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FRB RICHMOND

Board of Governors of the Federal Reserve System

Annual Report of Holding Companies—FR Y-6

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)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

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. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Richard H. Moore
Name of the Holding Company Director and Official

Chief Executive Officer
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

March 27, 2018
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

RSSD ID 1076431
C.I.

Date of Report (top-tier holding company's fiscal year-end):
December 31, 2017
Month / Day / Year

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

Reporter's Name, Street, and Mailing Address

First Bancorp
Legal Title of Holding Company

300 SW Broad Street
(Mailing Address of the Holding Company) Street / P.O. Box

Southern Pines	NC	28387
City	State	Zip Code

Physical Location (if different from mailing address)

Person to whom questions about this report should be directed:

Erica Smith	SVP - Financial Reporting
Name	Title

252-227-4028
Area Code / Phone Number / Extension

252-353-9918
Area Code / FAX Number

esmith@localfirstbank.com
E-mail Address

www.localfirstbank.com
Address (URL) for the Holding Company's web page

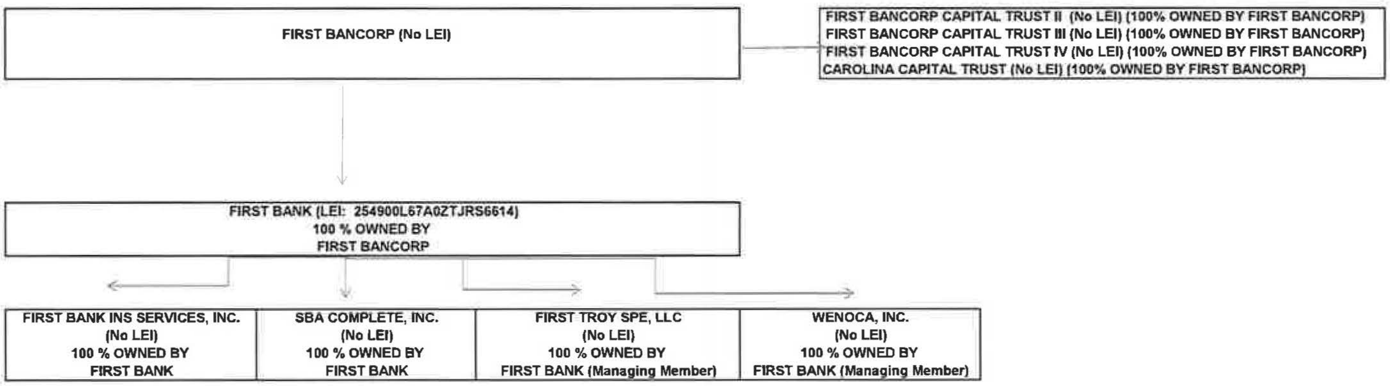
Is confidential treatment requested for any portion of this report submission? .... 0=No 1=Yes **0**

In accordance with the General Instructions for this report (check only one),
1. a letter justifying this request is being provided along with the report .... ☐
2. a letter justifying this request has been provided separately ... ☐

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the

Report Item 2 (A) : Organizational Chart -



		State of Incorporation
FIRST BANCORP	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	North Carolina
FIRST BANK	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	North Carolina
FIRST BANK INSURANCE SERVICES, INC.	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	North Carolina
SBA COMPLETE, INC.	550 CONTINENTAL BLVD., SUITE 120 - EL SEGUNDO CA 90245 (USA)	California
WENOCA, INC.	11 CHURCH STREET - ASHEVILLE, NC 28801 (USA)	North Carolina
FIRST TROY SPE, LLC	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	North Carolina
FIRST BANCORP CAPITAL TRUST II	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	Delaware
FIRST BANCORP CAPITAL TRUST III	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	Delaware
FIRST BANCORP CAPITAL TRUST IV	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	Delaware
CAROLINA CAPITAL TRUST	300 SW BROAD STREET - SOUTHERN PINES, NC 28387 (USA)	Delaware

Results: A list of branches for your holding company: FIRST BANCORP (1076431) of SOUTHERN PINES, NC.
The data are as of 12/31/2017. Data reflects information that was received and processed through 01/04/2018.

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 Procedure
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 ID_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	216922	FIRST BANK	205 SE BROAD STREET	SOUTHERN PINES	NC	28387	MOORE	216922	
OK		Full Service	1872398	ABERDEEN BRANCH	105 SOUTH SANDHILLS BLVD	ABERDEEN	NC	28315	MOORE	216922	
OK		Full Service	43520	EASTGATE BRANCH	1910 EAST MAIN ST	ALBEMARLE	NC	28001	STANLY	216922	
OK		Full Service	44022	HIGHWAY 52 BRANCH	2317 NORTH FIRST ST	ALBEMARLE	NC	28001	STANLY	216922	
OK		Full Service	3088737	ANGIER BRANCH	415 NORTH RALEIGH STREET	ANGIER	NC	27501	HARNETT	216922	
OK		Full Service	3083862	APEX BRANCH	402 EAST WILLIAMS STREET	APEX	NC	27502	WAKE	216922	
OK		Full Service	3181188	ASHEBORO BRANCH (CLBH)	335 SOUTH FAYETTEVILLE STREET	ASHEBORO	NC	27203	RANDOLPH	216922	
OK		Full Service	3140859	ASHEVILLE LEICESTER BRANCH	349 NEW LEICESTER HIGHWAY	ASHEVILLE	NC	28806	BUNCOMBE	216922	
OK		Full Service	4233655	ASHEVILLE MAIN BRANCH	79 WOODFIN PLACE	ASHEVILLE	NC	28801	BUNCOMBE	216922	
OK		Full Service	342175	FIRST BANK BRANCH	11 CHURCH STREET	ASHEVILLE	NC	28801	BUNCOMBE	216922	
OK		Full Service	2047157	MERRIMON AVENUE BRANCH	778 MERRIMON AVE	ASHEVILLE	NC	28804	BUNCOMBE	216922	
OK		Full Service	2047148	PATTON AVENUE BRANCH	1012 PATTON AVENUE	ASHEVILLE	NC	28806	BUNCOMBE	216922	
OK		Full Service	3540002	REYNOLDS BRANCH	5 OLDE EASTWOOD VILLAGE BOULEVARD	ASHEVILLE	NC	28803	BUNCOMBE	216922	
OK		Full Service	2047232	SKYLAND BRANCH	1879 HENDERSONVILLE ROAD	ASHEVILLE	NC	28803	BUNCOMBE	216922	
OK		Full Service	3282496	SOUTH ASHEVILLE BRANCH	1985 HENDERSONVILLE ROAD, SUITE 120	ASHEVILLE	NC	28803	BUNCOMBE	216922	
OK		Full Service	2047139	TUNNEL ROAD BRANCH	10 SOUTH TUNNEL ROAD	ASHEVILLE	NC	28805	BUNCOMBE	216922	
OK		Full Service	2446415	BEAUFORT BRANCH	1503 LIVE OAK STREET	BEAUFORT	NC	28516	CARTERET	216922	
OK		Full Service	2446442	BELHAVEN BRANCH	770 WEST MAIN STREET	BELHAVEN	NC	27810	BEAUFORT	216922	
OK		Full Service	4036146	LELAND BRANCH	10 WATERFORD BUSINESS WAY	BELVILLE	NC	28451	BRUNSWICK	216922	
OK		Full Service	584528	BENNETT BRANCH	3948 CHATHAM ST	BENNETT	NC	27208	CHATHAM	216922	
OK		Full Service	48927	BISCOE BRANCH	104 NATIONAL DRIVE	BISCOE	NC	27209	MONTGOMERY	216922	
OK		Full Service	2047166	BLACK MOUNTAIN BRANCH	300 WEST STATE STREET	BLACK MOUNTAIN	NC	28711	BUNCOMBE	216922	
OK		Full Service	3679304	BREVARD BRANCH	2 MARKET STREET	BREVARD	NC	28712	TRANSYLVANIA	216922	
OK		Full Service	147129	BROADWAY BRANCH	229 NORTH MAIN STREET	BROADWAY	NC	27505	LEE	216922	
OK		Full Service	3444810	BURLINGTON BRANCH	3214 SOUTH CHURCH STREET	BURLINGTON	NC	27215	ALAMANCE	216922	
OK		Full Service	3539985	CANDLER BRANCH	907 SMOKY PARK HIGHWAY	CANDLER	NC	28715	BUNCOMBE	216922	
OK		Full Service	3592551	CARTHAGE BRANCH	109 MONROE STREET	CARTHAGE	NC	28327	MOORE	216922	
OK		Full Service	5037092	CHARLOTTE BRANCH	4201 CONGRESS STREET SUITE 100	CHARLOTTE	NC	28209	MECKLENBURG	216922	
OK		Full Service	461722	DENTON BRANCH	17948 SOUTH NC HIGHWAY 109	DENTON	NC	27239	DAVIDSON	216922	
OK		Full Service	2446349	ELIZABETHTOWN BRANCH	232 W BROAD STREET	ELIZABETHTOWN	NC	28337	BLADEN	216922	
OK		Full Service	2140414	FAIRMONT MAIN BRANCH	301 SOUTH MAIN STREET	FAIRMONT	NC	28340	ROBESON	216922	
OK		Full Service	4905943	FAYETTEVILLE BRANCH	2939 VILLAGE DRIVE	FAYETTEVILLE	NC	28304	CUMBERLAND	216922	
OK		Full Service	4393438	FLETCHER BRANCH	3551 HENDERSONVILLE ROAD	FLETCHER	NC	28732	HENDERSON	216922	
OK		Full Service	4718198	FUQUAY VARINA BRANCH	125 NORTH MAIN STREET	FUQUAY VARINA	NC	27526	WAKE	216922	
OK		Full Service	2516626	GREENSBORO MAIN BRANCH	101 NORTH SPRING STREET	GREENSBORO	NC	27401	GUILFORD	216922	
OK		Full Service	3181160	JEFFERSON VILLAGE BRANCH	1601 HIGHWOODS BLVD	GREENSBORO	NC	27410	GUILFORD	216922	
OK		Full Service	3824216	LAWNDALE BRANCH	2604 LAWNDALE DRIVE	GREENSBORO	NC	27408	GUILFORD	216922	
OK		Full Service	5067222	GREENVILLE BRANCH	1201 EAST ARLINGTON BLVD	GREENVILLE	NC	27858	PITT	216922	

