; or
- voting in person at the Annual Meeting (but please note that your attendance at the Annual Meeting will not of itself revoke your proxy).

For shares you hold beneficially in street name, you may change your vote by submitting new voting instructions to

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your broker, bank, trustee, or nominee following the instructions they provided, or, if you have obtained a legal proxy from your broker, bank, trustee, or nominee giving you the right to vote your shares, by attending the Annual Meeting and voting in person.

Q. What is the difference between record holders and beneficial holders?

A. Record Holder. If your shares are registered directly in your name with our transfer agent, you are considered, with respect to those shares, the shareholder of record. If you are a shareholder of record, you may vote in person at the Annual Meeting or without attending the Annual Meeting over the telephone or Internet or, if you have requested and received printed proxy materials, by marking, signing, dating and returning the printed proxy card in the enclosed envelope. Please refer to the instructions on the Notice of Internet Availability or proxy card, as applicable.

Beneficial Owner. If your shares are held in an account at a brokerage firm, bank, broker-dealer, trust, or other similar organization, you are considered the beneficial owner of shares held in “street name,” and the Notice of Internet Availability was forwarded to you by that organization. As the beneficial owner, you have the right to direct your broker, bank, trustee, or nominee how to vote your shares, and you are also invited to attend the Annual Meeting. Since a beneficial owner is not the shareholder of record, you may not vote your shares in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank, trustee, or nominee that holds your shares giving you the right to vote the shares at the meeting. If you do not wish to vote in person or you will not be attending the Annual Meeting, you may vote by proxy over the Internet or as otherwise described in the Notice of Internet Availability.

Q. How will my shares be voted if I do not provide instructions to my broker?

A. If your shares are held in street name, your broker, as the registered holder, must vote your shares in accordance with your instructions. If you do not provide voting instructions, your broker has the discretion to vote those shares with respect to routine proposals but not with respect to non-routine proposals. Shares for which brokers do not receive instructions, sometimes called “broker non-votes,” will be counted as present for determining a quorum at the meeting. The proposal to ratify the selection of our independent registered public accounting firm is considered a routine proposal, and broker non-votes will be included in determining the number of votes cast for this proposal. All of the other proposals are considered non-routine proposals, and broker non-votes will not be included in determining the number of votes cast in each of these proposals.

Q. How will my shares be voted if I hold them in the Company’s 401(k) Plan?

A. If your shares are held in our 401(k) plan, you may also vote as set forth above, except that plan participants may not vote their plan shares in person at the Annual Meeting. If you provide voting instructions by Internet, telephone or written proxy card, the plan’s trustee will vote your shares as you have directed. If you do not provide specific voting instructions, your shares will be voted in the same proportion as shares for which the trustee has received instructions. Please note that you must submit voting instructions no later than May 16, 2016 at 11:59 p.m. Eastern Daylight Time in order for your

shares to be voted by the trustee at the Annual Meeting in accordance with your instructions.

Q. Who will count the votes?

A. Votes will be counted and certified by the Inspectors of Elections, who are representatives of Broadridge Financial Solutions and/or our outside legal counsel.

Q. What happens if a director does not receive a majority of the votes cast?

A. If a director does not receive a majority of the votes cast, he is required to promptly tender a resignation to the Board of Directors. Within 60 days after certification of the election results, our Nominating and Corporate Governance Committee will determine whether to recommend that the Board of Directors accept or reject the director’s resignation and will submit such recommendation for consideration by the Board of Directors. The Board of Directors is then required to promptly, and in any event within 90 days after certification of the election results, determine whether to accept or reject the Nominating and Corporate Governance Committee’s recommendation.

Q. How will results of the vote be announced?

A. Voting results will be disclosed on a Form 8-K filed with the SEC within four business days after the Annual Meeting, which will be available on our website.

Q. How is quorum for the meeting determined?

A. A quorum will be present at the Annual Meeting if the holders of a majority of the issued and outstanding shares of CSH Stock as of the record date are present in person or by proxy. Shares represented by a proxy marked “withhold” or “abstain” will be considered present at the Annual Meeting for purposes of determining a quorum.

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Q. Who bears the expenses of this proxy solicitation?

A. We will bear the expenses of this proxy solicitation and reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses in forwarding solicitation materials to beneficial owners. Georgeson Inc. will assist us in the solicitation of proxies, and we will pay Georgeson approximately \$6,500 for these services, plus reimbursement for reasonable out-of-pocket expenses. Our directors, officers, regular employees or our transfer agent may also solicit proxies after the original solicitation by further mailing, personal conversations, or by telephone, facsimile or other electronic means. We will not pay these persons additional compensation for these efforts, but we will reimburse their out-of-pocket expenses.

Q. What happens if other business is transacted at the Annual Meeting?

A. Management does not know of any business to be transacted at the Annual Meeting other than the matters described in this proxy statement. The period specified in our Bylaws for submitting additional proposals to be considered at the Annual Meeting has passed, and there are no such proposals to be considered. However, if any other matters do properly come before the Annual Meeting, it is intended that the shares represented by the proxies in the accompanying form will be voted by the proxy holders as recommended by the Board or, if no recommendation is given, in accordance with the best judgment of the person voting the proxies.

Q. What is householding of proxy materials?

A. We have adopted a practice approved by the SEC called "householding." Under this practice, shareholders who have the same address and last name will receive only one copy of our proxy materials, unless one or more of these shareholders notifies us that he or she wishes to continue receiving individual copies. Shareholders who participate in householding will continue to receive separate proxy cards. If you share an address with another shareholder and received only one set of proxy materials and would like to request a separate paper copy of these materials, please contact our Investor Relations department by mail at the address on the first page of this proxy statement, by telephone at (817) 335-1100 or toll free at (800) 645-0623 or by email at investor_relations@cashamerica.com, and we will promptly deliver a separate copy. Shareholders who hold their shares in street name should contact their brokerage firm, bank, broker-dealer, trust, or other similar organization to request information about householding.

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PROPOSAL 1

ELECTION OF DIRECTORS

Our Board of Directors is elected annually and currently consists of seven members. On November 1, 2015, Mr. Daugherty stepped down from his position as the Chairman of our Board (although he remains a member of our Board), and Mr. Feehan became our Executive Chairman of the Board (“Executive Chairman”) when he retired from his position as our Chief Executive Officer. When Mr. Feehan retired, Mr. T. Brent Stuart began serving as our Chief Executive Officer. Because our Board of Directors believes it is beneficial for our Chief Executive Officer also to serve as a non-independent Board member, our Board of Directors, upon the recommendation of our Nominating and Corporate Governance Committee, has nominated Mr. Stuart for election at the Annual Meeting along with our seven incumbent directors who are listed below. As a result, our Board of Directors has approved an increase in the size of our Board of Directors to eight members if Mr. Stuart is elected. The increase will be effective immediately following the Annual Meeting. Those elected will serve until the 2017 Annual Meeting of Shareholders, until their successors are elected and qualify or until their earlier death, resignation or removal.

Each nominee, except Mr. Stuart, is a current director who was elected at the 2015 Annual Meeting of Shareholders. Our Board of Directors has affirmatively determined that all of our director nominees are independent pursuant to the New York Stock Exchange (“NYSE”) Listed Company Manual (“NYSE rules”), except for Messrs. Daugherty, Feehan and Stuart. See “Board Structure, Corporate Governance Matters and Director Compensation—Director Independence” for additional information regarding the independence of our directors. In addition, there are no family relationships among any of our current directors and executive officers.

