

FIRST CAPITAL BANCSHARES, INC.

304 Meeting Street
Charleston, South Carolina 29401

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

To Be Held November 16, 2022

To the Shareholders of First Capital Bancshares, Inc.:

A special meeting of shareholders of First Capital Bancshares, Inc., a South Carolina corporation and registered bank holding company (the “Company”), will be held on Wednesday, November 16, 2022 at 1:00 p.m. The location for the special meeting will be the Harbour Club at WestEdge, 22 Westedge Street, Suite 700, Charleston, South Carolina. The special meeting will be held for the following purposes:

- to approve an amendment to our articles of incorporation to authorize a class of non-voting common stock;
- 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 vote on a proposal to adjourn the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the matters to be considered by shareholders at the special meeting; 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 September 12, 2022 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 special 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.

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.

By Order of the Board of Directors

/s/ Harvey L. Glick

Harvey L. Glick
Chairman and Chief Executive Officer

Charleston, South Carolina
October 3, 2022

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FIRST CAPITAL BANCSHARES, INC.

304 Meeting Street
Charleston, South Carolina 29401

PROXY STATEMENT

SPECIAL MEETING OF SHAREHOLDERS

To Be Held November 16, 2022

INFORMATION CONCERNING SOLICITATION AND VOTING

The enclosed proxy is solicited by the board of directors of First Capital Bancshares, Inc., a South Carolina corporation and registered bank holding company (the “Company”), for use at a special meeting of shareholders to be held at the Harbour Club at WestEdge, 22 Westedge Street, Suite 700, Charleston, South Carolina at 1:00 p.m. on Wednesday, November 16, 2022, and any adjournment thereof.

Copies of this proxy statement and accompanying appointment of proxy were mailed to shareholders on or about October 3, 2022.

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 special meeting if you later decide to attend the meeting and vote in person. Any record 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 prior 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 special 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 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 Julius Anderson, 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 special 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 amendment to our articles of incorporation to authorize a class of non-voting common stock, “FOR” approval of the amendment to our 2018 Omnibus Stock Incentive Plan, and “FOR” adjournment of the special meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the matters to be considered by shareholders at the special meeting. On such other matters as may properly come before the special meeting, the Proxies will be authorized to vote the shares of common stock represented by appointments of proxy in accordance with their best judgment.

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 special 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 special 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 special meeting.

Record Date and Voting Securities

Only the holders of record of our common stock at the close of business on the record date, September 12, 2022, are entitled to notice of and to vote at the meeting. On the record date, 6,484,360 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. Holders of our convertible perpetual non-voting preferred stock, Series A, par value \$0.01 per share (the “Series A preferred stock”) are not entitled to vote at the meeting.

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 special 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 because you have not given the broker voting instructions on that matter. All of the proposals to be voted on by shareholders at the special meeting are considered “non-routine” matters. 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 special 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. Proxies will be tabulated by one or more inspectors of election designated by the board of directors.

Vote Required for Approval

Proposal 1 — Authorization of non-voting common stock. With respect to proposal 1, the proposal will be approved if two-thirds of our outstanding shares of common stock vote in favor of the amendment to the Company’s articles of incorporation to authorize a class of non-voting common stock. A record shareholder’s failure to execute and return a proxy card or otherwise to vote at the special meeting will have the same effect as a vote “AGAINST” the proposal. If a record shareholder abstains from voting, the abstention will also have the effect of a vote “AGAINST” the proposal. Failure of a shareholder whose shares are held in street name to complete and return voting instructions as required by the broker or other nominee that holds such shares of record will have the same effect as a vote “AGAINST” the proposal.

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 – Adjournment of special meeting. With respect to proposal 3, 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.

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 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 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 September 12, 2022 by (a) each director of the Company and/or the Company's wholly owned subsidiary, First Capital 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 6,484,360 shares of common stock outstanding as of September 12, 2022.