OK		Full Service	851127	HARMONY BRANCH	3364 HARMONY HWY	HARMONY	NC	28634	IREDELL	216922	
OK		Full Service	2438344	HENDERSONVILLE BRANCH	601 NORTH MAIN STREET	HENDERSONVILLE	NC	28792	HENDERSON	216922	
OK		Full Service	2639084	ARCHDALE BRANCH	11410 NORTH MAIN STREET	HIGH POINT	NC	27263	RANDOLPH	216922	
OK		Full Service	3556601	DEEP RIVER CENTER BRANCH	4010 BRIAN JORDAN PLACE	HIGH POINT	NC	27265	GUILFORD	216922	
OK		Full Service	199520	HIGH POINT MAIN BRANCH	1200 NORTH MAIN ST	HIGH POINT	NC	27262	GUILFORD	216922	
OK		Full Service	2128328	HUNTERSVILLE BRANCH	401 GILEAD ROAD	HUNTERSVILLE	NC	28078	MECKLENBURG	216922	
OK		Full Service	2446385	NEW BRIDGE STREET BRANCH	827 NEW BRIDGE STREET	JACKSONVILLE	NC	28540	ONSLOW	216922	
OK		Full Service	2446424	WESTERN BOULEVARD BRANCH	4110 WESTERN BOULEVARD	JACKSONVILLE	NC	28546	ONSLOW	216922	
OK		Full Service	1158092	KANNAPOLIS BRANCH	421 SOUTH MAIN STREET	KANNAPOLIS	NC	28081	CABARRUS	216922	
OK		Full Service	3131464	KENANSVILLE BRANCH	205 SOUTH MAIN STREET	KENANSVILLE	NC	28349	DUPLIN	216922	
OK		Full Service	2446460	KILL DEVIL HILLS BRANCH	2007 SOUTH CROATAN HIGHWAY	KILL DEVIL HILLS	NC	27948	DARE	216922	
OK		Full Service	868527	LAURINBURG MAIN OFFICE	601 SOUTH MAIN ST	LAURINBURG	NC	28352	SCOTLAND	216922	
OK		Full Service	2639093	LILLINGTON BRANCH	1000 MAIN ST	LILLINGTON	NC	27546	HARNETT	216922	
OK		Full Service	118521	LOCUST BRANCH	114 WEST MAIN ST	LOCUST	NC	28097	STANLY	216922	
OK		Full Service	6824	LUMBERTON BRANCH	2801 NORTH ELM ST	LUMBERTON	NC	28358	ROBESON	216922	
OK		Full Service	2047193	MARION BRANCH	162 NORTH MAIN STREET	MARION	NC	28752	MCDOWELL	216922	
OK		Full Service	2047214	MARS HILL BRANCH	105 NORTH MAIN STREET	MARS HILL	NC	28754	MADISON	216922	
OK		Full Service	3367722	MAYODAN BRANCH	402 SOUTH 2ND STREET	MAYODAN	NC	27027	ROCKINGHAM	216922	
OK		Full Service	3592579	MOORESVILLE BRANCH	553 EAST PLAZA DRIVE	MOORESVILLE	NC	28115	IREDELL	216922	
OK		Full Service	1006670	MOORESVILLE MAIN BRANCH	347 NORTH MAIN STREET	MOORESVILLE	NC	28115	IREDELL	216922	
OK		Full Service	3366716	MOREHEAD CITY BRANCH	137 HIGHWAY 24 WEST	MOREHEAD CITY	NC	28557	CARTERET	216922	
OK		Full Service	3150344	MOUNT PLEASANT BRANCH	8252 HWY 49	MOUNT PLEASANT	NC	28124	CABARRUS	216922	
Change	10/2/2017	Full Service	3592122	OCEAN ISLE BRANCH	120 CAUSEWAY DRIVE	OCEAN ISLE BEACH	NC	28469	BRUNSWICK	216922	Relocation to 6303 Beach Drive SW
OK		Full Service	10728	PEMBROKE BRANCH	210 WEST 3RD ST	PEMBROKE	NC	28372	ROBESON	216922	
OK		Full Service	462224	PINEHURST SOUTH BRANCH	560 NC HIGHWAY 5 SOUTH	PINEHURST	NC	28374	MOORE	216922	
OK		Full Service	2445801	PINEHURST VILLAGE BRANCH	10 CHINQUAPIN ROAD	PINEHURST	NC	28374	MOORE	216922	
OK		Full Service	3089006	PITTSBORO BRANCH	18 CHATHAM STREET	PITTSBORO	NC	27312	CHATHAM	216922	
OK		Full Service	3089015	POLKTON BRANCH	7996 US HIGHWAY 74 WEST	POLKTON	NC	28135	ANSON	216922	
OK		Full Service	5125757	RALEIGH BRANCH	3110 EDWARDS MILL ROAD	RALEIGH	NC	27612	WAKE	216922	
OK		Full Service	1158113	RICHFIELD BRANCH	135 NORTH HIGHWAY 49	RICHFIELD	NC	28137	STANLY	216922	
OK		Full Service	49429	ROBBINS BRANCH	180 N MIDDLETON ST	ROBBINS	NC	27325	MOORE	216922	
OK		Full Service	555920	ROCKINGHAM BRANCH	1254 EAST BROAD AVENUE	ROCKINGHAM	NC	28379	RICHMOND	216922	
OK		Full Service	3355493	ROSE HILL BRANCH	501 S. SYCAMORE STREET	ROSE HILL	NC	28458	DUPLIN	216922	
OK		Full Service	19628	SAINT PAULS BRANCH	301 WEST BROAD ST	SAINT PAULS	NC	28384	ROBESON	216922	
OK		Full Service	3089024	SALISBURY CONCORD ROAD BRANCH	1525 JAKE ALEXANDER BOULEVARD SOUTH	SALISBURY	NC	28146	ROWAN	216922	
OK		Full Service	2639114	SANFORD BRANCH	1333 PLAZA BOULEVARD	SANFORD	NC	27330	LEE	216922	
OK		Full Service	3089033	SANFORD-HORNER BRANCH	2630 SOUTH HORNER BOULEVARD	SANFORD	NC	27332	LEE	216922	
OK		Full Service	2639132	SEAGROVE BRANCH	121 WEST MAIN ST	SEAGROVE	NC	27341	RANDOLPH	216922	
OK		Full Service	3592588	SHALLOTTE BRANCH	347 WHITEVILLE ROAD	SHALLOTTE	NC	28470	BRUNSWICK	216922	
OK		Full Service	3088988	BELLE MEADE BRANCH	100 WATERS DRIVE	SOUTHERN PINES	NC	28387	MOORE	216922	
OK		Full Service	2445829	PINECREST PLAZA BRANCH	46 PINECREST PLAZA	SOUTHERN PINES	NC	28387	MOORE	216922	
OK		Full Service	3289721	SOUTHPORT BRANCH	5210 SOUTHPORT-SUPPLY ROAD	SOUTHPORT	NC	28461	BRUNSWICK	216922	
OK		Full Service	3088698	ANDERSON CREEK BRANCH	3210 RAY ROAD	SPRING LAKE	NC	28390	HARNETT	216922	
OK		Full Service	2446367	TABOR CITY BRANCH	102 EAST FIFTH STREET	TABOR CITY	NC	28463	COLUMBUS	216922	
OK		Full Service	3592618	THOMASVILLE LIBERTY SQUARE BRANCH	201 KENNEDY ROAD	THOMASVILLE	NC	27360	DAVIDSON	216922	
OK		Full Service	121521	MONTGOMERY SQUARE BRANCH	1040 ALBEMARLE RD	TROY	NC	27371	MONTGOMERY	216922	
OK		Full Service	1357336	VASS BRANCH	200 SEABOARD ST	VASS	NC	28394	MOORE	216922	
OK		Full Service	2887803	WALLACE MAIN BRANCH	108 TOBACCO DRIVE	WALLACE	NC	28466	DUPLIN	216922	
OK		Full Service	2446433	WASHINGTON BRANCH	639 WEST 15TH STREET	WASHINGTON	NC	27889	BEAUFORT	216922	
OK		Full Service	523929	SEVEN LAKES BRANCH	4295 HWY 211	WEST END	NC	27376	MOORE	216922	
OK		Full Service	3366707	WHITEVILLE BRANCH	1104 NORTH JK POWELL BOULEVARD	WHITEVILLE	NC	28472	COLUMBUS	216922	
OK		Full Service	3366695	MONKEY JUNCTION BRANCH	5102 S COLLEGE ROAD	WILMINGTON	NC	28412	NEW HANOVER	216922	
OK		Full Service	2446394	OLEANDER DRIVE BRANCH	3605 OLEANDER DRIVE	WILMINGTON	NC	28403	NEW HANOVER	216922	
OK		Full Service	3289703	PORTERS NECK BRANCH	8286 MARKET STREET	WILMINGTON	NC	28411	NEW HANOVER	216922	
OK		Full Service	3971455	WILMINGTON BRANCH	201 MARKET STREET	WILMINGTON	NC	28401	NEW HANOVER	216922	
OK		Full Service	3592636	WILMINGTON LANDFALL BRANCH	1701 EASTWOOD ROAD	WILMINGTON	NC	28403	NEW HANOVER	216922	
OK		Full Service	3299793	KNOLLWOOD BRANCH	401 KNOLLWOOD STREET	WINSTON SALEM	NC	27103	FORSYTH	216922	
OK		Full Service	3591974	OLIVERS CROSSING BRANCH	5002 PETERS CREEK PARKWAY	WINSTON SALEM	NC	27127	FORSYTH	216922	
OK		Full Service	4893077	PEACE HAVEN ROAD BRANCH	1554 NORTH PEACE HAVEN RD.	WINSTON SALEM	NC	27104	FORSYTH	216922	
OK		Full Service	3195206	UNIVERSITY PARKWAY BRANCH	5610 UNIVERSITY PARKWAY	WINSTON SALEM	NC	27105	FORSYTH	216922	
OK		Full Service	980072	CHEREW BRANCH	901 CHESTERFIELD HIGHWAY	CHERAW	SC	29520	CHESTERFIELD	216922	
OK		Full Service	2393005	DILLON BRANCH	101 WEST MAIN STREET	DILLON	SC	29536	DILLON	216922	
OK		Full Service	3189326	MONROE STREET BRANCH	206 E MONROE ST	DILLON	SC	29536	DILLON	216922	
OK		Full Service	3787254	FLORENCE LOOP ROAD BRANCH	452 2ND LOOP ROAD	FLORENCE	SC	29505	FLORENCE	216922	
OK		Full Service	3926950	FLORENCE MAIN BRANCH	2170 WEST EVANS STREET	FLORENCE	SC	29501	FLORENCE	216922	

