

FIRST CAPITAL BANCSHARES, INC.

Charleston, South Carolina

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 17, 2024

To the Shareholders of First Capital Bancshares, Inc.:

The 2024 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 17, 2024 at 11:00 a.m. The location for the Annual Meeting will be the Francis Marion Hotel, 387 King Street, Charleston, South Carolina, in the Poinsett Conference Room. The Annual Meeting will be held for the following purposes:

- to elect three (3) members to the Company’s Board of Directors;
- to approve an amendment of the Company’s 2018 Omnibus Stock Incentive Plan to increase the number of shares of voting common stock issuable under such plan;
- 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, 2024; 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 11, 2024 as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment thereof. We are providing proxy materials to our shareholders via the internet. By doing so, shareholders will only receive a printed notice containing instructions on how to access the proxy materials via the internet and to vote online or by mail. If you would like to receive a paper copy of the proxy materials, you should follow the instructions in the notice for requesting a copy.

To assure your representation at the Annual Meeting, please vote your shares as instructed in the printed notice you received. 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.

The notice of 2024 Annual Meeting of shareholders, proxy statement, and 2023 annual report are available at <https://www.westcoaststocktransfer.com/fcpb-proxy/>.

IMPORTANT – PLEASE VOTE YOUR SHARES

Please vote your shares as instructed in the printed notice you received.

By Order of the Board of Directors

/s/ Harvey L. Glick

Harvey L. Glick
Chairman and Chief Executive Officer

Charleston, South Carolina
March 18, 2024

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FIRST CAPITAL BANCSHARES, INC.
Charleston, South Carolina

PROXY STATEMENT

ANNUAL MEETING OF SHAREHOLDERS

To Be Held April 17, 2024

INFORMATION CONCERNING SOLICITATION AND VOTING

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”), is soliciting proxies for use at our Annual Meeting of Shareholders to be held at the Francis Marion Hotel, 387 King Street, Charleston, South Carolina, in the Poinsett Conference Room at 11:00 a.m. on Wednesday, April 17, 2024, and any adjournment thereof. We will bear the cost of soliciting proxies. In addition to solicitation of proxies by internet and mail, our directors, officers and employees, without extra remuneration, may solicit proxies in person 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.

We have elected to mail a notice regarding the availability of our proxy materials on the internet, rather than sending a full set of materials in the mail. The notice was sent to shareholders beginning March 18, 2024. If you would like to receive a paper copy of the proxy materials, you should follow the instructions in the notice for requesting a copy.

Revocability of Proxies

Voting via internet or returning an appointment of proxy by mail 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 an appointment of proxy by mail or submit your proxy via the internet by visiting the website indicated on the printed notice you received, 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 an appointment of proxy by mail or voting via the internet. However, if you do not return an appointment of proxy by mail 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 an appointment of proxy by mail 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 holders of our voting common stock. Holders of record of our shares of voting common stock may vote by executing and returning an appointment of proxy by mail or by visiting the website indicated on the printed notice you received. If you vote via the internet, follow the instructions and use the personalized control number specified on your printed notice 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 Julius Anderson, Jr. (the “Proxies”) as management proxies in the appointment of proxy. When appointments of proxy 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 three (3) nominees for director in Proposal 1 described herein, FOR approval of the amendment to our 2018 Omnibus Stock Incentive Plan, and FOR ratification of the appointment of Elliott Davis, LLC as the Company’s independent registered public accounting firm. 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 voting 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 2023 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 voting 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 printed notice you received or otherwise complete and sign an appointment of proxy and return it by mail. Record shareholders may also vote in person at the Annual Meeting.

Street Name Holders. If you hold your shares of the Company’s voting 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 voting 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.

Record Date and Voting Securities

Only the holders of record of our voting common stock at the close of business on the record date,

March 11, 2024, are entitled to notice of and to vote at the meeting. On the record date, 7,912,434 shares of our voting common stock were issued and outstanding. Shareholders are entitled to one vote for each share of voting common stock held on the record date.

