

# FIRST CAPITAL BANCSHARES, INC.

Charleston, South Carolina

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## NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 21, 2021

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### To the Shareholders of First Capital Bancshares, Inc.:

The 2021 Annual Meeting of Shareholders of First Capital Bancshares, Inc., a South Carolina corporation and registered bank holding company (the “Company”), will be held on Wednesday, April 21, 2021 at 11:00 a.m. The physical location for the annual meeting will be the Harbour Club at WestEdge, 22 Westedge Street, Charleston, South Carolina, however, **shareholders who desire to attend the annual meeting are instead strongly encouraged to monitor the meeting via Zoom video conference or audio teleconference.** The annual meeting will be held for the following purposes:

- to re-elect four (4) members to the Company’s Board of Directors;
- to ratify the appointment of Elliott Davis, LLC, Columbia, South Carolina, as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021; and
- to act upon such other matters as may properly come before the meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on March 3, 2021 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment thereof. To assure your representation at the annual meeting, please mark, sign, date and return the enclosed proxy as promptly as possible in the enclosed postage-prepaid envelope. If your shares are held in “street name” by a broker or other nominee, only the record holder of your shares may vote them for you, so you should follow your broker’s or nominee’s directions and give it instructions as to how it should vote your shares.

Our proxy statement and appointment of proxy are enclosed. A copy of our annual report for the year ended December 31, 2020 is also enclosed and will be provided to shareholders upon request.

### IMPORTANT -- YOUR PROXY IS ENCLOSED

**Please execute and promptly return the enclosed proxy in the enclosed envelope. No postage is required for mailing in the United States.**

### SPECIAL NOTE REGARDING VIRTUAL PARTICIPATION

Given the public health and safety concerns related to coronavirus disease 2019, or COVID-19, we ask that each shareholder evaluate the relative benefits to them personally of in-person attendance at the meeting and take advantage of the ability to vote by proxy via internet or U.S. mail, as instructed on the enclosed appointment of proxy. **If you desire to attend the annual meeting, we ask that you contact the Company’s investor relations department and consider monitoring the meeting via Zoom video conference or audio teleconference.** For more information, please see “Remote Viewing” on page 2 of the accompanying proxy statement. Should further developments pertaining to COVID-19 necessitate that we change any material aspects of the meeting, we will make disclosure of such changes. We thank you for your cooperation as we balance our focus on shareholder engagement with the safety of our community and each of our shareholders.

By Order of the Board of Directors

*/s/ Harvey L. Glick*

Harvey L. Glick

*Chairman and Chief Executive Officer*

Charleston, South Carolina  
March 15, 2021



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# **FIRST CAPITAL BANCSHARES, INC.**

Charleston, South Carolina

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## **PROXY STATEMENT**

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### **ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held April 21, 2021**

#### **INFORMATION CONCERNING SOLICITATION AND VOTING**

The enclosed proxy is solicited by the Board of Directors, sometimes referred to herein as the Board, of First Capital Bancshares, Inc., a South Carolina corporation and registered bank holding company (the “Company”), for use at our Annual Meeting of Shareholders to be held virtually via Zoom video conference from the Harbour Club at WestEdge, 22 Westedge Street, Charleston, South Carolina at 11:00 a.m. on Wednesday, April 21, 2021, and any adjournment thereof. We will bear the cost of soliciting proxies. In addition to solicitation of proxies by internet and mail, our employees, without extra remuneration, may solicit proxies personally or by telephone or electronic communication. We will reimburse brokerage firms and other custodians, nominees and fiduciaries for their reasonable out-of-pocket expenses for forwarding proxy materials to beneficial owners and seeking instruction with respect thereto. Our principal executive offices are located at 304 Meeting Street, Charleston, South Carolina 29401.

Copies of this proxy statement and accompanying appointment of proxy were mailed to shareholders on or about March 19, 2021.

#### **Revocability of Proxies**

Voting via internet or returning the enclosed appointment of proxy in advance will not limit in any way your right to vote at the Annual Meeting if you later decide to attend the meeting and vote in person. Any registered shareholder giving a proxy has the power to revoke it at any time before it is voted by submitting a later dated proxy or written notice to us (Attention: Corporate Secretary) or by attending the meeting and voting in person. If, however, your shares are held in nominee or “street name”, you must contact your bank, broker or other nominee to revoke a proxy, or, if you have obtained a legal proxy from your bank, broker or other nominee giving you the right to vote your shares, you may change your vote by attending the meeting, presenting the legal proxy, and voting in person.

If you execute and return the enclosed appointment of proxy or submit your proxy via the internet by visiting the website indicated on your appointment of proxy, you may still attend the meeting and vote your shares in person. When you arrive at the meeting, first notify the Secretary of your desire to vote in person. You will then be given a ballot to vote in person, and provided you do vote in person or otherwise validly revoke your prior appointment of proxy as described above, your appointment of proxy will be disregarded.

*If you attend the meeting in person, you may vote your shares without returning the enclosed appointment of proxy or voting via the internet. However, if you do not return the enclosed appointment of*

proxy or submit your proxy via the internet and your plans change and you are not able to attend, your shares will not be voted. Even if you plan to attend the meeting, the best way to ensure that your shares will be voted is to submit the enclosed appointment of proxy or vote via the internet. If you later wish to change your vote, you may do so.

## **Voting**

*Your vote is important.* Your shares can be voted at the Annual Meeting only if you attend the meeting or vote by proxy. You do not have to attend the meeting to vote, but rather can vote by proxy if you so elect.