Each nominee has agreed to serve if elected. If a nominee becomes unavailable for election or cannot serve, an event that we do not expect, the Board of Directors may substitute another nominee or reduce the number of nominees. The enclosed proxy will be voted for such substitute, if any, as shall be designated by the Board of Directors.

Director Nominee Information and Qualifications

The following paragraphs provide information as of the date of this proxy statement about each director nominee. As indicated below, our directors have a combined wealth of leadership and business experience. They have substantive knowledge and skills applicable to our business, including in the areas of financial services, public accounting and financial reporting, risk management, business development, regulation, operations, strategic planning, management development and succession, compensation and corporate governance matters. The Nominating and Corporate Governance Committee regularly reviews the composition of the Board and its assessment of the Board’s performance in light of our evolving business requirements to ensure that the Board has the appropriate mix of skills and experiences needed for the broad set of challenges that it confronts. We also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards, and they each have demonstrated business acumen and an ability to exercise sound judgment.

Daniel R. Feehan, 65. Director since 1984. Mr. Feehan has been our Executive Chairman since November 1, 2015. Prior to that, Mr. Feehan served as our Chief Executive Officer and President from February 2000 through May 2015 and as our Chief Executive Officer from May 2015 through October 2015 when he retired. Mr. Feehan served as our President and Chief Operating Officer from January 1990 until February 2000, except that he served as Chairman and Co-Chief Executive Officer of one of our subsidiaries from February 1998 to February 1999 before returning to the position of our President and Chief Operating Officer. Mr. Feehan became a director in 1984 and joined us full-time in 1988, serving as our Chief Financial Officer before becoming President and Chief Operating Officer in 1990. Mr. Feehan currently serves as a director at AZZ Inc. and Enova International, Inc. (“Enova”) where he has served since 2000 and 2011, respectively, and he previously served as a director at RadioShack Corporation from 2003 through 2015. We believe Mr. Feehan’s qualifications to sit on our Board of Directors include, among other things, his executive leadership experience with and knowledge of our Company and our business that he has obtained through his service on our Board of Directors and as our Chief Executive Officer and President and through the other positions he has held with us over the course of the past 31 years, his knowledge of the consumer finance industry and his experience and background in finance and accounting, and his vast experience as a director of other publicly-traded companies, including his former service as the presiding outside director and Chairman of the Board of one of those companies, that has given him a strong understanding of public company corporate governance.

Daniel E. Berce, 62. Director since 2006. Mr. Berce has been President and Chief Executive Officer of General Motors Financial Company, Inc. (formerly AmeriCredit Corp.) since its acquisition by General Motors Company in October 2010. Mr. Berce served as AmeriCredit Corp.'s Chief Executive Officer from August 2005 to October 2010, President from April 2003 to October 2010 and Vice Chairman and Chief Financial Officer from November 1996 until April 2003. He served as a director at AmeriCredit Corp. from November 1990 to October 2010. Before joining AmeriCredit Corp., Mr. Berce was a partner with Coopers & Lybrand. Mr. Berce currently serves as a director at AZZ Inc. and Arlington Asset Investment Corp.

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where he has served since 2000 and 2010, respectively. We believe Mr. Berce's qualifications to sit on our Board of Directors include, among other things, his executive leadership experience, specifically his experience as a chief executive

officer of a publicly-traded company, his knowledge of the consumer finance industry, his experience and background in finance and accounting and his experience as a director of multiple publicly-traded companies, all of which have given him a strong understanding of public company corporate governance and an ability to provide direction and oversight with respect to our financial reporting and business controls.

Jack R. Daugherty, 68. Director since 1983. Mr. Daugherty is our founder, and he served as Chairman of the Board of Directors from our inception until November 2015. He was also our Chief Executive Officer from our inception until his retirement in February 2000. Mr. Daugherty has been involved with the pawn industry since 1971. We believe Mr. Daugherty's qualifications to sit on our Board of Directors include, among other things, his extensive knowledge of and experience with our Company as its founder and former Chief Executive Officer, his over 44 years of experience in the pawnshop industry, which give him unique insights into our challenges, opportunities and operations, and his leadership experience as our former Chairman and as our former Chief Executive Officer.

James H. Graves, 67. Director since 1996. Mr. Graves has served as Managing Director and Partner of Erwin, Graves & Associates, LP, a management consulting firm located in Dallas, Texas, since January 2001. Mr. Graves also served as Executive Vice President of Financial Strategy for DeviceFidelity Inc., a financial services technology company, from March 2008 through September 2012. Mr. Graves served as a director, Vice Chairman of the Board of Directors and Chief Operating Officer of Detwiler, Mitchell & Co., a Boston-based securities research firm, from June 2002 until June 2006. Prior to that, Mr. Graves held various positions, including Chief Operating Officer, with J.C. Bradford & Company, a Nashville-based securities firm. He also worked for Dean Witter Reynolds, Inc. as the head of the energy group and later as head of the industry investment banking groups in New York. Mr. Graves currently serves as a director at Hallmark Financial Services, Inc. where he has served since 1995, and he previously served as a director of Tristate Capital Holdings, Inc. from 2011 through July 2015. Mr. Graves also serves as a director of various privately-held companies, including a private equity fund and a healthcare technology company. We believe Mr. Graves' qualifications to sit on our Board of Directors include, among other things, his executive leadership and management experience in several businesses, including businesses within the financial services industry and large corporations, his financial and accounting experience, including over 33 years of experience analyzing financial statements, and his experience and corporate governance knowledge that he has obtained as a director of both privately-held and publicly-traded companies where he has served on various committees, including Audit, Nominating and Corporate Governance and Compensation Committees.

B. D. Hunter, 86. Director since 1984. Mr. Hunter has served as a consultant to Service Corporation International, a publicly-traded company that owns and operates funeral homes and related businesses, for over five years. Mr. Hunter has also served as the President of Huntco International Inc., a consulting company, for over five years. Mr. Hunter served on the Board of Directors of several publicly-traded companies, including Service Corporation International for approximately 21 years, of which five of those years were spent as Vice Chairman, until his service as a director ceased in February 2005. We believe Mr. Hunter's qualifications to sit on our Board of Directors include, among other things, his considerable business and leadership experience that he obtained through his various leadership roles in privately-held and publicly-traded companies, including his previous service as a Chairman, President and Chief Executive Officer of a publicly-traded company, his extensive experience and corporate governance knowledge that he has obtained as a director of various publicly-traded companies, including as our director for approximately 32 years, and his previous service on the Listed Company Advisory Committees of both the NYSE and the American Stock Exchange.

Timothy J. McKibben, 67. Director since 1996. Mr. McKibben has served as a Founding Managing Partner of Ankor Holdings, a private equity firm that acquires or recapitalizes privately-held businesses in a variety of industries, since 1994. Prior to that he served as Chairman of the Board and President of Anago Incorporated, a branded medical device company that he co-founded in 1978. Mr. McKibben currently serves as a director of various privately-held companies, and he previously served as a director of a company that was formerly traded on the Nasdaq where he served on multiple committees. We believe Mr. McKibben's qualifications to sit on our Board of Directors include,

among other things, his extensive knowledge, leadership and management experience in operations, financial analysis and acquisitions obtained through the private equity firm he founded as well as his experience as a director who has served on multiple committees of a formerly publicly-traded company.

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Alfred M. Micallef, 73. Director since 1996. Mr. Micallef has served as Chairman of JMK International, Inc., a privately-held holding company of domestic and foreign businesses involved in manufacturing and distribution, movie production, book publishing, owning and operating restaurants, aviation and aircraft management, land development and ranching, since 1989. Mr. Micallef served as a director at Lone Star Technologies, Inc. from 2000 to 2007. We believe Mr. Micallef's qualifications to sit on our Board of Directors include, among other things, his extensive business experience in leading and managing businesses that have domestic and foreign operations and his entrepreneurial and strategic skills in assessing businesses and their growth prospects.