Quorum

A majority of the shares of our voting 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 voting common stock voting on the motion to adjourn.

How Your Votes Will be Counted

Each share of voting 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.

Proposal 1 — Election of directors. In the election of directors under Proposal 1, the three (3) nominees receiving the highest number of votes for the three (3) director seats will be elected. Shares not voted (including 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 – Amendment of 2018 Omnibus Stock Incentive Plan. With respect to proposal 2, the proposal will be approved 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.

Proposal 3 — 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, directors, officers and employees of the Company and its subsidiary, First Capital Bank (the “Bank”) may solicit appointments of proxy in person, by telephone or via electronic means such as the internet. None of these persons 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 voting common 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 voting common stock as of March 11, 2024 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 7,912,434 shares of voting common stock outstanding as of March 11, 2024.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned⁽¹⁾⁽²⁾</u>	<u>Percentage Owned⁽³⁾</u>
Julius “Jules” Anderson, Jr. ⁽⁴⁾	71,532	*
William Melvin Brown III, M.D.	12,305	*
John Douglass ⁽⁵⁾	20,777	*
Raymond N. DuBois, M.D., Ph.D.	45,333	*
Barry A. Emerson	46,417	*
Harvey L. Glick	326,677	4.10%
H. Lee Howell, Jr.	222,431	2.80%
Joseph Kassim	130,508	1.64%
James W. Mason III	85,709	1.08%
John B. McCoy	210,926	2.66%
Michael C. Robinson	64,333	*
Tradd Rodenberg ⁽⁵⁾	52,655	*
John D. Russ ⁽⁶⁾	205,767	2.59%
All directors and executive officers as a group (13 persons)	1,495,370	18.24%

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

⁽¹⁾ 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.

⁽²⁾ Included in the beneficial ownership tabulations are the following shares underlying stock options to purchase shares of voting common stock of the Company that were exercisable as of March 11, 2024 or that become exercisable within 60 days of such date: Mr. Anderson – 14,333 shares; Dr. Brown – 5,000 shares; Mr. Douglass – 4,000 shares; Dr. DuBois – 14,333 shares; Mr. Emerson – 13,917 shares; Mr. Glick – 64,300 shares; Mr. Howell – 23,750 shares; Mr. Kassim – 26,750 shares; Mr. Mason – 15,333 shares; Mr. McCoy – 25,000 shares; Mr. Robinson – 14,333 shares; Mr. Rodenberg – 18,500 shares; Mr. Russ – 47,500 shares; and such individuals as a group – 287,049 shares.

(3) 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) 7,912,434 outstanding shares of voting 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 March 11, 2024.

(4) Includes 7,750 shares over which Mr. Anderson shares voting and investment power.

(5) Executive officer only.

(6) Mr. Russ intends to retire from the Board effective at the Annual Meeting.

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 South 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). Effective at the Annual Meeting, the Board has set the size of the Company's Board of Directors at eight (8).

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. Messrs. Emerson and Robinson have been nominated for election to one-year terms. Mr. Howell has been nominated for election to a two-year term.

Non-management Directors. Other than our Chairman and Chief Executive Officer, Harvey L. Glick, all of the current members of the Company's Board of Directors are non-management directors. Joseph Kassim, the Company's Chief Financial Officer and the President and Chief Operating Officer of First Capital Bank, serves on First Capital Bank's Board of Directors.

Directors to be elected at this Annual Meeting. At this Annual Meeting, three (3) 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 three (3) 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 three (3) nominees receiving the highest number of votes will be elected.

Nominations. The Company’s Nominating Committee has nominated the three (3) nominees listed below to the terms indicated.

