Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844 (c)(1)(A)); Section 8(a) of the International Banking Act (12 U.S.C. § 3106(a)); Sections 11(a)(1), 25 and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611(a)); Section 211.13(c) of Regulation K (12 C.F.R. § 211.13(c)); and Section 225.5(b) of Regulation Y (12 C.F.R. § 225.5(b)) and section 10(c)(2)(H) of the Home Owners' Loan Act. Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

NOTE: The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report.

Charles O. Rivers
Name of the Holding Company Director and Official
Director and President

Title of the Holding Company Director and Official

Attest that the Annual Report of Holding Companies (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Signature of Holding Company Director and Official
04/06/2016

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:
☐ is included with the FR Y-6 report
☒ will be sent under separate cover
☐ is not prepared

For Federal Reserve Bank Use Only

R.S.S.D. ID 37836315
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2015

Month / Day / Year

No LEI

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporters's Name, Street, and Mailing Address
First Capital Bancshares
PO Box 529
Laurinburg NC 28353

City State Zip Code

Mailing Address of the Holding Company
Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:
Winston Dwyer CFO

Name Title

Area Code / Phone Number / Extension
\(910-610-4343\)
\(910-280-1227\)

Area Code / FAX Number

E-mail Address

winston.dwyer@fcbbank.com

Address (URL) for the Holding Company's web page

Does the reporter request confidential treatment for any portion of this submission?

☐ Yes Please identify the report items to which this request applies:

☒ In accordance with the instructions or pages GEN-2 and 3, a letter justifying the request is being provided.

☐ The information for which confidential treatment is sought is being submitted separately labeled "Confidential."
REPORT ITEM 1  FIRST CAPITAL PREPARES AN ANNUAL REPORT FOR ITS SECURITY HOLDERS. IT IS NOT REGISTERED WITH THE SEC. THE REPORT IS NOT READY BUT A DRAFT OF FINANCIALS IS ENCLOSED.

REPORT ITEM 2  ORGANIZATIONAL CHART

FIRST CAPITAL BANCSHARES, INC.  
LAURINBURG, NC  NO LEI  
INCORPORATED IN SOUTH CAROLINA

100%

FIRST CAPITAL BANK  
LAURINBURG, NC  NO LEI  
INCORPORATED IN NORTH CAROLINA

REPORT ITEM 2B  DOMESTIC BRANCH LISTING  
THERE ARE NO CHANGES TO THE BRANCH LISTING
Results: A list of branches for your depository institution: FIRST CAPITAL BANK (ID: 2849463).
This depository institution is held by FIRST CAPITAL BANCHAMS, INC. (ID: 2849463) of LAURINBURG, NC.
The data are as of 12/31/2015. Data reflects information that was received and processed through 04/05/2016.

Reconciliation and Verification Steps
1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the Effective Date column.

Actions
OK: If the branch information is correct, enter 'OK' in the Data Action column.
Change: If the branch information is incorrect or incomplete, revise the data, enter 'Change' in the Data Action column and the date when this information first became valid in the Effective Date column.
Close: If a branch listed was sold or closed, enter 'Close' in the Data Action column and the sale or closure date in the Effective Date column.
Delete: If a branch listed was never owned by this depository institution, enter 'Delete' in the Data Action column.
Add: If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the Data Action column and the opening or acquisition date in the Effective Date column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

Submission Procedures
When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.
If you are e-mailing this to your FRB contact, put your institution name, city, and state in the subject line of the e-mail.

Note:
To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.
The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - https://y10online.federalreserve.gov.

* FDIC UNINUM, Office Number, and IO_RSSO columns are for reference only. Verification of these values is not required.