*Instructions for our holders of common stock.* Holders of record of our shares of common stock may vote by executing and returning the enclosed appointment of proxy in the pre-addressed pre-paid envelope provided with this proxy statement or by visiting the website indicated on the accompanying appointment of proxy. If you vote via the internet, follow the simple instructions and use the personalized control number specified on your appointment of proxy to vote your shares. You will be able to confirm that your vote has been properly recorded. Your internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed, and returned an appointment of proxy through the mail.

The Board of Directors has named Barry A. Emerson and Frank J. Cole, Jr. (the “Proxies”) as management proxies in the enclosed appointment of proxy. When appointments of proxy in the enclosed form are properly executed and submitted in time for the Annual Meeting, the shares they represent will be voted at the meeting in accordance with the directions you give. If no directions are given on how to vote your shares, the appointment of proxy will be voted FOR approval of the four (4) nominees for director in Proposal 1 described herein and FOR ratification of the appointment of Elliott Davis, LLC as the Company’s independent registered public accounting firm in Proposal 2. If, at or before the time of the Annual Meeting, any nominee named in Proposal 1 has become unavailable for any reason, the Proxies will have the discretion to vote for a substitute nominee. On such other matters as may properly come before the Annual Meeting, the Proxies will be authorized to vote the shares of common stock represented by appointments of proxy in accordance with their best judgment. These matters may include, among other matters, approval of the minutes of the 2020 annual meeting of shareholders and consideration of a motion to adjourn the Annual Meeting to another time, date or place.

*Record Holders.* If you hold your shares of the Company’s common stock in your own name, you are a “record” shareholder. Record shareholders may submit a proxy via the internet by visiting the website indicated on the appointment of proxy that accompanies this proxy statement or otherwise complete and sign the accompanying appointment of proxy and mail it in the business return envelope provided. Record shareholders may also vote in person at the Annual Meeting.

*Street Name Holders.* If you hold your shares of the Company’s common stock through a broker or other nominee, you are a “street name” shareholder. Street name shareholders who wish to vote at the Annual Meeting need to obtain the proxy materials from the institution that holds their common stock and follow the voting instructions on that form. Unless you make special arrangements with your broker or other nominee, shareholders holding in “street name” will not be permitted to vote in person at the Annual Meeting.

## **Remote Viewing**

Due to the ongoing public health impact of COVID-19 and to support the health, safety, and well-being of our team members and shareholders, we expect very limited attendance at the annual meeting and

strongly encourage all shareholders to vote by proxy in advance of the meeting. In order to provide shareholders with an opportunity to monitor the annual meeting remotely, we will stream the meeting live via Zoom and also provide an audio teleconference option. To register to view the meeting remotely, please contact our Investor Relations department by sending an email to [investorrelations@fcbcarolinas.com](mailto:investorrelations@fcbcarolinas.com) or by calling (843) 990-7712. Once you have registered, the link and passcode for the Zoom video conference will be provided to you.

Please note that the official business of the meeting will be conducted solely in person in Charleston, South Carolina, and that votes may be cast only by proxy in advance of the meeting or in person at the meeting. Shareholders will not be able to vote remotely during the live stream of the meeting via Zoom. The Company is providing the live stream of the meeting as an accommodation to shareholders in light of public health concerns. The live stream is not a substitute for the physical, in-person meeting.

### **Record Date and Voting Securities**

Only the holders of record of our common stock at the close of business on the record date, March 3, 2021, are entitled to notice of and to vote at the meeting. On the record date, 5,083,936 shares of our common stock were issued and outstanding. Shareholders are entitled to one vote for each share of common stock held on the record date.

### **Quorum**

A majority of the shares of our common stock issued and outstanding on the record date must be present in person or by proxy to constitute a quorum for the conduct of business at the Annual Meeting. Shares represented in person or by proxy at the meeting will be counted for the purpose of determining whether a quorum exists. Once a share is represented for any purpose at the meeting, it will be treated as present for quorum purposes for the remainder of the meeting and for any adjournments. If you submit a valid appointment of proxy or attend the meeting in person, your shares will be counted for purposes of determining whether a quorum is present, even if you abstain or instruct the proxies to abstain from voting on one or more matters. Broker “non-votes” also will be counted in determining whether there is a quorum. Broker “non-votes” will occur if your shares are held by an institution as nominee or in “street name” and are voted on one or more matters at the meeting but they are not voted by the broker on a “non-routine” matter (such as Proposal 1 discussed in this proxy statement) because you have not given the broker voting instructions on that matter. If your shares are represented at the meeting with respect to any matter voted on, they will be treated as present with respect to all matters voted on, even if they are not voted on all matters. If a quorum is not present at the opening of the Annual Meeting, the meeting may be adjourned by the vote of a majority of the shares of common stock voting on the motion to adjourn.

### **How Your Votes Will be Counted**

Each share of common stock is entitled to one vote for each matter submitted for a vote, and, in the election of directors, for each director to be elected. Proxies will be tabulated by one or more inspectors of election designated by the Board of Directors.

**Proposal 1 — Election of directors.** In the election of directors under Proposal 1, the four (4) nominees receiving the highest number of votes for the four (4) director seats will be elected. Shares not voted (including abstentions and broker non-votes) will have no effect on the outcome of this proposal. Shareholders are not authorized to cumulate their votes for directors.