T. Brent Stuart, 46. Director nominee. Mr. Stuart has served as the Company's President and Chief Executive Officer since November 2015. Mr. Stuart served as the Company's President and Chief Operating Officer from May 2015 through October 2015 and served as the Company's Executive Vice President—Chief Operating Officer from January 2015 through April 2015. Prior to that, Mr. Stuart served as the Senior Vice President—Operations for the Company's U.S. retail services storefront lending business from July 2010 to January 2015 and as a Regional Vice President from November 2008 to July 2010. Prior to joining the Company, Mr. Stuart held various senior leadership roles in the financial services industry, including the position of Vice President with Fremont Investment and Loan from 2006 to 2008, Senior Vice President with Nationstar Mortgage from 2004 to 2006 and Vice President with Novastar Financial, Inc. from 2002 to 2004. He also held various leadership positions with CitiFinancial from 1994 to 2002. Mr. Stuart started his career in financial services with Norwest Finance in May 1992. We believe Mr. Stuart's qualifications to sit on our Board of Directors include, among other things, his business experience in the financial services industry, his leadership experience, and his extensive knowledge of our Company and our business.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS

A VOTE FOR EACH OF THE NOMINEES.

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PROPOSAL 2

RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected Grant Thornton LLP to serve as our independent registered public accounting firm for the fiscal year 2016. The Board of Directors is asking you to ratify the selection of Grant Thornton LLP for 2016. On June 11, 2015, the Audit Committee appointed Grant Thornton LLP to serve as our independent registered public accounting firm for 2015 and dismissed PricewaterhouseCoopers LLP (“PWC”) who served as our independent registered public accounting firm for 2014. Because Grant Thornton LLP was appointed after the date of our Annual Meeting of Shareholders in 2015, we did not seek shareholder ratification of their selection in 2015.

Prior to the Company’s appointment of Grant Thornton LLP as its independent registered public accounting firm on June 11, 2015, the Company had not consulted Grant Thornton LLP on any matter relating to either (i) the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements or (ii) any matter that was the subject of a disagreement (as that term is defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a “reportable event” (as that term is defined in Item 304(a)(1)(v) of Regulation S-K).

PWC’s reports on the Company’s consolidated financial statements as of and for the fiscal years ended December 31, 2014 and December 31, 2013 did not contain any adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principle. During the Company’s fiscal years ended December 31, 2014 and December 31, 2013 and through June 11, 2015, there were no disagreements with PWC on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreement, if not resolved to PWC’s satisfaction, would have caused PWC to make reference to the subject matter of the disagreement in its reports on the Company’s consolidated financial statements for such years. In addition, during the Company’s two most recent fiscal years ended December 31, 2014 and December 31, 2013 and through June 11, 2015, there were no “reportable events” (as that term is defined in Item 304(a)(1)(v) of Regulation S-K.) The Company provided PWC with a copy of the Current Report on Form 8-K that it filed on June 16, 2015 (the “Current Report on Form 8-K”) prior to its filing with the SEC and requested that PWC furnish the Company with a letter addressed to the SEC stating whether or not it agrees with the above statements. A copy of PWC’s letter, dated June 16, 2015, was filed as Exhibit 16.1 to the Current Report on Form 8-K.

Although our Bylaws do not require the ratification of our independent registered public accounting firm, our Board of Directors believes that the selection of the independent registered public accounting firm is an important matter of shareholder concern and that a proposal that shareholders ratify this selection is an opportunity for you to provide direct feedback to the Board of Directors. If you do not ratify the selection, we will consider the selection of a different firm. Even if you do ratify this selection, the Audit Committee can select a different independent registered public accounting firm, subject to ratification by the full Board of Directors, whenever it determines that such a change would be in the best interests of our Company and our shareholders.

Representatives of Grant Thornton LLP are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so and are expected to be available to respond to appropriate questions.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE RATIFICATION OF GRANT THORNTON LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016.

Table of Contents**AUDIT AND NON-AUDIT FEES**

Fees billed for professional services rendered by Grant Thornton LLP for the fiscal year ended December 31, 2015 and by PricewaterhouseCoopers LLP for the fiscal year ended December 31, 2014 were as follows:

	2015	2014	Description of Fees
Audit Fees:	\$629,522	\$1,493,920	Audit fees consist primarily of the audit and quarterly reviews of our consolidated financial statements and related consents and the audit of internal control over financial reporting. For 2014, audit fees also consist of assurance services related to a debt offering and the spin-off of 80% of the outstanding common stock of Enova to our shareholders in November 2014 (the "Enova Spin-off").
Audit-Related Fees:	\$—	\$948,370	For 2014, audit-related fees consist of the audit and review of the financial statements of Enova in connection with the Enova Spin-off and consents in conjunction with the debt issued by Enova during 2014.
Tax Fees:	\$—	\$565,000	For 2014, tax fees consist of services provided in connection with the Enova Spin-off, required tax reporting in Mexico and tax-related services related to our Mexico-based pawn operations that we sold in 2014.
All Other Fees:	\$6,960	\$3,780	Other fees consist of amounts paid for technical publications and subscriptions.
Total:	\$636,482	\$3,011,070	

Policy on Audit Committee Pre-Approval of Audit and Permissible Non-Audit Services of Independent Registered Public Accounting Firm

The Audit Committee must pre-approve all auditing services and permitted non-audit services that the independent registered public accounting firm is to perform for us. The Audit Committee has delegated to the Chairman of the Audit Committee the authority to pre-approve audit and non-audit services not prohibited by law to be performed by our independent registered public accounting firm up to a maximum for any particular item of additional services of 3% of the aggregate approved annual budget for services to be rendered by such firm that is in effect at the time of such pre-approval, provided that in any particular quarter, the costs of all such items of additional services pre-approved by the Chairman may not, in the aggregate, exceed an amount greater than 5% of the aggregate approved annual budget for services to be rendered by such firm that is in effect at the time of such pre-approval. Any pre-approvals granted by the Chairman of the Audit Committee are reported to the full Audit Committee at its next regularly scheduled meeting. The Audit Committee periodically monitors the services rendered by, and actual fees paid to, the independent registered public accounting firm to ensure that the services provided are within the parameters that the Audit Committee has approved. The Audit Committee approved all of the audit and non-audit services and related fees for 2015 and 2014.

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PROPOSAL 3

ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION

What You are Being Asked to Approve

Pursuant to SEC rules, we must provide our shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our named executive officers, which is commonly referred to as “say-on-pay.” We have held a non-binding shareholder advisory vote to approve executive compensation since 2011 and have received a very strong shareholder vote approving the compensation of our named executive officers each year. Our practice, which was approved by our shareholders in 2011, is to hold this non-binding vote on an annual basis.

We are asking you to approve, on a non-binding, advisory basis, the compensation of our named executive officers as disclosed in the “Compensation Discussion and Analysis” and accompanying compensation tables and related narrative discussion beginning on page 33. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the compensation philosophy, policies and practices described in this proxy statement.

Our Compensation Program

We believe that our named executive officer compensation program described throughout the “Compensation Discussion and Analysis” is aligned with the interests of our shareholders. Our compensation programs are designed to provide a competitive level of compensation necessary to attract, motivate and retain talented and experienced executives and reward our named executive officers for the achievement of short- and long-term strategic and operational goals and the achievement of increased total shareholder return, while at the same time avoiding the encouragement of unnecessary or excessive risk-taking. In addition, we have implemented a number of executive compensation best practices and policies over the last few years that we believe reflect sound governance that also promote the long-term interests of our shareholders.