<u>Name of Beneficial Owner</u>	<u>Shares Beneficially Owned</u> ⁽¹⁾⁽²⁾	<u>Percentage Owned</u> ⁽³⁾
Julius "Jules" Anderson, Jr. ⁽⁴⁾	59,888	*
William Melvin Brown III, M.D.	10,368	*
John Douglass ⁽⁵⁾	16,777	*
Raymond N. DuBois, M.D., Ph.D.	44,500	*
Barry A. Emerson	46,000	*
Harvey L. Glick	247,277	3.80%
H. Lee Howell, Jr.	218,478	3.36%
Joseph Kassim	111,571	1.72%
James W. Mason III	85,376	1.31%
John B. McCoy	198,426	3.05%
Michael C. Robinson	63,500	*
Tradd Rodenberg ⁽⁵⁾	43,155	*
<u>John D. Russ</u>	<u>186,767</u>	<u>2.87%</u>
All directors and executive officers as a group (13 persons)	1,332,083	19.94%

* 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 common stock of the Company that were exercisable as of September 12, 2022 or that become exercisable within 60 days of such date: Mr. Anderson – 13,500 shares; Dr. Brown – 3,333 shares; Dr. DuBois – 13,500 shares; Mr. Emerson – 13,500 shares; Mr. Glick – 30,900 shares; Mr. Howell – 22,500 shares; Mr. Kassim – 11,000 shares; Mr. Mason – 15,000 shares; Mr. McCoy – 22,500 shares; Mr. Robinson – 13,500 shares; Mr. Rodenberg – 9,000 shares; Mr. Russ – 28,500 shares; and such individuals as a group – 196,733 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) 6,484,360 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 September 12, 2022.

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

(5) Executive officer only.

PROPOSAL 1 – APPROVAL OF AN AMENDMENT TO THE ARTICLES OF INCORPORATION TO AUTHORIZE A CLASS OF NON-VOTING COMMON STOCK

The Proposed Amendment

The board of directors has approved an amendment to our articles of incorporation to authorize up to 1,000,000 shares of non-voting common stock, as described below, and is hereby soliciting shareholder approval for the amendment. The following is a discussion of the material terms of the proposed amendment.

If approved by our shareholders, the articles of amendment to the articles of incorporation, which is set forth in Appendix A to this proxy statement, would permit the conversion of our Series A preferred stock issued in our 2022 private placement into shares of non-voting common stock, as described below.

The 2022 Private Placement

On August 17, 2022, we completed a \$15.1 million private placement of shares of our voting common and non-voting preferred stock to accredited institutional and individual investors. As part of this transaction, we entered into a Securities Purchase Agreement (the “Purchase Agreement”) with an institutional investor pursuant to which the investor purchased newly issued shares of our voting common stock and newly issued shares of our Series A preferred stock. We are using the proceeds from the private placement to support the growth of our franchise in our South Carolina and North Carolina markets and for general corporate purposes.

Reasons for the Proposed Amendment

The primary purpose of the proposed amendment is to satisfy our obligations under the Purchase Agreement. Due to restrictions on the percentage of voting securities that can be held by the investor under applicable regulations and guidance from the Board of Governors of the Federal Reserve System (the “Federal Reserve”), the board of directors determined to offer non-voting securities to the investor. Because our articles of incorporation do not currently authorize the issuance of non-voting common stock, our board of directors approved the creation and issuance of the Series A preferred stock, with such rights, preferences, and privileges as approved by our board of directors, out of our authorized and unissued preferred stock. On August 12, 2022, we filed with the South Carolina Secretary of State articles of amendment to the articles of incorporation to designate 1,000,000 shares of our authorized but unissued preferred stock as shares of Series A preferred stock. Pursuant to the terms of the Series A preferred stock, each share of Series A preferred stock will, among other things, automatically convert into one share of non-voting common stock effective as of the close of business on the effective date of an amendment to our articles of incorporation to authorize a class of non-voting common stock. Such an amendment requires the approval of our shareholders. Therefore, shareholder approval is required in order to permit the full conversion of the outstanding Series A preferred stock.