**Proposal 2 — Ratification of the appointment of Elliott Davis, LLC as the Company’s independent registered public accounting firm.** The appointment of the independent registered public

accounting firm will be ratified under this proposal if the number of votes cast for the proposal exceeds the number of votes cast against the proposal. Shares not voted (including abstentions and broker non-votes) will have no effect on the outcome of this proposal.

### **Expenses of Solicitation**

We will pay the cost of this proxy solicitation. In addition to solicitation by mail, the Company's and its subsidiary bank's directors, officers and employees may solicit appointments of proxy in person, by telephone or via electronic means such as the internet. None of these employees will receive any additional or special compensation for this solicitation. We will, on request, reimburse brokerage houses and other nominees for their reasonable expenses for sending these proxy soliciting materials to the beneficial owners of the Company's stock held of record by such persons.

## Beneficial Ownership of Voting Securities

The following table sets forth certain information regarding the ownership of shares of our common stock as of March 3, 2021 by (a) each director of the Company and/or the Bank, (b) each of our executive officers identified below, and (c) all directors and executive officers as a group.

Each of the shareholders named in this table has voting and investment power with respect to the shares indicated as beneficially owned. All percentages are based on 5,083,936 shares outstanding as of March 3, 2021.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u>	<u>Percentage Owned<sup>(1)</sup></u>
Julius “Jules” Anderson, Jr.	34,222	*
William Melvin Brown III, M.D.	7,035	*
Frank J. Cole, Jr.	175,767	3.45%
Raymond N. DuBois, M.D., Ph.D.	19,500	*
Barry A. Emerson	27,000	*
Harvey L. Glick	167,767	3.29%
H. Lee Howell, Jr.	175,700	3.45%
James W. Mason III	69,821	1.37%
John B. McCoy	155,648	3.06%
Michael C. Robinson	34,500	*
<u>John D. Russ</u>	<u>167,767</u>	<u>3.29%</u>
All directors and executive officers as a group (11 persons)	1,034,727	20.06%

\* Indicates the individual beneficially owns less than 1% of the class of shares.

<sup>(1)</sup> Except as otherwise noted, to the best knowledge of the Company’s management, the above individuals and group exercise sole voting and investment power with respect to all shares shown as beneficially owned.

<sup>(2)</sup> Included in the beneficial ownership tabulations are the following shares underlying stock options to purchase shares of common stock of the Company that were exercisable as of December 31, 2020 or that become exercisable within 60 days of such date: Mr. Anderson – 4,500 shares; Mr. Cole – 17,500 shares; Dr. DuBois – 4,500 shares; Mr. Emerson – 4,500 shares; Mr. Glick – 9,500 shares; Mr. Howell – 7,500 shares; Mr. Mason – 5,000 shares; Mr. McCoy – 7,500 shares; Mr. Robinson – 4,500 shares; Mr. Russ – 9,500 shares; and such individuals as a group – 74,500 shares.

<sup>(3)</sup> The calculation of the percentage of class beneficially owned by each individual and the group is based, in each case, on the sum of (1) 5,083,936 outstanding shares of common stock, and (2) the number of additional shares that could be purchased by that individual or by persons included in the group under options to purchase common stock capable of being exercised within 60 days of December 31, 2020.

## SHAREHOLDER COMMUNICATIONS

Shareholders and other interested parties may communicate with the Board by writing to Harvey L. Glick, our Chairman and Chief Executive Officer, at 304 Meeting Street, Charleston, South Carolina 29401. Mr. Glick will relay such communications to the Board of Directors.

## OTHER MATTERS

The Board of Directors knows of no other business to be brought before the Annual Meeting, but intends that, as to any such other business, the shares will be voted pursuant to the proxy in accordance with the best judgment of the person or persons acting thereunder.

## PROPOSAL NO. 1 – ELECTION OF DIRECTORS

The Company is a South Carolina business corporation that serves as the registered bank holding company of First Capital Bank, a North Carolina state-chartered bank. The Company owns all of the outstanding capital stock of First Capital Bank.

**Board size and membership.** Under the Company's bylaws, the number of directors shall be the number the Board determines from time to time prior to each Annual Meeting of Shareholders at which directors are to be elected. That number cannot be less than five (5) nor more than twenty-five (25). The Board has set the size of the Company's Board of Directors at ten (10).

**Terms of Directors.** The Company's Articles of Incorporation provide that the Board shall be divided into three classes, each containing as nearly equal a number of directors as possible, with one of the three classes standing for election each year. This is referred to as having a staggered, or classified, board of directors. The four (4) nominees listed below have been nominated for election to three-year terms.

**Director Independence.** Other than our Chairman and Chief Executive Officer, Harvey L. Glick, and our immediate past Chief Executive Officer, Frank J. Cole, Jr., all of the current members of the Board of Directors are independent directors.

**Directors to be elected at this Annual Meeting.** At this Annual Meeting, four (4) directors will be elected to the Company's Board of Directors. The nominees are listed below.

**How votes will be counted.** Unless you give instructions to the contrary, the Proxies will vote for the election of the four (4) nominees listed below by casting the number of votes for each nominee designated by the shareholder proxies. If, at or before the meeting time, any of these nominees should become unavailable for any reason, the Proxies have the discretion to vote for a substitute nominee. Management currently has no reason to anticipate that any of the nominees will become unavailable for election.