OK		Full Service	54124	LATTA BRANCH	100 EAST LEITNER STREET	LATTA	SC	29565	DILLON	216922	

Report Item 1: Annual Report to Shareholders. Registered with the SEC - Annual Report filed on March 1, 2018

Report Item 2 (A): Organizational Chart. See attachment.

Report Item 2 (B): Domestic Branch Listing. Submitted via email 1/29/2018.

Report Item 3 (1): 5% Shareholders at FY End. See below and page 4 of attached Proxy Statement

Wellington Management Company, LLP
Boston, MA 02210 (USA)
1,797,316 shares (6.1% of class)

Blackrock Inc.
New York, NY 10022 (USA)
1,876,045 shares (6.3% of class)

RMB Capital Holdings, LLC
Chicago, IL 60603 (USA)
1,499,517 shares (5.1% of class)

Report Item 3 (2): 5% Shareholders at any time during year and not listed in Item 3(1). See below.

Dimensional Fund Advisors LP
Austin, TX 78746 (USA)
1,062,674 shares (5.28% of class)

Report Item 4: Directors and Officers. See attachment and refer to pages 4 through 8 of attached Proxy Statement.

Report Item 4 : Directors and Officers

Name	Address (4.1 City, State or Country)	4.2 Principle Occupation, other than BHC	4.3 Title or Position with: BHC	4.3 Dir/Indir subs BHC (First Bank - dir sub)	4.3 Other unrelated Companies	4.4 % each class sec owned: BHC	4.4 Dir/Indir subs BHC (First Bank - dir sub)	4.4 Other unrelated Companies	A Other Business Interests	B % Control	C Title and Position with Other Businesses
Directors											
Mary Clara Capel	Chapel Hill, N.C. 27514 (USA)	Retired Senior Management of Capel, Inc.	Director	Director	N/A	0.06%	N/A	N/A	N/A	N/A	N/A
Dennis A. Wicker	Sanford, N.C. 27330 (USA)	Law Firm Partner	Director	Director	See Column A & C	0.12%	N/A	See Column B	QJH Real Estate, LLC	100%	Managing Member
Frederick L. Taylor, II	Biscoe, N.C. 27209 (USA)	President of Troy Lumber Company	Director	Director	See Column A & C	0.10%	N/A	See Column B	Troy Lumber Company Long Leaf Truss Company	80% 100%	President President
Thomas F. Phillips	Carthage, N.C. 28327 (USA)	Retired Automobile dealer and owner	Director	Director	See Column A & C	0.29%	N/A	See Column B	Hillcrest Enterprise Company	50%	Partner
Virginia C. Thomasson	Southern Pines, N.C. 28388 (USA)	CPA (Holden, Thomasson, & Longfellow,P.C.)	Director	Director	See Column A & C	0.09%	N/A	See Column B	Virginia C. Thomasson CPA, LLC	100%	Managing Member
James C. Crawford, III	Cheraw, S.C. 29520 (USA)	Private Investor	Director	Director	See Column A & C	0.26%	N/A	See Column B	Crawford Capital, LLC	50%	Manager
Daniel T. Blue, Jr.	Raleigh, N.C. 27604 (USA)	Law Firm Partner	Director	Director	See Column A & C	0.05%	N/A	See Column B	Blue, Stephens & Fellers LLP Thigpen, Blue & Stephens	50% 42%	Partner Partner
Richard H. Moore	Kittrell, NC 27544 (USA)	BHC Officer	Dir / CEO	Dir / CEO	N/A	0.43%	N/A	N/A	N/A	N/A	N/A
O. Temple Sloan, III	Raleigh, N.C. 27609 (USA)	Private Investor	Director	Director	See Column A & C	0.03%	N/A	See Column B	National Coatings Supply American Welding & Gas Sheser Creek LLC Warren Oil	100% 100% 100% 100%	Owner Owner Owner/Partner Owner
Michael G. Mayer	Pinehurst, N.C. 28374 (USA)	BHC Officer	Dir / President	Dir / President	N/A	0.08%	N/A	N/A	N/A	N/A	N/A
Abby J. Donnelly	Greensboro, NC 27408 (USA)	CEO of Consulting Practice	Director	Director	See Column A & C	0.03%	N/A	See Column B	The Leadership and Legacy Group	100%	Owner
Donald H. Allred	Asheboro, NC 27205 (USA)	Retired President of Duel, Inc.	Director	Director	N/A	0.05%	N/A	N/A	N/A	N/A	N/A
Suzanne S. DeFerie	Asheville, NC 28802 (USA)	EVP/Regional President of First Bank	Director	EVP/ Regional President	N/A	0.41%	N/A	N/A	N/A	N/A	N/A
John B. Gould	Flat Rock, NC 28731 (USA)	President of Cason Companies, Inc.	Director	Director	See Column A & C	0.17%	N/A	See Column B	Cason Companies, Inc.	100%	Owner
Executive Officers											
Richard H. Moore	Kittrell, N.C. 27544 (USA)	BHC Officer	Dir / CEO	Dir / CEO	N/A	0.43%	N/A	N/A	N/A	N/A	N/A
Michael G. Mayer	Pinehurst, N.C. 28374 (USA)	BHC Officer	Dir / President	Dir / President	N/A	0.08%	N/A	N/A	N/A	N/A	N/A
Eric P. Credle	West End, N.C. 27376 (USA)	BHC Officer	EVP / CFO	EVP / CFO	N/A	0.15%	N/A	N/A	N/A	N/A	N/A

FIRST BANCORP

300 SW Broad Street
Southern Pines, North Carolina 28387
Telephone (910) 246-2500

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD WEDNESDAY, MAY 2, 2018

To Our Shareholders:

The annual meeting of shareholders of First Bancorp (the "Company") will be held at the Company's Main Office located at 300 SW Broad Street, Southern Pines, North Carolina on Wednesday, May 2, 2018 at 1:30 p.m. local time, for the purpose of considering and acting on the following matters:

1. To elect fourteen (14) nominees to the Board of Directors to serve until the 2019 annual meeting of shareholders, or until their successors are elected and qualified.