Potential Effects of the Proposed Amendment

If the authorization of the non-voting common stock is approved by our shareholders, then following the close of business on the effective date of the articles of amendment to the articles of incorporation for the non-voting common stock, which is set forth in Appendix A to this proxy statement, each outstanding share of Series A preferred stock will automatically convert into one share of non-voting common stock, which equals a total of 335,000 shares of non-voting common stock issuable upon full conversion of the Series A preferred stock issued at the closing of the private placement. Upon such conversion, all shares of Series A preferred stock will cease to exist and will resume the status of authorized and unissued shares of our preferred stock, and all other rights of the holders of such Series A preferred stock will terminate.

The non-voting common stock will rank equally with our voting common stock with respect to the payment of dividends or distributions. Accordingly, the holders of record of non-voting common stock will be entitled to receive as, when, and if declared by the board of directors, dividends in the same per share amount as paid on our voting common stock, and no dividends will be payable on our voting common stock or any other class or series of capital stock ranking with respect to dividends equally with our voting common stock unless a dividend identical to that paid on our voting common stock is payable at the same time on the non-voting common stock in an amount per share of non-voting common stock equal to the product of (i) the per share dividend declared and paid in respect of each share of voting common stock and (ii) the number of shares of voting common stock into which such share of non-voting common stock is then convertible (without regard to any limitations on conversion of the non-voting common stock); provided, however, that if a stock dividend is declared on voting common stock payable solely in voting common stock, the holders of non-voting common stock will be entitled to a stock dividend payable solely in shares of non-voting common stock. In the event that the board of directors does not declare or pay any dividends with respect to shares of voting common stock, then the holders of non-voting common stock will have no right to receive any dividends. The holders of non-voting common stock will not have any voting rights, except as may otherwise from time to time be required by law.

Holders of the non-voting common stock will be permitted to convert shares of non-voting common stock into shares of our voting common stock at any time or from time to time, provided that upon such conversion the holder, together with all affiliates of the holder, will not own or control in the aggregate more than 4.9% of our voting common stock (or of any class of our voting securities), excluding for the purpose of this calculation any reduction in ownership resulting from transfers by such holder of voting securities (which, for the avoidance of doubt, does not include non-voting common stock). In any such conversion, each share of non-voting common stock will convert initially into one share of voting common stock, subject to adjustment as provided in the articles of amendment to the articles of incorporation which is attached to this proxy statement as Appendix A.

Each share of non-voting common stock will automatically convert into one share of voting common stock, without any further action on the part of any holder, subject to adjustment as provided in the terms of the non-voting common stock set forth in the articles of amendment to the articles of incorporation which is attached to this proxy statement as Appendix A, on the date a holder of non-voting common stock transfers any shares of non-voting common stock to a non-affiliate of the holder in a transfer (i) to the Company; (ii) in a widely distributed public offering of voting common stock or non-voting common stock; (iii) that is part of an offering that is not a widely distributed public offering of voting common stock or non-voting common stock but is one in which no one transferee (or group of associated transferees) acquires the rights to receive 2% or more of any class of the voting securities of the Company then outstanding (including pursuant to a related series of transfers); (iv) that is part of a transfer of voting common stock or non-voting common stock to an underwriter for the purpose of conducting a widely distributed public offering; (v) to a transferee that controls more than 50% of the voting securities of the

Company without giving effect to such transfer; or (vi) that is part of a transaction approved by the Federal Reserve.

The converted shares of voting common stock would have the same rights and privileges as the shares of our voting common stock currently issued and outstanding, including the right to cast one vote per share and to participate in dividends when and to the extent declared and paid. Due to the fact that any issuance of additional shares of voting common stock would increase the total number of shares of voting common stock outstanding, as a result of the approval of the authorization of the non-voting common stock, existing holders of voting common stock as a class will experience dilution in their percentage ownership, voting power and earnings per share.