**Votes needed to elect.** The four (4) nominees receiving the highest number of votes will be elected.

**Nominations.** The Company's Nominating Committee has nominated the four (4) nominees listed below to terms indicated.

**Nominees.** The following table lists the names and other relevant information for each of the four (4) individuals nominated for election to the Company’s Board of Directors:

<b>Name</b>	<b>Age</b>	<b>Director Since</b>	<b>Principal Occupation and Business Experience</b>
<i>Three-Year Terms</i>			
Barry A. Emerson	69	2018	Owner and Certified Public Accountant, Barry A. Emerson, CPA, LLC, Charleston, SC, 1997–present.
H. Lee Howell, Jr.	52	1999	President and Owner, Scotland Motors, Inc. (auto sales/service), Laurinburg, NC, 1996–present.
Michael C. Robinson	77	2018	Owner and President, Charleston Appraisal Service, Inc. (real estate appraisal services), Charleston, SC 1983–present.
John D. Russ	73	2017	Director and Vice Chairman, First Capital Bancshares, Inc., 2017–present.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR LISTED ABOVE. THE FOUR (4) NOMINEES RECEIVING THE HIGHEST NUMBER OF VOTES WILL BE ELECTED.**

## MANAGEMENT OF THE COMPANY

### Incumbent Directors

The following table lists the names and other relevant information for each individual serving as a director of the Company and/or the Bank.

<b>Name</b>	<b>Age</b>	<b>Term Expires</b>	<b>Principal Occupation and Business Experience</b>
Julius “Jules” Anderson, Jr.	70	2022	President & CEO, Anderson Insurance Associates, Inc. (independent insurance agency), Charleston, SC, 1980–present.
William Melvin Brown III, M.D.	51	--	Physician, Trident Medical Center, Charleston, SC, Ralph H. Johnson VA Medical Center, Charleston, SC, and Lexington Medical Center, Columbia, SC.
Frank J. Cole, Jr.	67	2022	President and Chief Executive Officer, First Capital Bancshares, Inc., Charleston, SC, 2017–present; Chief Executive Officer, First Capital Bank, Charleston, SC, 2017–present.
Raymond N. DuBois, M.D., Ph.D.	66	2023	Dean, College of Medicine at The Medical University of South Carolina, Charleston, SC, 2016–present.

Harvey L. Glick	70	2023	Director and Chairman, First Capital Bancshares, Inc., Charleston, SC, 2017–present; President and Chief Executive Officer, First Capital Bancshares, Inc., 2021–present; Chief Executive Officer, First Capital Bank, 2021–present.
James W. Mason III	66	2022	President and Owner, The Mason Company (appraisal/property management service/broker), Laurinburg, NC, 1983–present.
John B. McCoy	77	2022	Director, Onex Corporation; Member, Advisory Board, Second Curve Capital; Member, Advisory Board, FTV Capital. Former Chairman and Chief Executive Officer of Bank One Corporation, 1984-1999.

## Director Qualifications

In evaluating a director candidate, the Nominating Committee considers a variety of factors, including the knowledge, experience, integrity and judgment of each candidate; the potential contribution of each candidate to the diversity of backgrounds, experience and competencies which the Nominating Committee desires to have represented on the Board; each candidate’s ability to devote sufficient time and effort to his or her duties as a director; and any core competencies or technical expertise necessary to provide oversight to the Company’s operations. With the exception of our Chairman and Chief Executive Officer, Harvey L. Glick, and our immediate past Chief Executive Officer, Frank J. Cole, Jr., all of the current members of the Board of Directors are independent directors. The Nominating Committee believes that all of the current directors are independent of the influence of any particular shareholder or group of shareholders whose interests may diverge from the interests of our shareholders as a whole.

Each current director also brings a strong and unique background and set of skills to the Board, giving the Board, as a whole, competence and experience in a wide variety of areas, including corporate governance and board service, executive management, finance and other industries. Additionally, many of our directors have significant experience serving in leadership roles in the banking industry, including boards of directors and in executive management roles. The following discussion of each director’s specific experience, qualifications, attributions or skills led the Nominating Committee to conclude that he should serve as a director of the Company.

*Julius “Jules” Anderson, Jr.* Mr. Anderson started his insurance career in the early 1970s. He is now serving as the CEO of Anderson Insurance Associates, Inc., a full-service independent insurance agency with offices located in Charleston, Hilton Head, Pawleys Island, Aiken and Greenville, South Carolina. Mr. Anderson has served as Chairman of the Independent Insurance Agents and Brokers of South Carolina, and President of the Independent Insurance Agents of Charleston. He has also served on the advisory boards of several major insurance companies and on the South Carolina Department of the Insurance Coastal Property Task Force. He currently serves on the Board of the SCMMA, appointed by the Governor. He served as a national board member of the Independent Insurance Agents of America and as a member of the Finance Committee.

Mr. Anderson is an active member of the Charleston community. He is an Elder of First (Scots) Presbyterian Church, served as Chairman of the Association for the Blind and Visually Impaired, Board Member of the Charleston County Assessment Appeals Board, past President of the Sertoma Club of Charleston, past Chairman of Big Brothers Big Sisters of Charleston, a Board Member of My Sister’s House, Board Chairman of Life Management Center, President of the Charleston Bible Society, member of the Limestone College Board of Trustees, board member of the Charleston Trident Chamber of Commerce, and Trustee of the Thornwell Home for Children in Clinton, South Carolina. Mr. Anderson is a graduate of Limestone College with a bachelor’s degree in Business Administration and Management.

*William Melvin Brown III, M.D.* A native Charlestonian, Dr. Brown is a 1991 graduate of the U.S. Naval Academy. After years of service and two sea tours in the Navy, he returned to Charleston to teach naval science at The Citadel. While at The Citadel, he earned a masters degree in education and biology and went on to graduate school at the Medical University of South Carolina in 2002. Following graduation from the Medical University of South Carolina, he returned to active duty in the Navy as a physician. During his twenty years of service, Dr. Brown received the Navy Commendation Medal six times, the Navy Achievement Medal twice, a Presidential Citation, and two Battle Efficiency ribbons.