<table>
<thead>
<tr>
<th>Data Action</th>
<th>Effective Date</th>
<th>Branch Service Type</th>
<th>Branch ID, RSSO</th>
<th>Popular Name</th>
<th>Street Address</th>
<th>City</th>
<th>State</th>
<th>Zip Code</th>
<th>County</th>
<th>Country</th>
<th>FDIC UNINUM*</th>
<th>Office Number*</th>
<th>Head Office</th>
<th>Head Office ID, RSSO*</th>
<th>Comments</th>
</tr>
</thead>
<tbody>
<tr>
<td>OK</td>
<td></td>
<td>Full Service (Head Office)</td>
<td>2849463</td>
<td>FIRST CAPITAL BANK</td>
<td>909 SOUTH MAIN STREET</td>
<td>LAURINBURG</td>
<td>NC</td>
<td>28352</td>
<td>SCOTLAND</td>
<td>UNITED STATES</td>
<td>012140</td>
<td>0</td>
<td>FIRST CAPITAL BANK</td>
<td>2849463</td>
<td></td>
</tr>
<tr>
<td>OK</td>
<td></td>
<td>Full Service</td>
<td>4161703</td>
<td>BENNETTsvILLE BRANCH</td>
<td>207 HIGHWAY 12/40</td>
<td>BENNETTsvILLE</td>
<td>SC</td>
<td>29513</td>
<td>MARLBORO</td>
<td>UNITED STATES</td>
<td>012140</td>
<td>0</td>
<td>FIRST CAPITAL BANK</td>
<td>2849463</td>
<td></td>
</tr>
</tbody>
</table>
**Item 3: Securities holders**

<table>
<thead>
<tr>
<th>Name</th>
<th>City, State, Country</th>
<th>Country of Citizenship</th>
<th>Number and Percentage of Each Voting Securities</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joe D. Manis</td>
<td>Laurinburg, NC USA</td>
<td>USA</td>
<td>76,013 13.49%</td>
</tr>
<tr>
<td>Harry L Howell</td>
<td>Laurinburg, NC USA</td>
<td>USA</td>
<td>113,387 20.13%</td>
</tr>
</tbody>
</table>

**Item 3b: N/A**
<table>
<thead>
<tr>
<th>NAME, CITY STATE, COUNTRY</th>
<th>PRINC. OCCUPATION OTHER THAN HOLD. CO</th>
<th>TITLE /POS. W/HOLD. CO</th>
<th>TITLE/POS W/SUBSIDIARIES</th>
<th>TITLE/Position w/other businesses</th>
<th>% voting w/H. Company</th>
<th>N/A</th>
<th>4B</th>
<th>more than 25% voting sec held</th>
</tr>
</thead>
<tbody>
<tr>
<td>John H. Covington</td>
<td>Retired</td>
<td>Director</td>
<td>Director</td>
<td>None</td>
<td>4.22%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>Robert G. Dowdy</td>
<td>Medicare Pharmacy</td>
<td>Director</td>
<td>Director</td>
<td>President, Owner</td>
<td>2.10%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>Harry I. Howell</td>
<td>Scotland Motors, Inc.</td>
<td>Director/Vice-Chairman of the Board</td>
<td>Director/Vice-Chairman of the Board</td>
<td>Owner/President</td>
<td>N/A</td>
<td>none</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Joe D. Manis</td>
<td>Manis Custom Builders</td>
<td>Director</td>
<td>Director</td>
<td>Owner, President</td>
<td>20.13%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>James W. Mason, III</td>
<td>The Mason Company Appraisals</td>
<td>Director</td>
<td>Director</td>
<td>Owner, President</td>
<td>3.67%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>Charles O. Rivers</td>
<td>First Capital Bank</td>
<td>President/CEO</td>
<td>President/CEO</td>
<td>none</td>
<td>0.92%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>Paul F. Rush, MD</td>
<td>Ortho-Carolina</td>
<td>Director/Chairman of the Board</td>
<td>Director/Chairman of Board</td>
<td>Physician/Partner</td>
<td>4.20%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>James D. Nance</td>
<td>First Capital Bank</td>
<td>Controller/Asst. Secretary</td>
<td>Controller/Asst. Secretary</td>
<td>none</td>
<td>0.21%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
<tr>
<td>Winston Dwyer</td>
<td>First Capital Bank</td>
<td>CFO/Asst. Secretary</td>
<td>CFO/Asst. Secretary</td>
<td>none</td>
<td>0.00%</td>
<td>N/A</td>
<td>none</td>
<td></td>
</tr>
</tbody>
</table>