Nominees. The following table lists the names and other relevant information for each of the three (3) individuals nominated for election to the Company’s Board of Directors:

Name	Age	Director Since	Principal Occupation and Business Experience
<i>One-Year Terms</i>			
Barry A. Emerson	72	2018	Owner and Certified Public Accountant, Barry A. Emerson, CPA, LLC, Charleston, SC, 1997–present.
Michael C. Robinson	80	2018	Owner and President, Charleston Appraisal Service, Inc. (real estate appraisal services), Charleston, SC 1983–present.
<i>Two-Year Term</i>			
H. Lee Howell, Jr.	55	1999	President and Owner, Scotland Motors, Inc. (auto sales/service), Laurinburg, NC, 1996–present.

THE BOARD OF DIRECTORS RECOMMENDS THAT SHAREHOLDERS VOTE FOR THE ELECTION OF EACH OF THE NOMINEES FOR DIRECTOR LISTED ABOVE. THE THREE (3) 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.

Name	Age	Term Expires	Principal Occupation and Business Experience
Julius “Jules” Anderson, Jr.	73	2025	President & CEO, Anderson Insurance Associates, Inc. (independent insurance agency), Charleston, SC, 1980–present.
William Melvin Brown III, M.D.	54	2025	Physician, Trident Medical Center, Charleston, SC, Ralph H. Johnson VA Medical Center, Charleston, SC, and Lexington Medical Center, Columbia, SC.
Raymond N. DuBois, M.D., Ph.D.	69	2026	Director of Hollings Cancer Center at the Medical University of South Carolina, Charleston, SC, 2020–present.
Harvey L. Glick	73	2026	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.
Joseph Kassim*	38	--	Chief Financial Officer, First Capital Bancshares, Inc.,

Name	Age	Term Expires	Principal Occupation and Business Experience
			Charleston, SC, 2021–present; President and Chief Operating Officer, First Capital Bank, 2019–present.
James W. Mason III*	69	--	President and Owner, The Mason Company (appraisal/property management service/broker), Laurinburg, NC, 1983–present.
John B. McCoy	80	2025	Director, Onex Corporation; Member, Advisory Board, Second Curve Capital. Former Chairman and Chief Executive Officer of Bank One Corporation, 1984–1999.
John D. Russ**	76	2024	Director and Vice Chairman, First Capital Bancshares, Inc., 2017–present.

* Bank board member only

** Mr. Russ intends to retire from the Board effective at the Annual Meeting.

Director Qualifications

In evaluating a director candidate, the Nominating Committee or the full Board 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 Company 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, all of the current members of the Company’s Board of Directors are non-management directors. Joseph Kassim, the Company’s Chief Financial Officer and the President and Chief Operating Officer of First Capital Bank, serves on First Capital Bank’s Board of 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, attributes 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 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. Dr. Brown works with Charleston Medical and Behavioral Health in Charleston, 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 Board of Trustees of the Porter-Gaud School, an independent coeducational college preparatory school in Charleston.

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 served as Dean of the College of Medicine at the Medical University of South Carolina from 2016 to 2022 and is currently Director of Hollings Cancer Center at MUSC. For four years prior to coming to MUSC, Dr. DuBois was the 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 was the founding 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 to 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 to 2007.

Dr. DuBois is a member of the National Academy of Medicine (USA) and a Fellow of the American Association for the Advancement of Science and AACR, as well as the Royal College of Physicians (London). He is a Past President of the American Association for Cancer Research, the Southern Society for Clinical Investigation, and the International Society for Gastrointestinal Cancer. DuBois is currently a member of the American Clinical and Climatological Association, the Association of American Physicians, and the American Society for Clinical Investigation. During his career as a physician-scientist, Dr. DuBois has published over 160 peer-reviewed research articles, more than 60 article reviews, 25 book chapters, and three books. His work has been cited over 52,000 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 also served as the President and Chair of the AACR Foundation Board of Directors and as 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 as a Vice Chair on its Scientific Advisory Board. He served as a Chair and member of the National Cancer Institute's Board of Scientific Councilors. Dr. DuBois also chairs the Scientific Advisory Board for the German National Cancer Institute (DKFZ) and its Clinical Research Network (NCT). Recently, he was named as Executive Chair of the Board for the Mark Foundation for Cancer Research. Dr. DuBois earned a bachelor's degree from Texas A&M University with honors 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 Executive 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, where he serves on the Executive Committee. 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 award 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 County Economic Development Corporation, the Richmond Community College Foundation, the Board of Trustees of The O'Neal School in Pinehurst, North Carolina, 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.