2. To ratify the appointment of Elliott Davis, PLLC as the independent auditors of the Company for 2018.

3. To approve, on a non-binding advisory basis, the compensation paid to the Company's named executive officers, as disclosed in the accompanying proxy statement ("say on pay").

4. To provide an advisory vote on the frequency of future shareholder "say on pay" advisory votes.

5. Such other business as may properly come before the annual meeting and any adjournment thereof.

Only shareholders of record as of the close of business on March 7, 2018 are entitled to notice of and to vote at the annual meeting and any adjournment thereof. We first mailed the Notice of Internet Availability of Proxy Materials to our shareholders on or about March 20, 2018.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to be Held on May 2, 2018:

The Meeting Notice and Proxy Statement and the Company's 2017 Annual Report on Form 10-K are available on the Internet at www.proxyvote.com.

The Proxy Statement accompanying this notice sets forth further information concerning the proposals to be considered at the annual meeting. You are urged to study this information carefully. The 2017 Annual Report on Form 10-K includes the Company's financial statements and other required disclosures, but does not constitute proxy solicitation material.

By Order of the Board of Directors

Elizabeth B. Bostian
Secretary

March 20, 2018

Important notice regarding the availability of proxy materials for the annual shareholder meeting to be held on May 2, 2018.

The Proxy Statement and 2017 Annual Report on Form 10-K are also available at www.proxyvote.com.

First Bancorp

300 SW Broad Street
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PROXY STATEMENT

Introduction. This Proxy Statement is furnished to the shareholders ("shareholders, "you, or "your") of First Bancorp (the "Company", "us", "we" or "our") by the Board of Directors (hereinafter sometimes referred to as the "Board" or the "Board of Directors") in connection with its solicitation of proxies for use at the annual meeting of shareholders of the Company (the "Annual Meeting") to be held on Wednesday, May 2, 2018 at 1:30 p.m. local time, at the Main Office of First Bank, 300 SW Broad Street, Southern Pines, North Carolina, and at any adjournment thereof. Action will be taken at the Annual Meeting on the items described in this Proxy Statement and on any other business that properly comes before the meeting.

The Company will bear the entire cost of preparing this Proxy Statement and of soliciting proxies. Proxies may be solicited by employees of the Company, either personally, by mail, or by telephone. Employees will not receive additional compensation for the solicitation of proxies. The Company also will request brokers and others to send solicitation material to beneficial owners of stock and will reimburse their costs for this purpose.

Internet Availability of Proxy Materials. We are providing proxy materials to our shareholders primarily via the Internet, instead of mailing printed copies of those materials to each shareholder. By doing so, we save costs and reduce the environmental impact of our Annual Meeting. On or about March 20, 2018, we mailed a Notice of Internet Availability of Proxy Materials ("Notice") to certain of our shareholders. The Notice contains instructions about how to access our proxy materials and vote online or vote by telephone. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via email unless you elect otherwise.

Proxy Card. The Board has designated Peter A. Seitz and Richard H. Moore to serve as Proxies for the Annual Meeting. As Proxies, they will vote the shares represented by proxies at the Annual Meeting. If you sign, date and return your Proxy Card but do not specify how to vote your shares, the Proxies will vote FOR the election of all of the Director nominees, FOR ratification of Elliott Davis PLLC as the Company's independent auditors, FOR approval of the advisory vote on the compensation of our named executive officers, and EVERY ONE YEAR for the advisory vote on the frequency of the advisory vote on compensation of our named executive officers. The Proxies will also have discretionary authority to vote in accordance with their judgment on any other matter that may properly come before the Annual Meeting.

Quorum and Shares Outstanding. A quorum, which is a majority of the total shares outstanding as of the record date, must be present to hold the Annual Meeting. A quorum is calculated based on the number of shares represented by shareholders attending in person or by proxy. On March 7, 2018, 29,643,538 shares of our common stock were outstanding. We also count broker non-votes, which we describe below, as shares present or represented at the Annual Meeting for the purpose of determining whether a quorum exists. If a quorum is not present or represented at the Annual Meeting, the shareholders present and entitled to vote have the power to adjourn the Annual Meeting from time to time, without notice other than announcement at the Annual Meeting, until a quorum is present or represented. At any such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the Annual Meeting as originally notified.

Election of Director Nominees. Each share is entitled to one vote, except in the election of Directors where a shareholder may cumulate votes as to candidates nominated prior to voting, but only when a shareholder gives notice of intent to cumulate votes prior to the voting at the Annual Meeting. If any shareholder gives such notice, all shareholders may cumulate their votes for nominees. Under cumulative voting, each share carries as many votes as the number of Directors to be elected, and the shareholder may cast all of such votes for a single nominee or distribute them in any manner among as many nominees as desired. This Proxy Statement solicits the discretionary authority to cumulate votes and allocate them in the Proxy Holders' discretion if any shareholder requests cumulative voting. In the election of Directors, the 14 nominees receiving the highest number of votes will be elected. If your proxy is marked "Withhold" with regard to the election of any nominee, your shares will be counted toward a quorum and for other nominees, but they will not be voted for the election of that nominee. If you attend the Annual Meeting and have already voted, you may vote in person in order to rescind your previous vote.

Vote Required; Effect of Abstentions and Broker Non-Votes. The shares of a shareholder whose Proxy Card on any or all proposals is marked as "abstain" will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present. If you are the beneficial holder of shares held by a broker or other custodian, you may instruct your broker how to vote your shares through the voting instruction form included with this Proxy Statement. If you wish to vote the shares you own beneficially at the Annual Meeting, you must first request and obtain a proxy from your broker or other custodian. Abstentions from the vote on a particular proposal and broker non-votes will be counted as present for purposes of determining if a quorum is present, but will not be counted as votes on the proposal in question.

Your vote is very important and we hope that you will attend the Annual Meeting. However, whether or not you plan to attend the Annual Meeting, please vote by proxy.

Registered Holders. If your shares are registered directly in your name with the Company's transfer agent, Computershare Investor Services, LLC, you are considered a registered holder of those shares. Please vote by proxy in accordance with the instructions on your Proxy Card, or the instructions contained in the Notice.

A registered holder can vote in one of the following four ways:

- **Via the Internet**. Go to the website noted on your Proxy Card in order to vote via the Internet. Internet voting is available 24 hours a day. We encourage you to vote via the Internet, as it is the most cost-effective way to vote. When voting via the Internet, you do not need to return your Proxy Card.

- **By Telephone**. Call the toll-free telephone number indicated on your Proxy Card and follow the voice prompt instructions to vote by telephone. Telephone voting is available 24 hours a day. When voting by telephone, you do not need to return your Proxy Card.

- **By Mail**. Mark your Proxy Card, sign and date it, and return it in the enclosed postage-paid envelope. If you elected to electronically access the Proxy Statement, you will not be receiving a Proxy Card and must vote via the Internet or by telephone.

- **In person**. You may vote your shares at the Annual Meeting if you attend in person, even if you previously submitted a Proxy Card or voted via Internet or telephone. Whether or not you plan to attend the Annual Meeting, however, we strongly encourage you to vote your shares by proxy before the Annual Meeting.

Beneficial Shareholders. If your shares are held in a brokerage account in the name of your bank, broker, or other holder of record ("beneficial holder" or "street name"), you are not a registered holder, but rather are considered a beneficial holder of those shares. Your bank, broker, or other holder of record will send you instructions on how to vote your shares. If you are a beneficial holder, you must obtain a proxy, executed in your favor, from the holder of record to be able to vote in person at the Annual Meeting.

Voting Deadlines. The Internet and telephone voting facilities for eligible shareholders of record will close at 11:59 p.m. Eastern Daylight Savings Time on May 1, 2018.

Revocation of Proxy. Registered holders who vote by proxy, whether by telephone, Internet or mail, may revoke that proxy at any time before it is voted at the Annual Meeting. You may do this by: (a) signing another Proxy Card with a later date and delivering it to us prior to the Annual Meeting or sending a notice of revocation to the Corporate Secretary of First Bancorp at 300 SW Broad Street, Southern Pines, NC 28387; (b) voting at a later time by telephone or on the Internet prior to 11:59 p.m., Eastern Daylight Savings Time, on May 1, 2018; or (c) attending the Annual Meeting in person and casting a ballot. If you are a beneficial holder, you may change your vote by submitting new voting instructions to your broker or other nominee.