Our board of directors can determine whether, when and on what terms the issuance of shares of non-voting common stock may be warranted in connection with any future actions. As a consequence, if the authorization of the non-voting common stock is approved by our shareholders, the increased number of authorized shares of non-voting common stock would be available for issuance without further action by our shareholders, subject to applicable law or regulation.

Vote Required to Approve the Amendment

Approval of the proposal to amend the Company's articles of incorporation to authorize the non-voting common stock requires the affirmative vote of holders of two-thirds of the shares of voting common stock entitled to vote as of the record date. Holders of our Series A preferred stock are not entitled to vote at the meeting.

Recommendation of the Board of Directors

The board of directors recommends you vote "FOR" the amendment to the Company's articles of incorporation to authorize the non-voting common stock.

PROPOSAL 2 – AMENDMENT OF 2018 OMNIBUS STOCK INCENTIVE PLAN

The Proposed Amendment

At the special 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 508,300 shares to 676,127 shares. The shareholders previously 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	508,300 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 B** 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 508,300 shares, subject to adjustment upon certain events. As of September 12, 2022, which is the record date for the special meeting, the Company had

outstanding awards representing 399,000 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 676,127 shares of our voting common stock, which represents 9.9% of our issued and outstanding common and preferred stock as of the record date for the special meeting.

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 3 – ADJOURNMENT OF SPECIAL MEETING

In the event that there are not sufficient votes to constitute a quorum or to approve proposals 1 and 2, we may propose to adjourn the special meeting for the purpose of soliciting additional proxies to establish a quorum or to approve proposals 1 and 2 described above. We do not currently intend to propose adjournment of the special meeting if there are sufficient votes to approve proposals 1 and 2. If approval of the proposal to adjourn the special meeting for the purpose of soliciting additional proxies is submitted to shareholders for approval, the approval requires that the number of votes cast at the special meeting, in person or by proxy, in favor of the proposal exceed the votes cast against the proposal, whether or not a quorum is present.

The board of directors recommends you vote "FOR" approval of the proposal to adjourn the special meeting, if necessary, in order to permit further solicitation of proxies.

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 special 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.

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APPENDIX A – FORM OF ARTICLES OF AMENDMENT

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF FIRST CAPITAL BANCSHARES, INC. NON-VOTING COMMON STOCK

1. Definitions.

- (a) “Affiliate” has the meaning set forth in 12 C.F.R. § 225.2(a) or any successor provision.
- (b) “Articles of Incorporation” means the Articles of Incorporation of the Corporation, as amended and in effect from time and time.
- (c) “Board of Directors” means the board of directors of the Corporation.
- (d) A “business day” means any day other than a Saturday or a Sunday or a day on which banks in South Carolina are authorized or required by law, executive order or regulation to close.
- (e) “Certificate” means a certificate representing one (1) or more shares of Non-Voting Common Stock.
- (f) “Common Stock” means the voting common stock of the Corporation, \$0.01 par value per share.
- (g) “Conversion” has the meaning set forth in Section 5.
- (h) “Corporation” means First Capital Bancshares, Inc., a South Carolina corporation.
- (i) “Dividends” has the meaning set forth in Section 3.
- (j) “Exchange Agent” means West Coast Stock Transfer, Inc. solely in its capacity as transfer and exchange agent for the Corporation, or any successor transfer and exchange agent for the Corporation.
- (k) “Liquidation Distribution” has the meaning set forth in Section 4.
- (l) “Mandatory Conversion Date” means, with respect to shares of Series A Preferred Stock of any and all holders thereof, the effective date of an amendment to the Articles of Incorporation to authorize a class of Non-Voting Common Stock in an amount of shares sufficient to permit the full conversion of the Series A Preferred Stock into shares of Non-Voting Common Stock.
- (m) “Non-Voting Common Stock” has the meaning set forth in Section 2.
- (n) “Permissible Transfer” means a transfer by the holder of Non-Voting Common Stock (i) to the Corporation; (ii) in a widely distributed public offering of Common Stock or Non-Voting Common Stock; (iii) that is part of an offering that is not a widely distributed public offering of Common Stock or Non-Voting Common Stock but is one in which no one transferee (or group of associated transferees) acquires the rights to receive two percent (2%) or more of any class of the Voting Securities of the Corporation then outstanding (including pursuant to a related series of transfers); (iv) that is part of a transfer of Common Stock or Non-Voting Common Stock to an underwriter for the purpose of conducting a widely distributed public offering; (v) to a transferee that controls more than 50 percent (50%) of the Voting Securities of the Corporation without giving effect to such transfer; or (vi) that is part of a transaction approved by the Board of Governors of the Federal Reserve System (the “Federal Reserve”).