Dr. Brown now holds staff privileges at Trident Medical Center and the Ralph H. Johnson VA Medical Center in Charleston, as well as the Lexington Medical Center in Columbia, South Carolina. He was elected to the Medical University of South Carolina Board of Trustees in 2018 as the medical profession representative from the Sixth Congressional District. He is an active member of St. Patrick's Catholic Church and the Owls Whist Club. He sits on the executive boards of the Star Gospel Mission and YESCarolina, a youth entrepreneurship organization.

*Frank J. Cole, Jr.* Mr. Cole has over 30 years of banking experience and has demonstrated success at building and leading high-performance community banks with a focus on team building and shareholder value. He has operated both public and privately-held banking companies with extensive experience in capital management and capital raising. Mr. Cole is a certified public accountant and, since 2014, has operated a tax service preparing individual and business returns. From 1997 until his retirement in 2012, he was a founder, director, Secretary, Executive Vice President and Chief Financial Officer of Carolina Financial Corporation (CARO), a \$2.1 billion publicly-traded bank holding company headquartered in Charleston, SC. Mr. Cole was President and Director of Community FirstBank of Charleston, now CresCom Bank, CARO's commercial banking subsidiary, operating branches throughout South Carolina and coastal North Carolina. He was a Director of Crescent Mortgage, a subsidiary of Community FirstBank of Charleston, which operated a wholesale mortgage facility in 44 states.

From 1993-1995, Mr. Cole served as Senior Vice President and City Executive in Charleston, SC for United Savings Bank, Greenwood, SC. He was responsible for developing retail and commercial business in the Charleston market. He raised \$40 million in core deposits in the first six months resulting in the second lowest cost of funds in a 17-branch bank. United Savings Bank was acquired by First Union in 1995. In 1985, Mr. Cole was hired by a struggling mutual thrift, Home Federal Savings Bank, Charleston, SC, to help develop and execute a new business plan. As Executive Vice President and Chief Financial Officer, he and the management team made significant changes to the business model including a \$14 million capital raise and listing on the AMEX. Home Federal was sold to SouthTrust in 1992 for a 500% return on the initial shareholders' investment.

From 1980-1985, Mr. Cole worked for Peat, Marwick, Mitchell & Co. (now KPMG). His clients were primarily financial institutions and manufacturing firms. He has experience with SEC registrants along with mergers and acquisitions. In 1980, Mr. Cole graduated Magna Cum Laude from Furman University with a Bachelor of Arts in Accounting. He received his CPA in 1984. Mr. Cole is a 33-year member of the Exchange Club of Charleston, and is past Chairman of the Make-A-Wish Foundation of South Carolina, Inc. He is also a member of the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants and was a long-term member of the Financial Managers Society, Inc.

*Raymond N. DuBois, M.D., PhD.* Dr. DuBois is an internationally renowned expert for his studies on the molecular and genetic basis for colorectal cancer. His laboratory examines the molecular mechanisms by which inflammatory mediators affect intestinal epithelial biology, the tumor microenvironment and colon cancer development. Dr. DuBois was named Dean of the College of Medicine at the Medical University of South Carolina in March 2016. For four years prior to coming to

MUSC, Dr. DuBois served as Executive Director of the Biodesign Institute at Arizona State University with a joint appointment as Professor of Medicine in the Mayo College of Medicine. He served as Provost and Executive Vice President and Professor of Cancer Medicine and Cancer Biology at the University of Texas MD Anderson Cancer Center in Houston from 2007-2012. From 1998 to 2004, he directed Vanderbilt's Division of Gastroenterology, Hepatology and Nutrition, and served as Director of the Vanderbilt-Ingram Cancer Center from 2005-2007.

Dr. DuBois is a Fellow of the American Association for the Advancement of Science and AACR, Past President of the American Association for Cancer Research, the Southern Society for Clinical Investigation, and the International Society for Gastrointestinal Cancer. He is also a member of the American Clinical and Climatological Association, the Royal College of Physicians, the Association of American Physicians and the American Society for Clinical Investigation. During his career as a physician-scientist, Dr. DuBois has published over 150 peer reviewed research articles, more than 60 article reviews, 25 book chapters, and three books. His work has been cited over 49,000 times according to Google Scholar. He is a co-inventor of a method to identify and prevent cellular genes needed for viral growth and cellular genes that function as tumor suppressors in mammals which led to the creation of a new biotech company (Avatar) in Nashville, TN. Dr. DuBois served as one of Avatar's founding scientists.

Dr. DuBois currently serves as the President and Chair of the AACR Foundation Board of Directors and is a member of the Board of Directors for the American Cancer Society's Cancer Action Network. In the past, he served as a member of the Stand Up to Cancer Executive Management Board and is currently serving on its Scientific Advisory Board. He is also a member of the National Cancer Institute's Board of Scientific Councilors. Dr. DuBois also serves on the Scientific Advisory Board for the German National Cancer Institute and its Clinical Research Network. Dr. DuBois earned a bachelor's degree from Texas A&M University and a doctoral degree from the University of Texas Southwestern Medical Center in Dallas. He obtained a medical degree from the University of Texas Health Science Center in San Antonio, followed by an Osler Medicine internship and residency, and a gastroenterology fellowship at the Johns Hopkins Hospital in Baltimore.