Additional Information

Householding. As permitted by the Securities Exchange Act of 1934 (the "Exchange Act") only one envelope containing two or more Notices is being delivered to shareholders residing at the same address, unless such shareholders have notified their bank, broker, Computershare Investor Services, or other holder of record that they wish to receive separate mailings. If you are a beneficial holder and own your shares of the Company in street name, contact your broker, bank or other holder of record to discontinue householding and receive your own separate copy of the Notice in future years. If you are a registered holder and own your shares through Computershare Investor Services, contact Computershare toll-free at 800-368-5948 or in writing directed to Computershare Investor Services, 250 Royall Street, Mail Stop 1A, Canton, MA 02021 to discontinue householding and receive multiple Notices in future years. To receive an additional Annual Report on Form 10-K or Proxy Statement this year, contact us at Shareholder Relations at 910-246-2500 or follow the instructions on the Notice. Mailing of dividends, dividend reinvestment statements, and special notices will not be affected by your election to discontinue duplicate mailings of the Notice.

Electronic Access to Proxy Materials and Annual Report. This Proxy Statement and the 2017 Annual Report on Form 10-K are available at www.proxyvote.com. If you hold your common stock in street name through a broker, a bank or other nominee, you may have the option of receiving your Proxy Statement and Annual Report on Form 10-K via the Internet. If you submit your proxy this year electronically, you may also elect to receive future Proxy Statements, Annual Reports on Form 10-K and other materials electronically by following the instructions given by your bank, broker, or other holder of record when you vote.

PRINCIPAL HOLDERS OF VOTING SECURITIES

The Exchange Act requires that any person who acquires the beneficial ownership of more than five percent of the Company's common stock notify the Securities and Exchange Commission (the "SEC") and the Company. Following is certain information, as of the most recent practicable date, regarding those persons or groups who held of record, or who are known to the Company to own beneficially, more than five percent of our outstanding common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Wellington Management Company, LLP 280 Congress Street Boston, MA 02210	1,797,316 shares of common stock (1)	6.1%
BlackRock Inc. 40 East 52nd Street New York, NY 10022	1,876,045 shares of common stock (2)	6.3%
RMB Capital Holdings, LLC 115 S. LaSalle Street, 34th Floor Chicago, IL 60603	1,499,517 shares of common stock (3)	5.1%

(1) This is based on a Schedule 13G/A filed by Wellington Management Group, LLP on February 8, 2018, and the Schedule indicates shared power to vote or dispose of these shares.

(2) This is based on a Schedule 13G/A filed by BlackRock Inc. on January 25, 2018, and the Schedule indicates sole power to vote and dispose of these shares.

(3) This is based on a Schedule 13G filed by RMB Capital Holdings, LLC on February 13, 2018, and the Schedule indicates shared power to vote and dispose of these shares.

PROPOSAL 1 - ELECTION OF DIRECTORS

Article 3, Section 2 of the Company's Bylaws provides that the number of directors on our Board of Directors will be not less than seven nor more than 25, as may be fixed by resolution duly adopted by the Board of Directors at or prior to the annual meeting at which such directors are to be elected. In accordance with the Bylaws, the size of the Board has been fixed at 14 members.

In the absence of any specifications to the contrary, proxies will be voted for the election of all 14 of the nominees listed in the table below by casting an equal number of votes for each such nominee. If, at or before the time of the Annual Meeting, any of the nominees listed below becomes unavailable for any reason, the Proxies have the discretion to vote for a substitute nominee or nominees. The Board currently knows of no reason why any nominee listed below is likely to become unavailable. The 14 nominees receiving a plurality of votes cast shall be elected. This means that the 14 nominees with the most votes will be elected. Only votes "FOR" a nominee will affect the outcome.

NOMINATIONS FOR DIRECTOR

Nominees for election to the Board of Directors are selected by the incumbent board prior to each annual meeting, and the nominees listed below were selected in that manner. Nominations from shareholders must be made in accordance with the Bylaws, which generally require such nominations to be made in writing and not less than 50 nor more than 75 days before the first anniversary of the date of the distribution of the Company's proxy statement for the last meeting of shareholders called for the election of directors.

A copy of the Bylaw provision setting forth the complete procedure for shareholder nominations of directors may be obtained upon written request to First Bancorp, 300 SW Broad Street, Southern Pines, North Carolina 28387, Attention: Elizabeth B. Bostian, Secretary.

The Company's Bylaws state that the maximum age at which a director may stand for election is 72, absent specific approval of an exception by the Board. All current and nominee directors are less than the age of 72 other than Thomas F. Phillips, whose age of 72 received specific approval of an exception by the Board when it decreased the maximum age at which a director may stand for election in 2016.

See also "Director Nomination Process" included in the section entitled "Corporate Governance Policies and Practices" below.

DIRECTORS, NOMINEES AND EXECUTIVE OFFICERS

Except as noted below, the following table sets forth certain information as of December 31, 2017, with respect to the Company's current directors, the 14 nominees for election to the Board of Directors and the executive officers of the Company. The 14 nominees are each current directors, with 12 of the 14 having served on the Board of Directors since the 2017 Annual Meeting. Suzanne S. DeFerie and John B. Gould were appointed to the Board of Directors on October 1, 2017 upon completion of the Company's acquisition of ASB Bancorp, Inc. ("ASB Bancorp").

The Board of Directors recommends a vote "FOR" the election of these nominees.

TABLE OF DIRECTORS, NOMINEES AND EXECUTIVE OFFICERS

		Common Stock Beneficially Owned (1)			
Name (Age)**	Current Director (D), Nominee (N), or Position with Company	Number of Shares Owned (excluding options)	Number of Shares That May Be Acquired within 60 Days by Exercising Options	Total Number of Shares Beneficially Owned	Percent of Class
Directors and Nominees					
Richard H. Moore (57)	CEO (D) (N)	128,050 (2)	–	128,050	*
Michael G. Mayer (58)	President & CEO of First Bank & President of First Bancorp (D) (N)	23,678 (3)	–	23,678	*
Donald H. Allred (71)	(D) (N)	14,037 (4)	–	14,037	*
Daniel T. Blue, Jr. (68)	(D) (N)	14,132	–	14,132	*
Mary Clara Capel (59)	(D) (N)	13,746	4,500	18,246	*
James C. Crawford, III (61)	(D) (N)	76,821 (5)	–	76,821	*
Suzanne S. DeFerie (61)	(D) (N)	120,608 (6)	–	120,608	*
Abby J. Donnelly (55)	(D) (N)	7,466 (7)	–	7,466	*
John B. Gould (65)	(D)(N)	50,403	–	50,403	*
Thomas F. Phillips (72)	(D) (N)	81,100 (8)	4,500	85,600	*
O. Temple Sloan, III (57)	(D) (N)	8,668	–	8,668	*
Frederick L. Taylor, II (48)	(D) (N)	25,240	4,500	29,740	*
Virginia C. Thomasson (66)	(D) (N)	23,151	4,500	27,651	*
Dennis A. Wicker (65)	(D) (N)	35,934 (9)	–	35,934	*
Non-Director Executive Officers					
Eric P. Credle (49)	Executive Vice President & Chief Financial Officer	38,490 (10)	6,270	44,760	*
Directors/Nominees and Non-Director Executive Officers as a Group (15 persons)		661,524 (11)	24,270	685,794	2.3 %

* Indicates beneficial ownership of less than 1%.
** Age information is as of April 1, 2018.

Notes to Table of Directors, Nominees and Executive Officers:

(1) Unless otherwise indicated, each individual has sole voting and investment power with respect to all shares beneficially owned by such individual. The "Number of Shares Owned" in the table above includes executive officers' reported shares in our 401(k) defined contribution plan, which are voted by the plan trustee and not by the shareholder for whom such shares are listed.

(2) Mr. Moore's shares also include 6,310 shares held in the 401(k) defined contribution plan.

(3) Mr. Mayer's shares include 907 shares held in the 401(k) defined contribution plan.

(4) Mr. Allred's shares include 8,910 shares held in a Rabbi Trust for director fees accumulated during his service as a director of Carolina Bank.

(5) Mr. Crawford's shares include 8,325 shares held by his spouse and 6,600 shares held jointly with his children.

(6) Ms. DeFerie's shares include 7,200 shares held by her spouse.

(7) Ms. Donnelly's shares include 5,108 shares held in a Rabbi Trust for director fees accumulated during her service as a director of Carolina Bank.

(8) Mr. Phillips' shares include 1,965 shares held by his spouse and 186 shares that his spouse owns jointly with two of their children.

(9) Mr. Wicker's shares include 5,000 shares held by his spouse.

(10) Mr. Credle's shares include 10,399 shares held in the 401(k) defined contribution plan.