Resolution for Advisory Vote to Approve Executive Compensation

The Board of Directors and its committees value the opinions of our shareholders and will carefully consider the outcome of the advisory vote to approve executive compensation. Because this vote is advisory, it is not binding on the Board of Directors and/or its committees. The resolution below is required by Section 14A of the Securities Exchange Act of 1934 (the “Exchange Act”). We ask our shareholders to vote FOR the following resolution at the Annual Meeting:

“RESOLVED, that the compensation of our named executive officers, as disclosed in the proxy statement for our 2016 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables and the narrative discussion, is hereby APPROVED on an advisory basis.”

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS AS DISCLOSED IN THIS PROXY STATEMENT.

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BOARD STRUCTURE, CORPORATE GOVERNANCE MATTERS

AND

DIRECTOR COMPENSATION

Board Size

Each member of our Board of Directors is elected annually, and currently our Board of Directors consists of seven members. If Mr. T. Brent Stuart, our President and Chief Executive Officer, is elected to our Board of Directors at the Annual Meeting, immediately following the Annual Meeting, the size of our Board of Directors will be increased to eight directors.

Committees of the Board of Directors and Meetings

Our Board of Directors has three standing committees: the Audit Committee, the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee. All members of the three standing committees are independent directors under NYSE rules. (See “Director Independence” below for further discussion of director independence.) Committee members are named below.

Audit Committee	Management Development and Compensation Committee	Nominating and Corporate Governance Committee
Daniel E. Berce (chair)	James H. Graves (chair)	Timothy J. McKibben (chair)
James H. Graves	Daniel E. Berce	B.D. Hunter
Timothy J. McKibben	B.D. Hunter	Alfred M. Micallef

In addition, during 2014, Mr. Feehan announced that he intended to retire from his position as Chief Executive Officer during 2015. Following Mr. Feehan’s announcement, our Board of Directors formed a Search Committee, which was comprised of the chairmen of each of our standing committees, and included Messrs. Graves (chair), Berce and McKibben (the “CEO Search Committee”) to identify candidates for Chief Executive Officer. Mr. Stuart was selected as our Chief Executive Officer during 2015 and began serving in such position on November 1, 2015.

Audit Committee. The Audit Committee’s function is to provide business, financial and accounting oversight at the Board level, along with advice, counsel and direction to management and our independent registered public accounting firm on the basis of information it receives from, and discussions with, management and our independent registered public accounting firm. The Audit Committee’s primary responsibilities include:

- overseeing management’s conduct of our financial reporting process and systems of internal accounting and financial controls to assist the Board of Directors in fulfilling its oversight responsibilities relating to (i) our accounting and financial reporting processes and the integrity of our financial statements; (ii) the audits of our financial statements and the appointment, compensation, qualifications, independence and performance of our independent registered public accounting firm; (iii) our compliance with legal and regulatory requirements; and (iv) the performance of our compliance and internal audit functions and internal control over financial reporting;
- serving as an independent and objective party to monitor our financial reporting process and internal control system; reviewing our financial statements, earnings releases, financial reporting and accounting policies and accounting principles with management and our independent registered public accounting firm;
- reviewing and appraising the audit efforts of our independent registered public accounting firm;
- providing an open avenue of communication among our independent registered public accounting firm, financial and senior management, the compliance and internal audit functions and the Board of Directors;
- reviewing and discussing with management (i) our major financial risk exposures and the steps management has taken to monitor and control such exposures and (ii) risk assessment and risk management;
- preparing and approving the Audit Committee Report required by the SEC to be included in our annual proxy statement; and
- reviewing the adequacy of the Audit Committee charter on an annual basis.

The Board of Directors has determined that all members of the Audit Committee are independent under the applicable NYSE rules and SEC rules, are financially literate within the meaning of the NYSE rules and that both Mr. Berce and Mr. Graves qualify as “audit committee financial experts” within the meaning of SEC rules.

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Management Development and Compensation Committee. The Management Development and Compensation Committee's primary responsibilities include:

- overseeing our overall executive compensation structure and practices, including providing guidance to management on significant issues affecting executive compensation philosophy or policy;
- reviewing and approving the corporate goals and objectives relevant to the compensation of our Chief Executive Officer, evaluating the Chief Executive Officer's performance in light of those goals and objectives and setting the Chief Executive Officer's compensation level based on that evaluation;
- reviewing and approving non-Chief Executive Officer executive management compensation;
- reviewing and approving employment, separation and severance agreements and other compensatory contracts, arrangements, perquisites and payments with respect to the Chief Executive Officer and reviewing and approving, in consultation with our Chief Executive Officer, such agreements, contracts, arrangements, perquisites and payments with respect to our other executive officers;
- overseeing and administering our incentive compensation plans and equity-based plans;
- granting awards under our long-term incentive plan;
- developing and overseeing our succession planning and leadership development efforts;
- reviewing and discussing with management the Compensation Discussion and Analysis disclosure required to be included in our annual proxy statement or Annual Report on Form 10-K filed with the SEC, and based on this review and discussion, determining whether to recommend to the Board that the Compensation Discussion and Analysis disclosure be included in our annual proxy statement or Annual Report on Form 10-K;
- reviewing risks related to our compensation programs and determining whether our compensation policies and practices for our employees are reasonably likely to have a material adverse effect on us;
- preparing and approving an annual Management Development and Compensation Committee Report required by the SEC to be included in our annual proxy statement or Annual Report on Form 10-K; and
- reviewing the adequacy of the Management Development and Compensation Committee charter on an annual basis. Pursuant to its charter, the Management Development and Compensation Committee may delegate to one or more of our executive officers designated by the Management Development and Compensation Committee the authority to make grants of, among other things, options, restricted stock, restricted stock units ("RSUs") or performance units under our equity incentive plans, to eligible individuals other than directors and executive officers, provided that the Management Development and Compensation Committee shall have fixed the exercise price or a formula for determining the exercise price for each grant, approved the vesting schedule, authorized any alternative provisions as are necessary or desirable to facilitate legal compliance or to ensure the effectiveness or tax-qualified status of the award under the laws of the United States or under the laws of countries outside the United States when grants are made to non-U.S. employees, approve the form of documentation evidencing each grant, and determine the number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer to whom such authority is delegated is required to regularly report to the Management Development and Compensation Committee the grants so made.

The Board of Directors has determined that all members of the Management Development and Compensation Committee are independent under the applicable NYSE rules, including those applicable to compensation committee members. In addition, each member of the Management Development and Compensation Committee qualifies as a "non-employee director" as defined in Rule 16b-3 under the Exchange Act and as an "outside director" as defined for purposes of Section 162(m) ("Section 162(m)") of the Internal Revenue Code of 1986, as amended (the "Code"). See "Executive Compensation—Compensation Discussion and Analysis" for further discussion of the Management Development and Compensation Committee's philosophy, policies and procedures and its use of compensation consultants.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee's primary responsibilities include:

- overseeing the director nomination process, including considering, reviewing and recommending to the Board of Directors qualified candidates to become directors;
-

developing and recommending corporate governance principles and practices, including determining director independence and overseeing other matters of corporate governance;
making recommendations to the Board of Directors regarding committee membership and for the position of Chairperson of each committee;

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making recommendations to the Board of Directors regarding possible changes in the Board's size or composition; reviewing director compensation and making recommendations to the Board of Directors regarding possible changes in director compensation;

overseeing the annual self-evaluation process of the Board of Directors and each of its committees; and

reviewing the adequacy of the Nominating and Corporate Governance Committee charter on an annual basis.