*Barry A. Emerson.* Mr. Emerson has been the owner of Barry A. Emerson, CPA, LLC since 1997. Prior to that, he worked as a certified public accountant with two accounting firms beginning in 1979. Mr. Emerson graduated from the Baptist College at Charleston in 1979 with a Bachelor of Science degree and became a certified public accountant in 1981. He is a member of the American Institute of Certified Public Accountants and the South Carolina Association of Certified Public Accountants.

Mr. Emerson has been a member of the Exchange Club of Charleston since 1981 where he has served as treasurer of both its Coastal Carolina Fair, fundraising arm, and its Foundation, charitable entity. He was awarded both its Man of the Year and Andrew awards for his service to the Club and community.

*Harvey L. Glick.* Mr. Glick was appointed as President and Chief Executive Officer of First Capital Bancshares, Inc. and as Chief Executive Officer of First Capital Bank in 2021. He is the former CEO, founder and director of several banks in Ohio, North Carolina, South Carolina and Florida. He was a founding director of Insignia Bank in Sarasota, FL. Mr. Glick helped organize the bank and served on the board for ten years. Insignia Bank agreed to be acquired by Stonegate Bank in 2017. In 2014, he was instrumental in the recapitalization of Bank of the Carolinas, Mocksville, NC. Bank of the Carolinas was a troubled bank on the verge of failure. Mr. Glick assumed the role of Chairman of the Board and successfully led a \$45.8 million recapitalization of the bank and its eventual sale to Bank of the Ozarks in 2015. Mr. Glick served as President and CEO of Insight Bank, Worthington, OH from December 2008 through August 2014. Under his leadership, Insight Bank grew from \$50 million in assets to \$250 million and was sold to Cincinnati-based First Financial Bank in 2014.

Mr. Glick began his banking career in 1980 at State Savings Bank in Columbus, OH, after many years as an accountant and chief financial officer for local businesses. He served as Founding Chairman and CEO of Prospect Bank until its sale to Sky Financial Group in 2004. He served as Executive Vice President of Sky Bank until July 2006. He is a former Chairman of the Board of Century Bank of Columbus and was a Board member of State Savings Bank of Arizona. He also served on the Board of Carolina Financial Corporation (CresCom Bank) in Charleston, SC.

In August 2011, he was appointed to the Banking Commission for the State of Ohio by Governor John Kasich and served until December 2016. In 2003, he received the Ernst & Young Entrepreneur of the Year Award for Central Ohio. In the past, he has been a Member of the Board of Directors of the Worthington Education Foundation. He also served on the Board of Directors of Science & Technology Campus Corporation, which owns the assets of The Ohio State University Research and Development Park and Incubator and numerous other boards. In November 2019 he was elected to the Hollings Cancer Center Advisory Board, MUSC Charleston. He received a Bachelor of Science in Accounting from The Ohio State University in 1973.

*H. Lee Howell, Jr.* Mr. Howell is the owner of Scotland Motors, Inc. in Laurinburg, NC and has been President of Scotland Motors since 1996. Scotland Motors is an independent automobile dealership which has received numerous awards, including in 2012 being one of the Top 50 Independent Dealers across the United States according to Auto Dealer Monthly. In 2009, Mr. Howell received the Quality Dealer of the Year award from the Carolinas Independent Automobile Dealers Association. Scotland Motors, Inc. received the 2017 Business of the Year award from the Laurinburg/Scotland County Area Chamber of Commerce and in 2018 received the Business of the Year from UNCP Office for Regional Initiatives. Mr. Howell also owns real estate investment companies, Lee Howell, Inc. and Howell Land Company, LLC, as well as an auto rental company, Scotland Leasing and Rental, Inc.

Mr. Howell currently serves on the boards of the Scotland Memorial Foundation, the Richmond Community College Foundation, the Scotland Family Counseling Center, and the Scotland County Concerned Citizens for the Homeless. In 2015, Mr. Howell served as Chairman of the Scotland County Chamber of Commerce and as Chair of the Richmond Community College Foundation Board. From 2017-2018, Mr. Howell was the Chair of the Board of Trustees of The O'Neal School in Pinehurst, North Carolina.

Mr. Howell graduated from Flora McDonald Academy in North Carolina in 1987. He is a member of First Baptist Church of Laurinburg where he has served as a deacon. He is also a member of the Laurinburg Rotary Club, and he has served as Director of First Capital Bank since 1999.

*James W. Mason III.* Mr. Mason has been the President and owner of The Mason Company since 1983. The Mason Company is an Appraisal/Property Management Company located in Laurinburg, NC. Mr. Mason graduated from Wingate College in 1975 with an A.A. degree, and he is a 1977 graduate of Appalachian State University with a Bachelor of Science degree in Business Administration. He earned his SRA designation with the Appraisal Institute in 1984. He also has a general appraiser and broker's license in both North and South Carolina.

Mr. Mason is a past Chairman of Scotland Memorial Hospital as well as Hospice of Scotland County. He has been an Elder of the Laurinburg Presbyterian Church for many years. He also serves on the Board of Trustees of Wingate University. Mr. Mason has received numerous awards for his community service. Mr. Mason served as a director of First Capital Bank from June 2007 to November 2017.