(11) The number of shares held by directors, nominees, and non-director executive officers includes 50,609 shares of the Company's stock that have been pledged as collateral by these persons for loans received from the Company and other financial institutions, as follows: Mr. Phillips – 32,976 shares; and Mr. Credle – 17,633 shares.

Director Nominees

Donald H. Allred, 71, a resident of Asheboro, NC, is the is the Retired President and former owner of Duel, Inc., a media production company located in Asheboro, which specialized in audio and video projects for individuals and businesses. Mr. Allred served as a board member of Carolina Bank Holdings, Inc. ("CBHI") from 2012 until CBHI's merger with the Company in 2017, at which time he joined the Company's Board of Directors. Mr. Allred also served on Carolina Bank's Asheboro Advisory Board of Directors beginning in 2004. An Air Force veteran, Mr. Allred served four years of active duty during the Vietnam War. Mr. Allred is very active in the Rotary Club and has volunteered with numerous civic organizations in the Asheboro area. Mr. Allred has attended the North Carolina Bank Directors' College and the North Carolina Bank Directors' Assembly.

Mr. Allred brings to the Company 14 years of bank oversight experience with CBHI, and business leadership, innovation, executive decision making and oversight skills as a result his experience in the Air Force and his ownership of a commercial business.

Daniel T. Blue, Jr., 68, is the managing partner of Blue LLP, a law firm located in Raleigh, NC, where he has been an attorney since 1973. In 1980, Mr. Blue was elected to the North Carolina House of Representatives and was re-elected 12 times. From 1991 – 1995, Mr. Blue was twice elected Speaker of the North Carolina House of Representatives. Mr. Blue currently serves in the North Carolina Senate, representing Wake County, and was elected in March 2014 as the Senate Minority Leader. Mr. Blue is a past Chair of the Board of Trustees of Duke University. He is a former member of the Duke University Health System and a former director of Duke University Management Company. Mr. Blue has been a director of the Company and First Bank since 2010.

Mr. Blue has an extensive background in law and public service, and has skills related to executive decision making, as well as oversight, governance and management of large organizations.

Mary Clara Capel, 59, is a former member of senior management as the director of administration and marketing at Capel, Incorporated, a rug manufacturer, importer and exporter located in Troy, NC, where she was employed from 1981 until her retirement in September 2017. She is a past member of the North Carolina Banking Commission and has attended the North Carolina Bank Directors' College. Ms. Capel has been a director of the Company and First Bank since 2005. Ms. Capel is the immediate past chairman of the Board of Directors.

Ms. Capel brings business executive decision making and oversight skills as a result of her 36 years of experience with a third-generation family business, which has grown from its rug manufacturing operation in Troy, North Carolina to importing and exporting rugs worldwide.

James C. Crawford, III, 61, served on the Board of Directors, including as its Chairman, of Great Pee Dee Bancorp, Inc., a bank holding company headquartered in Cheraw, SC, from 1992 until its acquisition by the Company in April 2008. Mr. Crawford is the retired Chief Executive Officer of B.C. Moore and Sons, Inc., a department store chain. Mr. Crawford has been a director of the Company and First Bank since 2008. Mr. Crawford is the current chairman of the Board of Directors and the Board of Directors of First Bank.

Mr. Crawford brings extensive experience with accounting and finance, as well as oversight and management of multiple businesses.

Suzanne S. DeFerie, 61, was named Executive Vice President and Regional President for the Asheville Region of First Bank upon the merger of ASB Bancorp with the Company in October 2017. She served as the President and Chief Executive Officer of ASB Bancorp and Asheville Savings Bank, its banking subsidiary, from 2008 until ASB Bancorp's merger with the Company. Prior to becoming CEO of Asheville Savings Bank, Ms. DeFerie was Executive Vice President and Chief Financial Officer of Asheville Savings Bank for 16 years. Ms. DeFerie holds a CPA license and is active in the banking industry and the Asheville community, currently serving roles with the Federal Home Loan Bank of Atlanta, the Federal Reserve Bank of Richmond, Mission Health System and the Economic Development Coalition of Asheville-Buncombe County.

Ms. DeFerie brings extensive experience in the banking and finance industry and has held numerous leadership positions throughout her professional and volunteer career.

Abby J. Donnelly, 55, is founder and Chief Executive Officer of The Leadership & Legacy Group, a consulting practice in leadership development and executive succession. She is the internationally recognized author of Networking Works!, a workbook and training curriculum on building strong business relationships. Ms. Donnelly served as a director of CBHI from 2014 until its merger with the Company in 2017, at which time she joined the Board of Directors. Ms. Donnelly has been active in volunteering and serving in many leadership roles in various civic organizations in the Greensboro area. She has attended the North Carolina Bank Directors' College and the North Carolina Bank Directors' Assembly.

Ms. Donnelly brings to our Board business leadership, innovation, executive decision making and oversight skills as a result of her work history, community leadership and ownership of a business.

John B. Gould, 65, has served as President of Cason Companies, Inc., a family-owned business, since 1976 and has been instrumental in the mergers and acquisitions that have grown and diversified the business over more than 40 years. He has served as the Vice Chairman of the ASB Bancorp Board, as well as past Chairman of the Henderson County Chamber of Commerce and the Henderson County Partnership for Economic Development. He has recently been appointed to the UNC Healthcare - Pardee Hospital Board of Directors. He joined our Board upon the merger of ASB Bancorp into the Company in 2017.

Mr. Gould is deeply active in his community and brings decades of business, banking and directorial experience to the Company.

Michael G. Mayer, 58, was named the President of First Bank effective March 10, 2014, was appointed as a director of First Bank in October 2014, and was named the Chief Executive Officer of First Bank on February 7, 2017. Mr. Mayer was named the President of the Company on February 23, 2016 and was appointed to the Board of Directors of the Company on February 7, 2017. Prior to joining the Company, Mr. Mayer served as Chief Executive Officer of 1st Financial Services Corporation, the parent company of Mountain 1st Bank & Trust, a position he held from January 2010 until 1st Financial Services Corporation's acquisition in January of 2014. He previously served as President and Chief Executive Officer of Carolina Commerce Bank from 2009 until 2010 and Colony Signature Bank (In Organization) from 2007 to 2009, and has held various senior banking positions over his 30 year banking career.

Mr. Mayer has had an extensive career in the banking industry and brings experience, leadership, and managerial skills as a result of his work history.

Richard H. Moore, 57, was named as President and Chief Executive Officer of the Company in June 2012. Prior to joining the Company, he served as a managing director of San Diego-based Relational Investors LLC. Prior to joining Relational Investors, Mr. Moore served two terms as State Treasurer of North Carolina and served for four years as the Secretary of Crime Control and Public Safety. Mr. Moore also previously served as Chair of the North Carolina State Banking Commission for eight years. Mr. Moore serves on numerous New York Stock Exchange boards and committees and is the past chair of the NYSE Regulation Board of Directors. Mr. Moore was previously an Assistant U.S. Attorney and also practiced corporate, real estate and tax law for many years. Mr. Moore is a former trustee of Wake Forest University and served on its Investment Committee. Mr. Moore has been a director of the Company and First Bank since 2010.

Mr. Moore's career has provided him with extensive financial and accounting experience and gives him keen insight with respect to budget and audit matters, as well as the oversight, governance and management of larger organizations.

Thomas F. Phillips, 72, is a retired automobile dealer. He served as a director of First Savings Bancorp, Inc. from 1985 until its merger with the Company in 2000. Mr. Phillips has served as a director of the Company and First Bank since 2000 and is a former chairman of both boards of directors.

Mr. Phillips brings over 30 years of financial experience gained during his director terms with First Savings Bancorp and the Company. He also has extensive skills in accounting, finance and risk management.

O. Temple Sloan, III, 57, is the former Chief Executive Officer and President of General Parts, Inc. (GPI), the largest privately-owned auto parts supplier in the United States, which owned and operated more than 3,100

CARQUEST Auto Parts stores and over 80 WORLDPAC branches in the United States, Canada and Puerto Rico. Prior to GPI's acquisition by Advance Auto Parts, Inc., Mr. Sloan served as President and Chief Executive Officer of GPI from 2008 to January 2014 and as President of GPI from 2001 to 2008. Mr. Sloan is currently a director of Golden Corral Corporation, and previously served as a director of Advance Auto Parts, Inc. and Car Care Council. He is currently a member of The University of North Carolina Board of Governors, and is a former member of the Board of Trustees of Northwood University.

Mr. Sloan brings to the Company business leadership, innovation, executive decision making and oversight skills as a result of 30 years of experience in a commercial business.

Frederick L. Taylor, II, 48, is President of Troy Lumber Company, located in Troy, NC, where he has been employed since 1992. Mr. Taylor has been a director of the Company and First Bank since 2005.

Mr. Taylor brings business-building skills and experience to the Company. Additionally, Mr. Taylor has experience in overseeing the preparation of financial statements and review of accounting matters.