The Board of Directors has determined that all members of the Nominating and Corporate Governance Committee are independent under the NYSE rules.

Meetings. During 2015, the Board of Directors and each of its standing committees held the following meetings and acted by unanimous written consent as follows:

the Board of Directors held six meetings and acted by unanimous written consent one time;

the Audit Committee held six meetings and acted by unanimous written consent one time;

the Management Development and Compensation Committee held six meetings and acted by unanimous written consent three times;

the Nominating and Corporate Governance Committee held four meetings; and

the independent members of the Board of Directors held four executive sessions.

In addition, our CEO Search Committee had several meetings and discussions during 2015.

In 2015, all directors standing for re-election attended 75% (which is the threshold for disclosure under SEC rules) or more of the meetings of the Board of Directors and the committees on which they serve. Five of our directors attended our 2015 Annual Meeting of Shareholders. While we do not have a formal policy requiring them to do so, our Corporate Governance Principles state that we expect our directors to attend our Annual Meeting of Shareholders each year.

Director Independence

As part of our Corporate Governance Principles, the Board of Directors has established a policy requiring a majority of the members of the Board of Directors to satisfy the independence requirements of the NYSE rules. In accordance with these standards and our policy, the Board of Directors affirmatively determines the independence of each director and nominee for election as a director.

A director is considered independent under the NYSE rules if our Board of Directors determines that the director does not have any direct or indirect material relationship with our Company. When considering a director's or nominee's independence, the Board of Directors considers all relevant facts and circumstances that could affect the director's or nominee's independence. The Board of Directors considers, among other things, all commercial, industrial, banking, consulting, legal, accounting, charitable or other business or familial relationships the individual or members of the individual's family may have with us.

Based on these standards and considerations, the Board of Directors determined that Daniel R. Feehan, our Executive Chairman and former Chief Executive Officer and President, Jack R. Daugherty, our former Chairman of the Board of Directors and former Chief Executive Officer, and Mr. T. Brent Stuart, our President and Chief Executive Officer, are not independent under the NYSE rules and each of our other current directors are independent under these rules. All of our current directors and Mr. Stuart are director nominees for election at the Annual Meeting.

Director Nominations

Director Qualifications and Diversity. The full Board of Directors is responsible for selecting persons to fill vacancies on the Board of Directors and recommending candidates for election by the shareholders. The Board of Directors has delegated the process of considering candidates to the Nominating and Corporate Governance Committee who selects candidates in accordance with our Corporate Governance Principles. Candidates for election or appointment to the Board are selected for their character, judgment, business experience and acumen. Financial expertise, independence and familiarity with issues affecting our business are among the relevant criteria. Our Corporate Governance Principles also require that a majority of the Board of Directors are independent under NYSE rules.

In accordance with our Corporate Governance Principles, in assessing potential new directors the Nominating and Corporate Governance Committee considers individuals from various disciplines and diverse backgrounds so that the Board of Directors has a broad diversity of experience, professions, skills and backgrounds. The Nominating and Corporate Governance Committee does not assign specific weights to particular criteria and no particular criterion is

necessarily applicable to all

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prospective nominees. The Board of Directors believes that the backgrounds and qualifications of the directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow the Board of Directors to fulfill its responsibilities. Nominees are not discriminated against on the basis of race, religion, age, national origin, sex, disability or any other basis proscribed by law. In accordance with our Corporate Governance Principles and upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors may establish additional qualifications and criteria for Board membership from time to time. In order to assure that the Board of Directors contains an effective mix of people to best further our long-term business interests, the Nominating and Corporate Governance Committee assesses the effectiveness of the guidelines with respect to the selection of director candidates in our Corporate Governance Principles by examining its mix of directors and evaluating, on an ongoing basis, all directors and director candidates based on the criteria used in selecting new directors and seeks to ensure that specific talents, skills and other characteristics that are needed to increase the Board of Director's effectiveness are possessed by an appropriate combination of directors.

Shareholder Nominations. It is our policy to consider properly submitted recommendations for candidates to the Board of Directors from shareholders, and the Nominating and Corporate Governance Committee will evaluate any director candidates recommended by a shareholder according to the same criteria as a candidate identified by the Nominating and Corporate Governance Committee.

Any shareholder entitled to vote in the election of directors at our Annual Meeting of Shareholders may nominate persons for election as directors at such meeting. Any shareholder who intends to nominate a director at our Annual Meeting of Shareholders must notify our Corporate Secretary in writing at the address set forth at the beginning of this proxy statement of such intent in a timely manner in accordance with our Bylaws. In accordance with the advance notice provisions of our Bylaws, to be timely, director nominations must be delivered to, or mailed and received by, our Corporate Secretary not less than 70 days nor more than 100 days prior to the first anniversary of the preceding year's Annual Meeting of Shareholders. However, in the event that the date of the Annual Meeting of Shareholders is advanced more than 30 calendar days prior to such anniversary date or delayed more than 60 calendar days after such anniversary date, then to be timely such notice must be received by us on or before the later of (i) 70 calendar days prior to the date of the meeting or (ii) the tenth day following the day on which public announcement of the date of the meeting was made. The notice must include:

as to each person whom the shareholder proposes to nominate for election or reelection as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act (including such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected); and

as to the shareholder giving the notice: (i) the name and address, as they appear on our books, of (a) such shareholder and (b) (1) any person controlling, directly or indirectly, or acting in concert with, such shareholder, (2) any beneficial owner of shares of our stock owned of record or beneficially by such shareholder and (3) any person controlling, controlled by or under common control with any person described in clauses (i)(b)(1) through (2) above (collectively, a "Shareholder Associated Person"); and (ii) (a) the class and number of our shares that are held of record or are beneficially owned by such shareholder and by any Shareholder Associated Person with respect to our securities and, if applicable, (b) a description of (1) any proxy, contract, arrangement, understanding or relationship pursuant to which the shareholder or any Shareholder Associated Person has a right to vote any of our securities, (2) any agreement, arrangement or understanding (including any derivative or short positions, swaps, profit interests, options, hedging transactions, and borrowed or loaned shares) that has been entered into as of the date of the shareholder's notice by, or on behalf of, the shareholder or any Shareholder Associated Person, the effect or intent of which is to mitigate loss to, manage risk or benefit of share price changes for, or increase or decrease the voting power of, the shareholder or any Shareholder Associated Person with respect to our securities, and a representation that the shareholder will notify us in writing of any such agreement, arrangement or understanding in effect as of the record date for the meeting promptly following the later of the record date or the date notice of the record date is first publicly disclosed.

Within such time period for providing notice, the shareholder nominee must also deliver to our Corporate Secretary, at the address set forth at the beginning of this proxy statement, a written response to a questionnaire that will be

provided by our Corporate Secretary with respect to the background and qualification of such person and the background of any other person or entity on whose behalf the nomination is being made and a written representation and agreement (in the form provided by our Corporate Secretary upon written request) that such person (i) is not and will not become a party to (a) any agreement, arrangement or understanding with, and has not given any commitment or assurance to, any person or entity as to how such person, if elected as our director, will act or vote on any issue or question (a "Voting Commitment") that has not been disclosed to us or (b) any Voting Commitment that could limit or interfere with such person's ability to comply, if elected as our director, with such person's fiduciary duties under applicable law, (ii) is not and will not become a party to any agreement, arrangement or understanding with any person or entity other than us with respect to any direct or indirect compensation, reimbursement or indemnification in connection with service or action as a director that has not been disclosed therein, and (iii) in such person's

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individual capacity and on behalf of any person or entity on whose behalf the nomination is being made, would be in compliance, if elected as our director, and will comply with, applicable law and all of our applicable publicly disclosed corporate governance, conflict of interest, corporate opportunities, confidentiality and stock ownership and trading policies and guidelines.