*John B. McCoy.* Mr. McCoy retired as Chairman and Chief Executive Officer of Bank One Corporation in December 1999, where he had been CEO since 1984. During his tenure as CEO, the

company grew from \$9.1 billion in assets to \$269.4 billion. Prior to moving to the parent company in 1983 as President and Chief Operating Officer, he was president of Bank One, Columbus, NA from 1977 until 1983, and of Bank One Trust Company, NA in 1981. He joined Bank One (then City National Bank & Trust Company) in 1970 and was the third generation of McCoy's to be associated with the Bank One organization. While at Bank One, he was a member of the Federal Advisory Council and the Board of the Bankers Roundtable. During his tenure as CEO, Mr. McCoy participated in more than 100 acquisitions of other financial institutions including American Fletcher (Indianapolis), Marine Corporation (Milwaukee), Valley Bank (Arizona), First USA (Wilmington), Team Bank (Dallas), and First Chicago. Bank One also purchased M Corp. (Dallas) from the FDIC and participated in a number of other federally assisted transactions in Texas and elsewhere.

Born in Columbus, Ohio, Mr. McCoy is a graduate of the Columbus Academy where he was president of his class. He graduated from Williams College in Williamstown, Massachusetts in 1965 with a B.A. degree in history, and received an honorary Doctor of Laws degree from that institution in 1992. He also holds an M.B.A. degree in finance from Stanford University's Graduate School of Business. In 1994, he was honored by the Stanford Business School Alumni Association with the Ernest C. Arbuckle Award. In addition, he has an honorary Doctor of Business Administration degree from The Ohio State University, an honorary Doctor of Laws degree from Kenyon College and, in 2008, he received an honorary Doctor of Business degree from Michigan State University.

Mr. McCoy is a retired director of AT&T Inc. and of Cardinal Health, Inc. and is former board chair and member of the board of directors of Battelle Memorial Institute. In addition, he is a past member of Capitol South Community Urban Redevelopment Corporation in Columbus. He was also formerly chairman and past chairman of the PGA Tour Policy Board. Mr. McCoy is a former member of the board of trustees of Williams College and of Stanford University and past chairman of the board of trustees of Kenyon College. He served on the Advisory Council of the Graduate School of Business at Stanford University. Mr. McCoy is currently a director of Onex Corporation (TSX: OCX.SV). He also sits on the Advisory Boards of Second Curve Capital and FTV Capital.

*Michael C. Robinson.* Mr. Robinson is a native of Charleston, SC and the owner and President of Charleston Appraisal Service, Inc., which he founded in 1983. He is a licensed real estate broker as well as a certified general real estate appraiser with MAI and SRA designations. In 1987, Mr. Robinson was an organizer of Lowcountry Savings Bank, Mount Pleasant, SC, and served as Chairman of both the Board of Directors as well as the Loan Committee until the bank's merger with Carolina First Bank in 1997. Since 1990, Mr. Robinson has been a member of the Board of Zoning Appeals of the City of Charleston for more than 30 years and is currently its chairman. In addition to his real estate appraisal business, he is also active in real estate development and investment in Charleston, SC. Mr. Robinson was also on the City of Charleston's Strategic Planning Committee in 1999. In 2004, he received a Papal appointment to Knighthood in the Equestrian Order of the Holy Sepulchre in Jerusalem.

Mr. Robinson is a 1965 graduate of The Citadel with a Bachelor of Arts in English and has been inducted into The Citadel's Business School Hall of Fame. Upon graduation, he was commissioned as a Second Lieutenant in the U.S. Army, serving as commander of a nuclear warhead team in a NATO assignment in Germany. Mr. Robinson resigned from the U.S. Army as a Captain, after which he began his career as a real estate appraiser for the Charleston County Assessor's Office and Home Federal Savings and Loan Association.

*John D. Russ.* Mr. Russ has over 44 years of experience with several banks in the southeastern United States. He most recently served as the President and CEO of Carolina Financial Corporation, a \$2.1 billion bank holding company that was headquartered in Charleston, South Carolina. Carolina Financial Corporation was acquired by United Bankshares, Inc., Charleston, West Virginia, in 2020. Carolina

Financial's commercial banking subsidiary, CresCom Bank (now United Bank), operates branches in the Charleston, Myrtle Beach, Columbia, and Greenville, South Carolina markets, as well as the Wilmington and other southeastern North Carolina markets. Its Crescent Mortgage subsidiary is a wholesale mortgage banking company located in Atlanta, GA, that originates home mortgage loans in 44 states. Crescent Mortgage is now a subsidiary of United Bank. Mr. Russ co-founded Carolina Financial Corporation in 1997.

From 1995 through 1998, Mr. Russ was a consultant in the banking and mortgage banking industries. His clients included State Savings Bank (Columbus, OH) and Fannie Mae. In 2007, he served as a consultant to and investor in the newly-organized Insignia Bank, Sarasota, FL. Insignia Bank agreed to be acquired by Stonegate Bank in 2017. In 2014, Mr. Russ served as an investor in and a director of the recapitalized Bank of the Carolinas, Mocksville, NC until its sale to Bank of the Ozarks in 2015.

Mr. Russ started his banking career with Home Federal Savings Bank in Charleston, SC in 1970. He served in various capacities, including Executive Vice President, COO, Secretary, Vice Chairman and Director until its sale to SouthTrust Bank in 1993. He is a 1970 graduate of the University of South Carolina, where he earned his bachelor's degree with a major in Business Administration. Mr. Russ is a member of the Carolina Yacht Club, the Hibernian Society, and Metropolitan Exchange Club. He serves as a member of the Citizens Advisory Council of the Hollings Cancer Center at the Medical University of South Carolina and has served in many capacities with numerous not-for-profit organizations including the Trident United Way, the Carolina Lowcountry Chapter, American National Red Cross and the Charleston Metro Chamber of Commerce.

