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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 14A**  
(RULE 14a-101)

**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

**UPBOUND GROUP, INC.**  
**upbound**<sup>™</sup>  
*(Name of Registrant as Specified in Its Charter)*

**Payment of Filing Fee (Check the appropriate box):**

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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UPBOUND GROUP, INC.  
5501 HEADQUARTERS DRIVE  
PLANO, TX 75024

V43580-P09656

# Your **Vote** Counts!

## UPBOUND GROUP, INC.

2024 Annual Meeting of Stockholders

Vote by June 3, 2024 11:59 PM ET.

For shares held in our 401(k) Retirement Savings Plan,  
vote by May 30, 2024 11:59 PM ET.



## You invested in UPBOUND GROUP, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 4, 2024.**

### Get informed before you vote

View the Notice and the Proxy Statement and most recent Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 21, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote in Person at the Meeting\*

June 4, 2024  
8:00 a.m. Central Time

5501 Headquarters Drive  
Plano, Texas 75024

\*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. To elect or re-elect the directors nominated by the Board of Directors:	
1a. Jeffrey Brown	✓ For
1b. Mitchell Fadel	✓ For
1c. Molly Langenstein	✓ For
1d. Harold Lewis	✓ For
1e. Glenn Marino	✓ For
1f. Carol McFate	✓ For
2. To ratify the selection of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2024	✓ For
3. To approve, by non-binding vote, compensation of the named executive officers for the year ended December 31, 2023	✓ For
4. To approve an amendment to the Upbound Group, Inc. Certificate of Incorporation (the "Certificate of Incorporation") to limit the liability of certain officers as permitted by Delaware law	✓ For
5. To approve other miscellaneous amendments to the Certificate of Incorporation to provide that the Board committees may be established by the Board of Directors by a majority of the quorum, to remove the indemnification provisions, to remove references to the Series A Preferred Stock, and to correct a typo	✓ For

**NOTE:** Such other business as may properly come before the meeting and any adjournment or postponement thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".