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.

Joseph Kassim. Mr. Kassim has over 15 years of experience in the banking industry. He began his career at Elliott Davis, an accounting firm where he worked as an auditor and consultant with financial institutions ranging in size from \$50 million to more than \$10 billion in assets. In 2013, Mr. Kassim joined CresCom Bank as Chief Accounting Officer as well as the Director of Mergers and Acquisitions where he assisted the bank in a number of areas including assisting the bank in going public in 2014. During Mr. Kassim's time at CresCom, the bank grew from \$800 million in assets to over \$2 billion in assets through organic growth as well as acquisitions of other financial institutions. In 2019, he joined First Capital Bank as President and Chief Operating Officer. Mr. Kassim is a certified public accountant and has worked with several non-profits in the Charleston area. He currently serves as the treasurer and a member of the executive committee of the South Carolina Infant Mental Health Association. Mr. Kassim is a member of the South Carolina Association of Certified Public Accounts and an active member of East Cooper Baptist Church.

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.

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 McCoys 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 Board of Second Curve 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.

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 2024 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 risk 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 non-management 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 – AMENDMENT OF 2018 OMNIBUS STOCK INCENTIVE PLAN

The Proposed Amendment

At the Annual Meeting, shareholders are being asked to approve an amendment to the First Capital Bancshares, Inc. 2018 Omnibus Stock Incentive Plan (the "Omnibus Plan"). The sole purpose of the amendment is to increase the plan pool, or the number of shares of the Company's voting common stock available for issuance under the Omnibus Plan, from 816,127 shares to 931,862 shares. The shareholders originally approved the Omnibus Plan at the 2018 Annual Meeting of shareholders, and a summary of the material terms of the plan follows:

Purpose	To attract and retain the best available personnel; to provide additional incentives to employees, directors and consultants to contribute to the successful performance of the Company and any related entities; to promote the growth of the market value of the Company's voting common stock; to align the interests of grantees with those of the Company's shareholders; and to promote the success of the Company's business.
Administration	The Omnibus Plan may administered by the Company's Board of Directors or a committee designated by the board of directors.
Plan Pool	816,127 shares of voting common stock have been authorized for issuance pursuant to grants of awards under the plan. The plan pool also may be adjusted in accordance with Section 13 of the plan upon certain events such as a stock split, stock dividend, recapitalization, merger, share exchange acquisition, combination or reclassification.
Eligible Recipients	Employees, directors, and consultants of the Company, any parent or subsidiary of the Company, and any successor entity that adopts the Omnibus Plan.

Types of Rights/Awards	<ul style="list-style-type: none"> • Incentive stock options • Nonstatutory stock options • Stock appreciation rights • Restricted stock units • Dividend equivalent rights • Restricted stock awards
Award Limits	No grantee may be granted an award of stock options or SARs in any calendar year with respect to more than 50,800 shares of the Company's common stock, or an award of restricted stock, restricted stock units, dividend equivalent rights, or other awards that are valued with reference to shares covering more than 50,800 shares.
Transfer Restrictions	<ul style="list-style-type: none"> • Incentive stock options granted under the Omnibus Plan may not be transferred except by will or the laws of descent and distribution and in accordance with the grant agreement. • Nonstatutory stock options and other awards granted under the Omnibus Plan may not be transferred except (i) upon the approval of the plan administrator, or (ii) by will or by the laws of descent and distribution. <p>Option and other awards may be subject to additional forfeiture restrictions and other restrictions on transfer set forth in the applicable grant agreement, as determined by the plan administrator and subject to the limitations set forth in the Omnibus Plan.</p>
Vesting Period	The plan administrator sets the vesting schedule in the individual award/grant agreements and generally has discretion to accelerate the vesting schedule of any particular award, including upon a change in control of the Company.
Plan Termination Date	Ten years from the effective date of the Omnibus Plan.