Vote Requirement to Elect Directors

In January 2014, our Board of Directors approved an amendment to our Bylaws to change the voting standard for the election of directors in uncontested elections from a plurality to a majority of votes cast, with the vote standard in contested elections continuing to be a plurality of votes cast. Pursuant to this amendment to our Bylaws, a director nominee in an uncontested election will be elected to the Board of Directors if the director receives a majority of the votes cast, and if such director does not receive a majority of the votes cast, he or she is required to promptly tender a resignation to the Board of Directors. In connection with this amendment to our Bylaws, our Board of Directors also adopted procedures in our Corporate Governance Principles to be followed by our Board of Directors upon such director resignation. These procedures require that the Nominating and Corporate Governance Committee act, within 60 days after certification of the election results, to determine whether to recommend that the Board of Directors accept or reject the director's resignation and to submit such recommendation for consideration by the Board of Directors. The Board of Directors is then required to promptly, and in any event within 90 days after certification of the election results, determine whether to accept or reject the Nominating and Corporate Governance Committee's recommendation.

The Nominating and Corporate Governance Committee and the Board of Directors may consider any factors they deem relevant in considering whether to accept or reject the director's resignation, and the nominee in question shall not participate in the deliberations regarding the Nominating and Corporate Governance Committee's recommendation or the Board's determination. If more than one member of the Nominating and Corporate Governance Committee fails to receive the required vote in favor of his or her election in the same election, then the Nominating and Corporate Governance Committee will not make the above-described recommendation to the Board of Directors; instead the directors who did receive the required vote in favor of their election in such election will, within 90 days after certification of the election results, act to determine whether to accept the directors' resignations. If a resignation is rejected, the Board of Directors may impose conditions on the director's continued membership, recommend a plan to address the underlying reasons that caused the director not to receive the affirmative vote of a majority of the votes cast, or take some other action the Board of Directors deems appropriate and in the best interests of our Company under the circumstances. If the resignation is accepted, the Board of Directors may fill the resulting vacancy in accordance with our Bylaws. The Board of Directors will disclose its decision and, if applicable, the reasons for rejecting any tendered resignation, on Form 8-K filed with the SEC. If the whole slate of director nominees for election to the Board of Directors includes incumbent directors and all such directors are not elected by a majority of the votes cast, the directors are not required to submit a resignation and shall continue to hold office until their respective successors are elected, which shall be as soon thereafter as convenient at a special meeting of shareholders called for such purposes.

Corporate Governance

The Board of Directors has adopted:

- Code of Business Conduct and Ethics to govern the conduct of all of our officers, directors and employees;
- Corporate Governance Principles that detail the functions, activities and administration of the Board of Directors and its committees; and
- charters for the Audit Committee, the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee.

You can access the Code of Business Conduct and Ethics, Corporate Governance Principles and each of the committee charters on the "Investor Relations" section of our website at www.cashamerica.com under "Corporate Governance Documents." You may also request printed copies from our Corporate Secretary. All of the other information contained on or accessible from our website is not incorporated by reference into this proxy statement, and you should not consider that information part of this proxy statement.

Board Leadership Structure

The roles of Chairman and Chief Executive Officer are separate positions within our Company. We separate the roles of Chairman and Chief Executive Officer in recognition of the differences between the two roles. The Board of Directors believes this structure is appropriate for our Company because it allows the Chief Executive Officer to focus on our strategic direction and our day-to-day leadership and performance, and we are also able to leverage the experience and perspective of the

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Chairman of the Board through his guidance to the Chief Executive Officer and his management team as well as to the Board of Directors.

In addition, our Bylaws require us to have an independent presiding outside director if the Chairman of our Board is not independent. Our Corporate Governance Principles also state that the Chair of the Nominating and Corporate Governance Committee shall serve as presiding outside director if our Chairman is not independent. We believe having a presiding outside director who is an independent member of our Board provides independent leadership within our Board that strengthens its effectiveness and oversight of our business. The presiding outside director, in consultation with the Chief Executive Officer and the Chairman, sets the agenda for meetings of the Board of Directors. Additionally, the presiding outside director coordinates the activities of the non-management directors and chairs executive sessions of the non-management directors and executive sessions of the independent directors. Mr. Feehan, our former Chief Executive Officer, serves as our Executive Chairman, and Mr. Stuart serves as our President and Chief Executive Officer. Mr. Daugherty served as Chairman of the Board for part of 2015, but Mr. Feehan began serving as Executive Chairman on November 1, 2015 when he retired from his role as our Chief Executive Officer. Mr. Feehan will serve as the Executive Chairman from November 1, 2015 through October 31, 2016 and then will serve as the non-executive Chairman from November 1, 2016 through April 30, 2020, subject to his re-election to our Board each year by our shareholders. (See “Executive Compensation—Compensation Discussion and Analysis—Executive Compensation Practices—Feehan Agreement” for additional information.) Mr. McKibben, the Chair of our Nominating and Corporate Governance Committee, serves as our independent presiding outside director because Mr. Feehan is not independent.

Risk Oversight

Management is responsible for our day-to-day enterprise risk management activities, and the Board of Directors has oversight responsibility for managing risk, focusing on the adequacy of the Company’s risk management and mitigation processes. The Board of Directors has an active role, as a whole and also at the committee level, in overseeing our risk management. The Board of Directors regularly receives reports from senior management on areas of our material risk, including our credit, liquidity, operational, compliance and legal and regulatory risks, and regularly devotes time during its meetings to review and discuss our most significant risks, management’s responses to those risks and the mitigation of those risks. The Audit Committee reviews our major financial risk exposures and the steps management has taken to monitor and control such exposures, and it also oversees our compliance, legal and regulatory risks. The Audit Committee oversees and discusses with management our policies and practices with respect to risk assessment and risk management. The Management Development and Compensation Committee and the Nominating and Corporate Governance Committee also discuss risk assessment and risk management practices with management. The Management Development and Compensation Committee oversees the management of risks relating to our executive and non-executive compensation plans and arrangements and succession planning, and the Nominating and Corporate Governance Committee manages risks associated with general corporate governance, such as the independence of the Board of Directors, related-party transactions and potential conflicts of interest. While each committee oversees certain risks and the management of such risks, the entire Board of Directors is regularly informed through committee reports and management presentations about such risks. In addition, the Board believes that our Chief Executive Officer, Chairman and presiding outside director provide the appropriate leadership to help ensure effective risk oversight along with the Board of Directors and its committees. See “Executive Compensation—Compensation Discussion and Analysis—Risk Considerations in Our Compensation Programs” for risk oversight and considerations in our compensation programs.