### **Director Relationships**

None of the Company's directors is currently a director of any corporation with a class of securities registered pursuant to section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") or subject to the requirements of section 15(d) of the Exchange Act, or any corporation registered as an investment company under the Investment Company Act of 1940.

### **Meetings and Committees of the Board of Directors**

It is anticipated that the Board of Directors of the Company will meet at least quarterly during 2021 and that the Board of Directors of the Bank, or the executive committee of the Bank's Board of Directors, will meet monthly.

The Boards of Directors of the Company and the Bank have designated several standing committees including an audit committee, compensation committee, and nominating committee. The audit committee has established pre-approval policies and procedures that involve an assessment of the performance and independence of the Company's independent registered public accounting firm, evaluation of any conflicts of interest that may impair the independence of the independent registered public accounting firm and pre-approval of an engagement letter that outlines all services to be rendered by the Company's independent registered public accounting firm. The compensation committee reviews and recommends to the board the annual compensation, including salary, equity-based grants, incentive compensation, and other benefits for senior management and other Company and Bank employees. The compensation committee also reviews the salaries and compensation programs required to attract and retain the executive officers of the Company and the Bank and has approval authority for compensation of executive officers and recommends for approval the compensation of the chief executive officer to the Board of Directors. The duties of the nominating committee are: (1) to assist the Board of Directors by identifying individuals qualified to become board members and to recommend to the board the director nominees for the next meeting of shareholders at which directors are to be elected; (2) to assist the Board of

Directors by identifying individuals qualified to become board members in the event a vacancy on the board exists and that such vacancy should be filled; and (3) to recommend director nominees to the Board of Directors for each board committee, in the event the chairperson of the Board of Directors delegates such responsibility to the nominating committee.

### **Corporate Governance: Board Leadership and Risk Oversight**

Harvey L. Glick serves as the Company's Chairman and Chief Executive Officer. The Company believes this structure provides the Company and the Board of Directors with strong leadership, appropriate oversight of management and continuity of experience. A combined Chairman and Chief Executive Officer allows the Company to communicate its business and strategy to shareholders, clients, employees, regulators and the public with a single voice.

Responsibility for risk oversight ultimately rests with the Board of Directors. The officers of the Company and its subsidiary bank are responsible for managing the risks on a day-to-day basis. Oversight of the Company's risk management policies and procedures is accomplished by the Board primarily through the committee structure that it has established, which committees receive regular periodic reports from the Company's officers. The committees with primary risk oversight functions are each chaired by independent directors in order to provide a measure of third-party objectivity to the review of the officers' management of risk.

### **Shareholder Communications with Directors**

The Company encourages all shareholders who wish to communicate with any member of the Board of Directors to send such inquiries by mail to Harvey L. Glick, our Chairman and Chief Executive Officer, at 304 Meeting Street, Charleston, South Carolina 29401. The Company will forward all communications to the named director or, if no particular director is named, to the appropriate committee of the Board for consideration.

### **Indebtedness of and Transactions with Management**

First Capital Bank has, and expects in the future to have, banking transactions in the ordinary course of business with certain of its or the Company's current directors, nominees for director, executive officers and their associates. All loans included in such transactions will be made on substantially the same terms, including interest rates, repayment terms and collateral, as those prevailing for comparable transactions with other persons at the time such loans were made, and will not involve more than the normal risk of collectability or present other unfavorable features.

Loans made by the Bank to Directors and executive officers are subject to the requirements of Regulation O of the Board of Governors of the Federal Reserve System. Regulation O requires, among other things, prior approval of the Board of Directors with any "interested director" not participating, dollar limitations on amounts of certain loans and prohibitions on any favorable treatment being extended to any director or executive officer in any of the Bank's lending matters. To the best knowledge of the management of the Company and the Bank, Regulation O has been complied with in all material respects.

**PROPOSAL NO. 2 – RATIFICATION OF INDEPENDENT REGISTERED  
PUBLIC ACCOUNTING FIRM**

The Audit Committee of the Board of Directors has appointed Elliott Davis, LLC as the independent auditors of the Company’s financial statements for the year ending December 31, 2021. Although shareholder ratification of the appointment of Elliott Davis, LLC is not required by the Company’s bylaws or otherwise, the Company’s Board of Directors is submitting this appointment to shareholders for their ratification at the Annual Meeting as a matter of good corporate practice. If the appointment of Elliott Davis, LLC is not ratified by our shareholders, the Audit Committee may appoint another independent registered public accounting firm or nevertheless appoint Elliott Davis, LLC. Even if the appointment of Elliott Davis, LLC is ratified by the shareholders at the Annual Meeting, the Audit Committee, in its discretion, may appoint a different independent registered public accounting firm at any time during the year, as this proposal is advisory in nature.

The Audit Committee operates under a written charter adopted by the Board of Directors. In fulfilling its oversight responsibility of reviewing the services performed by the Company’s independent registered public accounting firm, the Committee carefully reviews the policies and procedures for the engagement of the independent registered public accounting firm. The Audit Committee discussed with Elliott Davis, LLC the overall scope and plans for the audit, and the results of the audit for the year ended December 31, 2020. The fees billed for services were compatible with Elliott Davis, LLC maintaining their independence.

**THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR  
APPROVAL OF THE RATIFICATION OF ELLIOTT DAVIS, LLC AS THE COMPANY’S  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING  
DECEMBER 31, 2021.**