(o) “Person” means an individual, corporation, partnership, limited liability company, trust, business trust, association, joint stock company, joint venture, sole proprietorship, unincorporated organization, or any other form of entity not specifically listed herein.

(p) “Series A Preferred Stock” means the series of shares of preferred stock of the Corporation designated as “Series A Convertible Perpetual Preferred Stock” which were automatically converted into shares of Non-Voting Common Stock on the Mandatory Conversion Date.

(q) “Voting Security” has the meaning set forth in 12 C.F.R. § 225.2(q) or any successor provision.

2. Designation; Number of Shares. The class of shares of capital stock hereby authorized shall be designated as “Non-Voting Common Stock” (the “Non-Voting Common Stock”). The number of authorized shares of the Non-Voting Common Stock shall be 1,000,000 shares. The Non-Voting Common Stock shall have \$0.01 par value per share. Each share of Non-Voting Common Stock has the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption as described herein. Each share of Non-Voting Common Stock is identical in all respects to every other share of Non-Voting Common Stock.

3. Dividends. The Non-Voting Common Stock will rank *pari passu* with the Common Stock with respect to the payment of dividends or distributions, whether payable in cash, securities, options or other property, and with respect to issuance, grant or sale of any rights to purchase stock, warrants, securities or other property (collectively, the “Dividends”). Accordingly, the holders of record of Non-Voting Common Stock will be entitled to receive as, when, and if declared by the Board of Directors, Dividends in the same per share amount as paid on the Common Stock, and no Dividends will be payable on the Common Stock or any other class or series of capital stock ranking with respect to Dividends *pari passu* with the Common Stock unless a Dividend identical to that paid on the Common Stock is payable at the same time on the Non-Voting Common Stock in an amount per share of Non-Voting Common Stock equal to the product of (a) the per share Dividend declared and paid in respect of each share of Common Stock and (b) the number of shares of Common Stock into which such share of Non-Voting Common Stock is then convertible (without regard to any limitations on conversion of the Non-Voting Common Stock); *provided however*, that if a stock Dividend is declared on Common Stock payable solely in Common Stock, the holders of Non-Voting Common Stock will be entitled to a stock Dividend payable solely in shares of Non-Voting Common Stock. Dividends that are payable on Non-Voting Common Stock will be payable to the holders of record of Non-Voting Common Stock as they appear on the stock register of the Corporation on the applicable record date, as determined by the Board of Directors, which record date will be the same as the record date for the equivalent Dividend of the Common Stock. In the event that the Board of Directors does not declare or pay any Dividends with respect to shares of Common Stock, then the holders of Non-Voting Common Stock will have no right to receive any Dividends.

4. Liquidation.

(a) Rank. The Non-Voting Common Stock will, with respect to rights upon liquidation, winding up and dissolution, rank (i) subordinate and junior in right of payment to all other securities of the Corporation which, by their respective terms, are senior to the Non-Voting Common Stock or the Common Stock, and (ii) *pari passu* with the Common Stock. Not in limitation of anything contained herein, and for purposes of clarity, the Non-Voting Common Stock is subordinated to the general creditors and subordinated debt holders of the Company, and the depositors of the Company’s bank subsidiary, in any receivership, insolvency, liquidation or similar proceeding.