Transactions with Related Persons

Policy. Our written related person transaction policy governs the review of any transaction, or series of transactions, involving amounts greater than \$60,000 in which a director, director nominee, executive officer, 5% shareholder, members of their immediate families, or any entity of which any such person or any member of their immediate family is an officer, director or 5% shareholder (each, a “related person”) has a direct or indirect material interest. The policy does not cover the following related person transactions:

- transactions that involve amounts less than \$60,000 when aggregated with similar transactions;

compensation arrangements for executive officers or for non-employee directors for their services as directors of our Company, provided such arrangements or services, as applicable, have been approved by our Board or one of its committees and disclosed, if required by applicable SEC rules and regulations;

• reimbursement of business expenses incurred by a director or executive officer in connection with their duties and are submitted in accordance with the Company's policies;

• transactions where the rates involve competitive bids;

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• transactions involving common services, contract carriers or public utilities where rates are fixed by a governmental authority;

• transactions involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture or similar services; and

• transactions arising solely from the ownership of a class of equity securities of our Company and all holders of that class of securities received the same benefit on a pro rata basis.

The Nominating and Corporate Governance Committee, or another committee of the Board of Directors comprised of at least three independent directors who are not involved in the transaction, must approve, ratify or refer to the full Board of Directors related person transactions involving amounts from \$60,000 to \$120,000. For transactions involving amounts greater than \$120,000, the Nominating and Corporate Governance Committee, or such other committee that has reviewed the transaction, will make a recommendation to the full Board of Directors concerning such related person transaction and the full Board of Directors will then ratify, approve or disapprove of such transaction. A director may not participate in the review or approval of any transaction involving himself or any of his affiliates or family members. In addition, if shareholder approval is required under the NYSE rules, our articles of incorporation or applicable law for any related person transaction, our related person transaction policy requires us to seek shareholder approval for such transaction.

If it is impractical or undesirable to wait until a committee or Board of Directors meeting to consummate a related person transaction involving \$120,000 or less, the Nominating and Corporate Governance Committee chair may review and approve the transaction pursuant to the criteria set forth in the related person transaction policy. Another Nominating and Corporate Governance Committee member may review and approve the transaction if the chair is unavailable or if the chair, a family member or an affiliate of the chair is a party to the transaction. Such approval shall be reported to the Board of Directors at its next regularly scheduled meeting.

In evaluating a related person transaction, the Board of Directors, applicable committee or director shall consider all relevant facts and circumstances, including without limitation the following factors: (i) whether the transaction is fair and reasonable to us or any applicable subsidiary and reflects terms and conditions that would apply if the transaction did not involve a related party; (ii) the business reasons for us to enter into the transaction; (iii) whether the transaction would impair the independence of an independent director; and (iv) whether the transaction would present an improper conflict of interest for any of our directors or executive officers. We are not required to obtain a fairness opinion or other third-party support or advice regarding the transaction's fairness, but the Board of Directors or committee or director reviewing the transaction has the discretion to do so. A related person transaction must also comply with our Code of Business Conduct and Ethics and any other applicable policy. In making such determination, we will not approve a related party transaction unless it is determined that the transaction is in, or consistent with, the best interests of our Company and our shareholders.

We may employ a member of an executive officer's or director's immediate family, if such employment is in the ordinary course of business and is consistent with the employment, compensation and termination policies and practices applicable to our other similarly situated employees. We must notify the Nominating and Corporate Governance Committee of such employment within a reasonable period after such person commences employment. Transactions. During 2015, we did not participate in any transactions involving amounts exceeding \$120,000 and in which any director, nominee for election as director, executive officer, beneficial owner of more than 5% of our voting stock, or members of their immediate families or their affiliates had a direct or indirect material interest.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that each of our executive officers and directors file reports of ownership and changes of ownership with the SEC. Based solely upon our review of the copies of such reports and written representations from each of our directors and executive officers that we have received, we believe that all of our executive officers and directors complied with these filing requirements in 2015.

Procedure for Contacting Directors

You may communicate with the Board of Directors or with a specific director at any time by writing to the Board of Directors or that director at our address, 1600 West 7th Street, Fort Worth, Texas 76102, c/o the Corporate Secretary. We will forward all such messages that we receive and any other message that reasonably appears to be about a matter

of shareholder interest and is intended for communication to the Board of Directors. We will send communications to the director to whom they are addressed as soon as practicable. We will forward messages addressed to the entire Board of Directors or to the non-management directors to the Chairman of the Nominating and Corporate Governance Committee. Because there are other appropriate avenues of communication, we will not forward messages addressed to the Board of Directors or to any director

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regarding matters that are not of shareholder interest, such as general business complaints or employee grievances. Our Corporate Secretary has the discretion to forward these communications to appropriate persons.

Director Compensation

It is our policy that our directors be fairly compensated for their work required for an organization of our size and scope, that their compensation should align their interests with the long-term interests of our shareholders and that the structure of their compensation should be simple, transparent and easy for shareholders to understand. The Nominating and Corporate Governance Committee annually reviews the compensation of our directors and advises the Board of possible changes in director compensation where necessary. The compensation of our directors has not increased since 2010.

During 2015, each Board member, excluding Mr. Feehan, received the following:

\$8,750 quarterly retainer;

\$2,000 for each Board meeting attended; and

RSU grants with a market value of approximately \$80,000.

During 2015, each committee member received the following:

\$1,250 for each committee meeting attended;

Chair of the Audit Committee received an additional quarterly retainer of \$1,625;

Chairs of the Management Development and Compensation Committee and the Nominating and Corporate Governance Committee each received additional quarterly retainers of \$1,250; and

Chair of the CEO Search Committee received \$5,000 and the other CEO Search Committee members received \$4,000.

The table below sets forth our director compensation in 2015 for all of our directors, except Mr. Feehan. See the Summary Compensation Table for a discussion of amounts paid to Mr. Feehan during 2015. In addition to the information shown below, we reimburse our directors for reasonable out-of-pocket expenses incurred in connection with their service as directors.

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)(1)(2)	All Other Compensation (\$)(3)	Total (\$)
Daniel E. Berce Chairman of the Audit Committee	\$70,500	\$80,003	\$288	\$150,791
Jack R. Daugherty	\$47,000	\$80,003	\$27,979	(4) \$154,982
James H. Graves Chairman of the Management Development and Compensation Committee and Chairman of the CEO Search Committee	\$72,000	\$80,003	\$288	\$152,291
B. D. Hunter	\$59,500	\$80,003	\$288	\$139,791
Timothy J. McKibben Chairman of the Nominating and Corporate Governance Committee	\$60,750	\$80,003	\$288	\$141,041
Alfred M. Micallef	\$52,000	\$80,003	\$288	\$132,291

The amounts shown represent the grant date fair value in compliance with Financial Accounting Standards Board Accounting Standards Codification 718, Compensation—Stock Compensation (“ASC 718”). In accordance with ASC (1) 718, the amounts in this column were calculated by multiplying the closing price of CSH Stock on the last trading date before the grant date, which was \$27.75 per share.

(2) On May 21, 2015, we granted 2,883 RSUs under the Cash America International, Inc. 2014 Long-Term Incentive Plan (the “2014 LTIP”) to each director, except Mr. Feehan. The number of RSUs was determined by dividing \$80,000 by the closing price of CSH Stock on the day before the grant date, which was \$27.75. The RSUs vest in substantially equal 1/12th increments on each of the following vesting dates as long as the director serves continuously on the Board of Directors through the applicable vesting date: May 31, 2015, June 30, 2015, July 31,

2015, August 31, 2015, September 30, 2015, October 31, 2015, November 30, 2015, December 31, 2015, January 31, 2016, February 29, 2016, March 31, 2016 and the earlier of (a) April 30, 2016 or (b) the day immediately preceding the date of our Annual Meeting. In addition, all unvested RSUs granted in 2015 will automatically vest if we have a change-in-control prior to

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the termination of the director's service on our Board of Directors. Each vested RSU entitles the director to receive one share of CSH Stock shortly after June 21, 2016 unless the director has elected to defer receipt of the shares of CSH Stock. As of December 31, 2015, 961 RSUs under each director's 2015 RSU grant were unvested. All previous RSU grants that were made to our directors are vested.