The full text of the proposed form of amendment of the Omnibus Plan is attached as **Appendix A** to this proxy statement. Additionally, any shareholder wishing to receive a copy of the Omnibus Plan should contact our corporate secretary at 304 Meeting Street, Charleston, South Carolina 29401, or (843) 990-7770.

Reasons for the Plan Amendment

The Omnibus Plan's current plan pool is set at 816,127 shares, subject to adjustment upon certain events. As of March 11, 2024, which is the record date for the special meeting, the Company had outstanding awards representing 657,500 of the shares of voting common stock available for issuance under the Omnibus Plan. The Company currently has a limited number of shares available to incentivize our directors, officers and employees.

The Company has experienced significant growth since the Omnibus Plan was originally adopted by shareholders in 2018. We believe that an important element to sustaining our growth goals is to be able to attract and retain talented individuals to manage our organization and its growth. In addition to promoting the other goals set forth in the plan, the proposed amendment to our Omnibus Plan would

provide additional shares that could be granted to eligible recipients to help retain and attract those individuals who our Board of Directors believes play an important role in our organization's success.

If the plan amendment is approved by our shareholders, the new plan pool would be 931,862 shares of our voting common stock.

Vote Required to Approve the Amendment

Assuming the presence of a quorum at the special meeting, the number of votes cast for approval of the proposed amendment of the Omnibus Plan must exceed the number of votes cast against the proposal in order for the proposal to be approved. Abstentions and broker non-votes will have no effect.

Recommendation of the Board of Directors

The Board of Directors recommends you vote "FOR" the amendment of the 2018 Omnibus Stock Incentive Plan to increase the number of shares of the Company's voting common stock that may be issued under such plan.

PROPOSAL NO. 3 – 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, 2024. 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, 2023. 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, 2024.

APPENDIX A – FORM OF AMENDMENT OF 2018 OMNIBUS STOCK INCENTIVE PLAN

**AMENDMENT OF THE
FIRST CAPITAL BANCSHARES, INC. 2018 OMNIBUS STOCK INCENTIVE PLAN**

WHEREAS, First Capital Bancshares, Inc. (the “*Company*”), maintains the 2018 Omnibus Stock Incentive Plan (the “*Plan*”); and

WHEREAS, pursuant and subject to Section 16(a) of the Plan, the Board of Directors of the Company (the “*Board*”) is authorized to amend the Plan, subject to the approval of the Company’s shareholders; and

WHEREAS, the Board deems it to be in the best interests of the Company to amend, and to submit for shareholder approval at the 2024 Annual Meeting of shareholders of the Company, the amendment of the Plan as set forth below.

NOW, THEREFORE, in accordance with the provisions of Section 16(a) of the Plan and conditioned upon the receipt of shareholder approval as described therein, the Plan is hereby amended in the following respects:

1. Section 3(a) of the Plan is deleted in its entirety and the following substituted in lieu thereof:

(a) Subject to adjustment as described in Section 13 below, the maximum aggregate number of Shares which may be issued pursuant to all Awards (including Incentive Stock Options) is nine hundred thirty-one thousand eight hundred sixty-two (931,862) Shares. The Shares may be authorized, but unissued, or reacquired Common Stock.

2. Except as herein amended, the terms and provisions of the Plan shall remain in full force and effect as originally adopted and approved, as amended to date.

IN WITNESS WHEREOF, the undersigned officer of the Company attests that the foregoing Amendment of the First Capital Bancshares, Inc. 2018 Omnibus Stock Incentive Plan was adopted by the Board on February 21, 2024 and approved by the Company’s shareholders on [____], 2024.

FIRST CAPITAL BANCSHARES, INC.

By: _____
Harvey L. Glick
Chairman and Chief Executive Officer