(b) Liquidation Distributions. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Non-Voting Common Stock will be entitled to receive, for each share of Non-Voting Common Stock, out of the assets of the Corporation or proceeds thereof (whether capital or surplus) available for distribution to stockholders of the Corporation, subject to the rights of any Persons to whom the Non-Voting Common Stock is subordinate, a distribution (“Liquidation Distribution”) equal to (i) any authorized and declared, but unpaid, Dividends with respect to such share of Non-Voting Common Stock at the time of such liquidation, dissolution or winding up, and (ii) the amount the holder of such share of Non-Voting Common Stock would receive in respect of such share if such share had been converted into shares of Common Stock at the then applicable conversion rate at the time of such liquidation, dissolution or winding up (assuming the conversion of all shares of Non-Voting Common Stock at such time, without regard to any limitations on conversion of the Non-Voting

Common Stock). All Liquidation Distributions to the holders of the Non-Voting Common Stock and Common Stock set forth in clause (ii) above will be made pro rata to the holders thereof.

(c) Merger, Consolidation and Sale of Assets Not Liquidation. For purposes of this Section 4, the merger or consolidation of the Corporation with any other corporation or other entity, including a merger or consolidation in which the holders of Non-Voting Common Stock receive cash, securities or other property for their shares, or the sale, lease or exchange (for cash, securities or property) of all or substantially all of the assets of the Corporation, will not constitute a liquidation, dissolution or winding up of the Corporation.

5. Conversion.

(a) General.

(i) A holder of Non-Voting Common Stock shall be permitted to convert shares of Non-Voting Common Stock into shares of Common Stock at any time or from time to time, provided that upon such conversion the holder, together with all Affiliates of the holder, will not own or control in the aggregate more than 4.9 percent (4.9%) of the Common Stock (or of any class of Voting Securities issued by the Corporation), excluding for the purpose of this calculation any reduction in ownership resulting from transfers by such holder of Voting Securities of the Corporation (which, for the avoidance of doubt, does not include Non-Voting Common Stock). In any such conversion, each share of Non-Voting Common Stock will convert initially into one (1) share of Common Stock, subject to adjustment as provided in Section 6 below.

(ii) Each share of Non-Voting Common Stock will automatically convert into one (1) share of Common Stock, without any further action on the part of any holder, subject to adjustment as provided in Section 6 below, on the date a holder of Non-Voting Common Stock transfers any shares of Non-Voting Common Stock to a non-affiliate of the holder in a Permissible Transfer.

(iii) To effect any permitted conversion under Section 5(a)(i) or Section 5(a)(ii), the holder shall surrender the certificate or certificates evidencing such shares of Non-Voting Common Stock, duly endorsed, at the registered office of the Corporation, and provide written instructions to the Corporation as to the number of whole shares for which such conversion shall be effected, together with any appropriate documentation that may be reasonably required by the Corporation. Upon the surrender of such certificate(s), the Corporation will issue and deliver to such holder (in the case of a conversion under Section 5(a)(i)) or such holder's transferee (in the case of a conversion under Section 5(a)(ii)) a certificate or certificates for the number of shares of Common Stock into which the Non-Voting Common Stock has been converted and, in the event that such conversion is with respect to some, but not all, of the holder's shares of Non-Voting Common Stock, the Corporation shall deliver to such holder a certificate or certificate(s) representing the number of shares of Non-Voting Common Stock that were not converted to Common Stock.

(iv) All shares of Common Stock delivered upon conversion of the Non-Voting Common Stock shall be duly authorized, validly issued, fully paid and non-assessable, free and clear of all liens, claims, security interests, charges and other encumbrances.