- (3) Includes dividend equivalents that are equal to the dividends that our shareholders were paid during 2015 after the date the RSUs were granted, and these dividend equivalents are payable in cash when the shares of CSH Stock are issued following vesting. RSUs awarded prior to 2015 did not include dividend equivalents. No perquisites or personal benefits exceed the greater of \$25,000 or 10% of the total amount of perquisites and personal benefits.
- (4) Mr. Daugherty received compensation, health care benefits and insurance premiums in the amount of \$27,691.

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AUDIT COMMITTEE REPORT

Management is responsible for our system of internal controls over financial reporting and for preparing our financial statements. Our independent registered public accounting firm is responsible for performing an independent audit of our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee's primary responsibility is to monitor and oversee these processes. The Audit Committee also selects the Company's independent registered public accounting firm.

During 2015, the Audit Committee met regularly and held many discussions with management, the independent registered public accounting firm and our internal auditors. During these meetings and in meetings concerning our Annual Report on Form 10-K for the year ended December 31, 2015 the Audit Committee has:

- reviewed and discussed our consolidated audited financial statements ("Consolidated Audited Financial Statements") included in our Annual Report on Form 10 K for the year ended December 31, 2015 with management and our independent registered public accounting firm;
- discussed with our independent registered public accounting firm the matters required to be discussed under the applicable requirements of the Public Company Accounting Oversight Board; and
- received the written disclosures and the letter from our independent registered public accounting firm that are required by the applicable requirements of the Public Company Accounting Oversight Board regarding our independent accountant's communications with the Audit Committee concerning independence, and discussed the independence of our independent registered public accounting firm with such firm.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that our audited financial statements be included in the Annual Report on Form 10 K for the fiscal year ended December 31, 2015 for filing with the SEC.

The information contained in this report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933, as amended, or the Exchange Act.

MEMBERS OF THE AUDIT COMMITTEE

Daniel E. Berce, Chairman

James H. Graves

Timothy J. McKibben

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

CSH Stock is our only outstanding class of equity securities.

Securities Owned by Principal Shareholders

The following table sets forth information regarding the number and percentage of shares of CSH Stock held by all persons and entities known by us to beneficially own 5% or more of CSH Stock. The information regarding beneficial ownership of CSH Stock by the entity identified below is included in reliance on a report filed by the entity with the SEC, except that the percentage is based upon our calculations made in reliance upon the number of shares reported to be beneficially owned by the entity in such report and the number of shares of CSH Stock issued and outstanding on March 22, 2016, which was 24,256,110.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Blackrock Inc. 55 East 52 nd Street New York, NY 10055	2,606,199	(1) 10.7 %
Dimensional Fund Advisors LP Building One 6300 Bee Cave Road Austin, TX 78746	2,167,696	(2) 8.9 %
EARNEST Partners, LLC 1180 Peachtree St. NE, Suite 2300 Atlanta, GA 30309	1,930,746	(3) 8.0 %
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	1,926,182	(4) 7.9 %
Fiduciary Management, Inc. 100 East Wisconsin Avenue, Suite 2200 Milwaukee, WI 53202	1,848,948	(5) 7.6 %
Brown Advisory Incorporated Brown Advisory, LLC Brown Investment Advisory & Trust Company 901 South Bond Street, Suite 400 Baltimore, MD 21231	1,283,848	(6) 5.3 %

(1) According to a Schedule 13G/A filed with the SEC on January 8, 2016, Blackrock, Inc. has sole voting power with respect to 2,536,725 shares of CSH Stock and has the sole right to dispose of all 2,606,199 shares of CSH Stock.

(2) According to a Schedule 13G/A filed with the SEC on February 9, 2016, Dimensional Fund Advisors LP has sole voting power with respect to 2,076,690 shares of CSH Stock and has the sole right to dispose of all 2,167,696 shares of CSH Stock.

(3) According to a Schedule 13G/A filed with the SEC on February 16, 2016, EARNEST Partners, LLC has sole voting power with respect to 703,762 shares of CSH Stock, shared voting power with respect to 294,754 shares of CSH Stock and has the sole right to dispose of all 1,930,746 shares of CSH Stock.

(4) According to a Schedule 13G/A filed with the SEC on February 10, 2016, The Vanguard Group has sole voting power with respect to 33,170 shares of CSH Stock, shared voting power with respect to 3,700 shares of CSH Stock, the sole right to dispose of 1,891,012 shares of CSH Stock and a shared right to dispose of 35,170 shares of CSH Stock.

(5) According to a Schedule 13G filed with the SEC on February 16, 2016, Fiduciary Management, Inc. has sole voting power with respect to 1,567,923 shares of CSH Stock and has the sole right to dispose of all 1,848,948

shares of CSH Stock.

(6) According to a Schedule 13G/A filed with the SEC on March 10, 2016 by Brown Advisory Incorporated (“BA, Inc.”), Brown Advisory, LLC (“BA, LLC”) and Brown Investment Advisory & Trust Company (“BIATC”), BA, Inc., BA, LLC and BIATC beneficially own 1,283,848 shares of CSH Stock over which each has: (a) sole voting power with respect to the following shares of CSH Stock: BA, Inc. - 1,270,813, BA LLC - 1,244,829, BIATC - 25,984; and (b) shared right to dispose of the following shares of CSH Stock: BA, Inc. - 1,283,848, BA, LLC - 1,252,974, BIATC- 30,874. According to the Schedule 13G/A, BA, Inc. is the parent holding company in accordance with 240.13d-1(b)(1)(ii)(G); BA, LLC is an investment advisor in accordance with 240.13d-1(b)(1)(ii)(E); and BIATC is a bank as defined in Section 3(a)(6) of the Exchange Act.

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Securities Owned by Officers and Directors

We encourage our directors, officers and employees to own CSH Stock in order to align their interests with our shareholders and have adopted stock ownership guidelines that require certain stock ownership by our executive officers and directors. See “Executive Compensation—Compensation Discussion and Analysis—2015 Compensation—Retirement and Other Policies and Practices Related to Our Executive Compensation Program—Equity Ownership” for additional information about our stock ownership guidelines.

The following table sets forth information about the beneficial ownership of outstanding CSH Stock as of March 22, 2016 by our directors, our named executive officers whose compensation is disclosed under “Executive Compensation” in this proxy statement and all of our directors and executive officers as a group. The ownership percentage is based on the number of shares of CSH Stock issued and outstanding on March 22, 2016, which was 24,256,110.

Name of Beneficial Owner	Shares Beneficially Owned	
	Amount and Nature of Beneficial Ownership ⁽¹⁾⁽²⁾⁽³⁾	Percent of Class ⁽²⁾
Daniel E. Berce	22,948	*
Jack R. Daugherty	30,251	*
Daniel R. Feehan	341,556	⁽⁴⁾ 1.4%
James H. Graves	45,063	⁽⁵⁾ *
B.D. Hunter	51,954	⁽⁶⁾ *
Timothy J. McKibben	19,858	*
Alfred M. Micallef	19,858	*
Thomas A. Bessant, Jr.	55,010	⁽⁷⁾ *
Clint Jaynes	8,327	*
J. Curtis Linscott	55,912	*
Victor L. Pepe	10,160	*
T. Brent Stuart	14,730	*
All directors and executive officers as a group (12 persons)	675,627	⁽⁸⁾ 2.8%

*Indicates ownership of less than 1.0% of CSH Stock.

(1)