Virginia Thomasson, 66, is a Certified Public Accountant with the firm Virginia C. Thomasson CPA, PLLC, located in Southern Pines, North Carolina, where she is the owner and managing partner. She served as a director of First Savings Bancorp, Inc. from 1997 until its merger with the Company in 2000. Ms. Thomasson has served as a director of the Company and First Bank since 2000. Ms. Thomasson has been designated as an "audit committee financial expert" in accordance with SEC regulations.

Ms. Thomasson brings to the Company experience and skills in public accounting and over 19 years of financial industry experience.

Dennis A. Wicker, 65, is a partner in the law firm Nelson Mullins Riley and Scarborough, LLP, located in Raleigh, NC, a position he has held since 2009. From 2008 to 2009, Mr. Wicker was a shareholder and a member of the Executive Committee of the law firm of SZD Wicker, LPA, and from 2001 to 2008 he was a partner in the law firm of Helms, Mulliss & Wicker, LLP. Mr. Wicker served as Lieutenant Governor of North Carolina from 1993 to 2001. Mr. Wicker has been a director of the Company and First Bank since 2001. Mr. Wicker currently serves as a director of Coca Cola Bottling Company Consolidated and within the past five years served as a director of Air T, Inc.

Mr. Wicker has an extensive background in law and public service and brings to the Company executive decision making, governance and risk assessment skills.

Executive Officers

In addition to Mr. Mayer and Mr. Moore, the executive officers of the Company and First Bank are:

Eric P. Credle, 49, is an Executive Vice President of the Company and First Bank and has served as the Chief Financial Officer of the Company and First Bank since joining the Company in 1997.

BOARD COMMITTEES AND ATTENDANCE

The Board of Directors has established four standing committees: the Executive and Loan Committee, the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. In addition, the Board of Directors may establish other committees from time to time for specific purposes. The following table presents the 2017 membership of the Committees that are described below. The chair of each Committee is identified with a "(c)". Following the table is additional information regarding each Committee.

	Executive and Loan Committee	Audit Committee	Compensation Committee	Nominating and Corporate Governance Committee
Donald H. Allred	X	X	X	X
Daniel T. Blue, Jr.	X	X	X	X
Mary Clara Capel	X	X	X	X
James C. Crawford, III	X (c)	X	X (c)	X (c)
Suzanne S. DeFerie				
Abby J. Donnelly	X	X	X	X
John B. Gould	X	X	X	X
Michael G. Mayer				
Richard H. Moore	X			
Thomas F. Phillips	X	X	X	X
O. Temple Sloan, III	X	X	X	X
Frederick L. Taylor, II	X	X	X	X
Virginia C. Thomasson	X	X (c)	X	X
Dennis A. Wicker	X		X	X

Executive and Loan Committee

The Executive and Loan Committee is authorized, between meetings of the Board of Directors, to perform all duties and exercise all authority of the Board, except those duties and authorities exclusively reserved to the Board by the Bylaws or by statute. The Executive and Loan Committee also serves as Loan Committee for First Bank. The Executive and Loan Committee held 11 meetings during 2017.

Audit Committee

The Audit Committee is responsible for the appointment, compensation and oversight of the Company's independent auditors, and must approve in advance all audit fees and the terms of all non-audit services provided by the independent auditors. The Audit Committee also reviews and presents to the Board of Directors information regarding the effectiveness of the Company's policies and procedures with respect to auditing, accounting, and internal controls. The Audit Committee also reviews the Company's financial reporting process on behalf of the Board. All of the current members of the Audit Committee are independent, as defined under the rules of The Nasdaq Stock Market ("NASDAQ") and the Exchange Act, as well as the Company's Corporate Governance Guidelines. The Audit Committee held five meetings during 2017.

The Board of Directors has determined that Ms. Thomasson is an "audit committee financial expert" within the meaning of SEC rules and regulations. The Audit Committee reviews and ratifies its charter on an annual basis. The Audit Committee charter is available on the Company's website at www.LocalFirstBank.com under the tab "About Us – Investor Relations – Governance Documents."

Compensation Committee

Generally, the Compensation Committee is responsible for reviewing the compensation policies and benefit plans of the Company and for making recommendations regarding the compensation of its executive officers. The Committee also administers the Company's equity compensation plans. Each of the current members of this Committee is independent under the rules of NASDAQ and the applicable provisions of the Exchange Act, as well as the Company's Corporate Governance Guidelines. The Committee held three meetings during 2017. The

Committee operates under a charter that has been approved by the Board of Directors. The Committee reviews and ratifies its charter on an annual basis, and the charter is available on the Company's website at www.LocalFirstBank.com under the tab "About Us – Investor Relations – Governance Documents."

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance Committee is responsible for i) identifying and recommending qualified individuals to become Board members, ii) determining the composition of the Board and its committees, and iii) developing and implementing the Company's corporate governance guidelines. The Committee will consider shareholder nominees for Board membership. Any shareholder wishing to nominate a candidate for director must follow the procedures described in the section "Nominations For Director" above. The section below entitled "Corporate Governance Policies and Practices - Director Nomination Process" describes the process utilized by the Nominating and Corporate Governance Committee for identifying and evaluating candidates to be nominated as directors. The Committee reviews and ratifies its charter on an annual basis, and the charter is available on the Company's website at www.LocalFirstBank.com under the tab "About Us – Investor Relations – Governance Documents." Each of the current members of this committee is independent as defined by the rules of NASDAQ and the Company's Corporate Governance Guidelines. The Committee held two meetings during 2017.

Attendance

The Board of Directors held ten meetings during 2017. All of the directors and nominees for re-election attended at least 75% of the aggregate of the meetings of the Board and the Committees described above on which they served during the period they were directors and members of such Committees.

CORPORATE GOVERNANCE POLICIES AND PRACTICES

The Company has developed, and operates under, corporate governance principles and practices that are designed to maximize long-term shareholder value, align the interests of the Board and management with those of the Company's shareholders, and promote the highest ethical conduct among our directors and employees. Highlights of the Company's corporate governance policies, practices and procedures are described below.

Director Independence

The Board of Directors believes that a substantial majority of the Board should consist of directors who are independent under the rules and regulations set forth by NASDAQ and as defined in our Corporate Governance Guidelines. The Board of Directors makes an annual determination regarding the independence of each of the Company's directors. The Board last made these determinations for each member of the Board in February 2018, based on the review of director questionnaires designed to elicit information regarding independence. The Board has determined that 11 of its 14 current directors are independent as contemplated under the rules of NASDAQ, applicable provisions of the Exchange Act and our Corporate Governance Guidelines. The individuals who are not independent are Ms. DeFerie, Mr. Moore and Mr. Mayer because they are current employees of the Company.

Annual Director Re-Election

Since the Company's inception, its Bylaws have required that directors must stand for re-election to the Board of Directors at each annual shareholders' meeting. The Board of Directors believes that this policy makes it easier for shareholders to hold directors more directly accountable for corporate performance compared to the staggered board structure in use at many public companies, which permits directors to hold their positions for several years.

Separation of the Offices of Chairman and Chief Executive Officer

The Board of Directors believes that one of its main purposes is to protect our shareholders' interests by providing independent oversight of management, including the Chief Executive Officer. Although not required by the Bylaws, the Board of Directors has historically believed, and continues to believe, that this objective is facilitated by having a separate director serve as Chair, thereby separating the offices of Chair of the Board of Directors and Chief Executive Officer. The Chair of the Board is responsible for approving meeting schedules and agendas, as well as acting as a liaison between the Chief Executive Officer and the independent directors.

The Board's Role in Risk Oversight

The Board believes that each member has a fiduciary duty to monitor and assist in managing risks faced by the Company. At a minimum, this requires our directors to be actively engaged in Board discussions, review materials provided to them, and know when it is appropriate to request further information from management and/or engage the assistance of outside advisors. Furthermore, because the banking industry is highly regulated, certain risks to the Company are monitored by the Board and the Audit Committee through reviews of the Company's and First Bank's compliance with regulations set forth by its regulatory authorities and recommendations contained in regulatory examinations.

Because we believe risk oversight is a responsibility for each member of the Board of Directors, we do not concentrate the Board's responsibility for risk oversight in a single committee. Instead, each of our committees concentrates on specific risks for which its members have an expertise, and each committee is required to regularly report to the Board of Directors on its findings. For example, the Audit Committee regularly monitors the Company's and Bank's exposure to fraud and internal control risk. Our Compensation Committee's role in monitoring the risks related to our compensation structure is discussed in further detail below. See "Compensation Committee Report" on page 26.

Executive Sessions

The Board of Directors has adopted a resolution requiring that the independent directors of the Company meet at least twice a year in executive session with no non-independent directors or employees of the Company present. At these meetings, the independent directors discuss strategic or other key issues regarding the Company. Two of these executive sessions were held in 2017.