(b) Reservation of Shares Issuable Upon Conversion. The Corporation will at all times reserve and keep available out of its authorized but unissued Common Stock solely for the purpose of effecting the conversion of the Non-Voting Common Stock such number of shares of Common Stock as will from time to time be sufficient to effect the conversion of all outstanding Non-Voting Common Stock; and if at any time the number of shares of authorized but unissued Common Stock will not be sufficient to effect the conversion of all then outstanding Non-Voting Common Stock, the Corporation will take such action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued Common Stock to such number of shares as will be sufficient for such purpose.

(c) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this

Section 5 and in the taking of all such actions as may be necessary or appropriate in order to protect the conversion rights of the holders of the Non-Voting Common Stock against impairment.

6. Adjustments.

(a) Combinations or Divisions of Common Stock. In the event that the Corporation at any time or from time to time will effect a division of the Common Stock into a greater number of shares (by stock split, reclassification or otherwise other than by payment of a Dividend in Common Stock or in any right to acquire the Common Stock), or in the event the outstanding Common Stock will be combined or consolidated, by reclassification, reverse stock split or otherwise, into a lesser number of shares of the Common Stock, then the dividend, liquidation, and conversion rights of each share of Non-Voting Common Stock in effect immediately prior to such event will, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate.

(b) Reclassification, Exchange or Substitution. If the Common Stock is changed into the same or a different number of shares of any other class or classes of stock, whether by capital reorganization, reclassification or otherwise (other than a division or combination of shares provided for in Section 6(a) above), (1) the conversion ratio then in effect will, concurrently with the effectiveness of such transaction, be adjusted so that each share of the Non-Voting Common Stock will be convertible into, in lieu of the number of shares of Common Stock which the holders of the Non-Voting Common Stock would otherwise have been entitled to receive, a number of shares of such other class or classes of stock equal to the product of (i) the number of shares of such other class or classes of stock that a holder of a share of Common Stock would be entitled to receive in such transaction and (ii) the number of shares of Common Stock into which such share of Non-Voting Common Stock is then convertible (without regard to any limitations on conversion of the Non-Voting Common Stock) immediately before that transaction and (2) the Dividend and Liquidation Distribution rights then in effect will, concurrently with the effectiveness of such transaction, be adjusted so that each share of Non-Voting Common Stock will be entitled to a Dividend and Liquidation Distribution right, in lieu of with respect to the number of shares of Common Stock which the holders of the Non-Voting Common Stock would otherwise have been entitled to receive, with respect to a number of shares of such other class or classes of stock equal to the product of (i) the number of shares of such other class or classes of stock that a holder of a share of Common Stock would be entitled to receive in such transaction and (ii) the number of shares of Common Stock into which such share of Non-Voting Common Stock is then convertible (without regard to any limitations on conversion of the Non-Voting Common Stock) immediately before that transaction.

(c) Certificates as to Adjustments. Upon the occurrence of each adjustment or readjustment pursuant to this Section 6, the Corporation at its expense will promptly compute such adjustment or readjustment in accordance with the terms hereof and prepare and furnish to each holder of Non-Voting Common Stock a certificate executed by the Corporation's President (or other appropriate officer) setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation will, upon the written request at any time of any holder of Non-Voting Common Stock, furnish or cause to be furnished to such holder a like certificate setting forth (i) such adjustments and readjustments, and (ii) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of the Non-Voting Common Stock.

7. Reorganization, Mergers, Consolidations or Sales of Assets. If at any time or from time to time there will be a capital reorganization of the Common Stock (other than a subdivision, combination, reclassification or exchange of shares otherwise provided for in Section 6) or a merger or consolidation of the Corporation with or into another corporation, or the sale of all or substantially all the Corporation's properties and assets to any other Person, then, as a part of such reorganization, merger, consolidation or sale, provision will be made so that the holders of the Non-Voting Common Stock will thereafter be entitled to receive upon conversion of the Non-Voting Common Stock, the number of shares of stock or other securities or property of the Corporation, or of the successor company resulting from such merger or consolidation or sale, to which a holder of that number of shares of Common Stock deliverable upon conversion of the Non-Voting Common Stock would have been entitled to receive on such capital reorganization, merger, consolidation or sale (without regard to any limitations on conversion of the Non-Voting Common Stock).

8. Redemption. Except to the extent a liquidation under Section 4 may be deemed to be a redemption, the Non-Voting Common Stock will not be redeemable at the option of the Corporation or any holder of Non-Voting Common Stock

at any time. Notwithstanding the foregoing, the Corporation will not be prohibited from repurchasing or otherwise acquiring shares of Non-Voting Common Stock in voluntary transactions with the holders thereof, subject to compliance with any applicable legal or regulatory requirements, including applicable regulatory capital requirements. Any shares of Non-Voting Common Stock repurchased or otherwise acquired may be reissued as additional shares of Non-Voting Common Stock.

9. Voting Rights. The holders of Non-Voting Common Stock will not have any voting rights, except as may otherwise from time to time be required by law.

10. Protective Provisions. So long as any shares of Non-Voting Common Stock are issued and outstanding, the Corporation will not (including by means of merger, consolidation or otherwise), without obtaining the approval (by vote or written consent) of the holders of a majority of the issued and outstanding shares of Non-Voting Common Stock, (a) alter or change the rights, preferences, privileges or restrictions provided for the benefit of the holders of the Non-Voting Common Stock, (b) increase or decrease the authorized number of shares of Non-Voting Common Stock or (c) enter into any agreement, merger or business consolidation, or engage in any other transaction, or take any action that would have the effect of changing any preference or any relative or other right provided for the benefit of the holders of the Non-Voting Common Stock. In the event that the Corporation offers to repurchase shares of Common Stock, the Corporation shall offer to repurchase shares of Non-Voting Common Stock pro rata based upon the number of shares of Common Stock such holders would be entitled to receive if such shares were converted into shares of Common Stock immediately prior to such repurchase.

11. Notices. All notices required or permitted to be given by the Corporation with respect to the Non-Voting Common Stock shall be in writing, and if delivered by first class United States mail, postage prepaid, to the holders of the Non-Voting Common Stock at their last addresses as they shall appear upon the books of the Corporation, shall be conclusively presumed to have been duly given, whether or not the holder actually receives such notice; provided, however, that failure to duly give such notice by mail, or any defect in such notice, to the holders of any stock designated for repurchase, shall not affect the validity of the proceedings for the repurchase of any other shares of Non-Voting Common Stock, or of any other matter required to be presented for the approval of the holders of the Non-Voting Common Stock.

12. Record Holders. To the fullest extent permitted by law, the Corporation will be entitled to recognize the record holder of any share of Non-Voting Common Stock as the true and lawful owner thereof for all purposes and will not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other Person, whether or not it will have express or other notice thereof.

13. Term. The Non-Voting Common Stock shall have perpetual term unless converted in accordance with Section 5.

14. No Preemptive Rights. The holders of Non-Voting Common Stock are not entitled to any preemptive or preferential right to purchase or subscribe for any capital stock, obligations, warrants or other securities or rights of the Corporation, except for any such rights that may be granted by way of separate contract or agreement to one or more holders of Non-Voting Common Stock.

15. Replacement Certificates. In the event that any Certificate will have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the Person claiming such Certificate to be lost, stolen or destroyed and, if required by the Corporation, the posting by such Person of a bond in such amount as the Corporation may determine is necessary as indemnity against any claim that may be made against it with respect to such Certificate, the Corporation or the Exchange Agent, as applicable, will deliver in exchange for such lost, stolen or destroyed Certificate a replacement Certificate.

16. Other Rights. The shares of Non-Voting Common Stock have no preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or rights, other than as set forth herein or as provided by applicable law.

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APPENDIX B – 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 a special 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 six hundred seventy-six thousand one hundred twenty-seven (676,127) 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 September 28, 2022 and approved by the Company’s shareholders on [•], 2022.

FIRST CAPITAL BANCSHARES, INC.

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

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