Director Nomination Process

The Nominating and Corporate Governance Committee is responsible for identifying individuals qualified to become Board members and recommending to the Board the individuals for nomination as members of the Board. The goal of the Nominating and Corporate Governance Committee is to create a Board that will demonstrate objectivity and the highest degree of integrity on an individual and collective basis. In evaluating current members and new candidates, the Nominating and Corporate Governance Committee considers the needs of the Board and the Company in light of the current mix of director skills and attributes. In addition to requiring that each director possess the highest integrity and character, the Nominating and Corporate Governance Committee's evaluation of director candidates includes an assessment of issues and factors regarding an individual's familiarity with the market areas of First Bank, independence as defined by the various regulatory authorities, business experience, accounting and financial expertise, diversity, and awareness of the Company's responsibilities to its customers, employees, regulatory bodies, and the communities in which it operates. The Nominating and Corporate Governance Committee also takes into consideration the Board's established policies relating to the Board's retirement policy and the ability of directors to devote adequate time to Board and committee matters. When the Nominating and Corporate Governance Committee is considering current Board members to recommend for re-election, the Committee also considers prior Board contributions and performance, as well as meeting attendance records.

The Nominating and Corporate Governance Committee does not have any formal guidelines regarding how it should consider diversity in identifying nominees for director. However, the Committee values the diversity on our current Board and is generally cognizant of the benefits of a diverse board.

The Nominating and Corporate Governance Committee may seek the input of the other members of the Board and management in identifying and attracting director candidates that are consistent with the criteria outlined above. In addition, the Committee may use the services of consultants or a search firm, although it has not done so in the past. The Nominating and Corporate Governance Committee also will consider recommendations by Company shareholders of qualified director candidates for possible nomination to the Board. Shareholders may recommend qualified director candidates by writing to the Company's Corporate Secretary at 300 SW Broad Street, Southern Pines, North Carolina 28387. Submissions should include information regarding a candidate's background, qualifications, experience, and willingness to serve as a director. Based on a preliminary assessment of a candidate's qualifications, the Nominating and Corporate Governance Committee may conduct interviews with the candidate and request additional information from the candidate. The Committee uses the same process for evaluating all nominees, including those recommended by shareholders.

In addition, the Company's Bylaws contain specific conditions under which persons may be nominated directly by shareholders as directors at an annual meeting of shareholders. The provisions include the condition that shareholders comply with the advance notice time-frame requirements described under the section entitled "Nominations for Director" above.

Stock Ownership Requirements

The Board of Directors has adopted a common stock ownership policy for members of the Board. This policy requires that any candidate for the Board must either own, or commit to acquire, common stock of the Company with a monetary value at least equal to an established minimum. Prior to March 2016, the minimum value established by the policy was $50,000. In March 2016, the minimum was increased to $100,000. In March 2017, the minimum value established by the policy increased to five times the cash value of director compensation. Newly elected directors have until January 1st of the third year following the date of their election to acquire the necessary stock. Once the minimum ownership requirement is met, the Board member is deemed to have satisfied this requirement even if subsequent decreases in the Company's stock price cause the value of the member's holdings to fall below the minimum. All current directors are currently in compliance with the current policy. The Board believes that this stock ownership policy substantially enhances shareholder value by materially aligning the Board's interests with those of the shareholders.

Mandatory Retirement

The Bylaws state that the maximum age at which a director may stand for election is 72, absent specific approval of an exception by the Board. All current and nominee directors are less than the age of 72, other than Thomas F. Phillips, whose age of 72 received specific approval of an exception by the Board when it decreased the maximum age at which a director may stand for election in 2016.

Communications with Directors

The Board of Directors believes that it is important that a direct and open line of communication exist between the Board and our shareholders and other interested parties. Any shareholder or other interested party who desires to contact one or more of the Company's directors may send a letter to the following address:

First Bancorp Board of Directors
300 SW Broad Street
Southern Pines, North Carolina 28387

In addition, any shareholder or other interested party who has any concerns or complaints relating to accounting, internal controls or auditing matters may contact the Audit Committee by writing to the following address:

First Bancorp Audit Committee
300 SW Broad Street
Southern Pines, North Carolina 28387

All such communications will be forwarded to the appropriate party as soon as practicable without being screened.

Annual Meeting Policy

Directors are expected to attend the Company's annual meeting of shareholders. All then members of the Board attended the Company's 2017 annual meeting of shareholders with the exception of Temple Sloan III.

Code of Ethics

The Board of Directors has adopted a Code of Ethics that applies to the Company's directors and employees, including the Chief Executive Officer, President, Chief Financial Officer and Principal Accounting Officer. The Code includes guidelines relating to ethical handling of actual or potential conflicts of interest, compliance with laws, accurate financial reporting, and procedures for promoting compliance with, and reporting violations of, the Code of Ethics. The Code of Ethics is available on the Company's website at www.LocalFirstBank.com under the tab "About Us – Investor Relations – Governance Documents." Any amendments or waivers to the Code of Ethics will be disclosed in the same location on the Company's website.

The nominees who receive the highest number of votes cast, up to the number of directors to be elected, shall be elected as directors. The Board of Directors recommends that shareholders vote "FOR" the proposal to elect the 14 nominees as directors. Unless indicated to the contrary, proxies will be voted "FOR" the 14 nominees listed above.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

In this section, we discuss our compensation program as it pertains to our principal executive officer, our principal financial officer and our other most highly compensated executive officer in 2017 ("NEOs"). As discussed below, the compensation policies relating to our current Chief Executive Officer ("CEO"), who joined our Company in June 2012, are discussed separately in cases where the policies differ materially for our other two named executive officers ("Other NEOs"). Our discussion focuses on compensation and practices relating to 2017, our most recently completed fiscal year.

Structure and Role of the Compensation Committee

The Compensation Committee of our Board of Directors consists entirely of independent directors. It operates under a written charter that the Board has adopted.

The Compensation Committee is primarily responsible for the following:

- reviewing the Company's overall compensation practices as they relate to the Company's risks;
- reviewing the performance of our CEO;
- determining, or recommending to the Board for its determination, the CEO's compensation, including salary, bonus, incentive and equity compensation;
- reviewing and approving the CEO's recommendations about the compensation of our other executive officers;
- recommending to the Board the performance targets for our annual incentive bonus plan;
- periodically reviewing our equity-based and other incentive plans and recommending any revisions to the Board;
- recommending to the Board any discretionary 401(k) contributions;
- recommending director compensation to the Board;
- approving any equity compensation grants;
- approving employment or other agreements with the Company's executive officers; and
- reviewing the Company's compliance with legal and regulatory requirements related to compensation arrangements or practices.

Compensation Philosophy and Objectives

The objectives of our executive compensation programs are:

- fairly compensating executives for their efforts;
- attracting and retaining quality executive leadership;
- rewarding the achievement of annual corporate performance targets; and
- aligning officers' long-term interests with those of our shareholders.

Our compensation program seeks to reward our executives' contributions to corporate performance, including contributions of leadership, effort, creative ideas, industry and operational knowledge, and ethical behavior, all in pursuit of increasing shareholder value. The Committee's general philosophy is that we should compensate our executive officers at approximately the same average level as corresponding officers at similarly situated peer financial service companies. While that is our general philosophy, we may position a base salary in the upper quartile of the market due to experience, performance, or competitive situations. Also, we provide incentives that may result in compensation reaching the upper quartile of the market when performance exceeds targets.

Because the Compensation Committee bases its compensation decisions on the objectives and philosophy described above, it does not take into account an individual's net worth or the wealth the individual has accumulated from prior compensation.

Competitive Positioning

Periodically, the Compensation Committee engages outside compensation consultants to evaluate whether our compensation practices are consistent with meeting our objectives. In these engagements, the Compensation Committee has instructed the outside consultant to compare our compensation practices and compensation levels to those of a peer group of similarly situated financial service companies. The consultant then provides the Compensation Committee with analysis and recommendations.

In February 2017, the Compensation Committee engaged and met with Pearl Meyer & Partners ("Pearl Meyer") to review and advise the Committee on executive compensation matters. At this meeting, Pearl Meyer presented the Committee with its findings, which it based on a study of 2015 data (the most recent data then available).

The Pearl Meyer analysis compared the compensation of our NEOs to a representative sample of 20 publicly traded financial institutions that were comparable to the Company in either location and asset size or in performance measures. This peer group consisted of the following companies:

- Ameris Bancorp
- BNC Bancorp
- Bryn Mawr Bank Corporation
- CenterState Banks, Inc.
- City Holding Company
- Community Trust Bancorp, Inc.
- FB Financial Corporation
- Fidelity Southern Corporation
- First Commonwealth Financial Corp.
- Park Sterling Corporation
- Republic Bancorp, Inc.
- S&T Bancorp
- Seacoast Banking Corporation of Florida
- ServisFirst Bancshares, Inc.
- State Bank Financial Corporation
- Stock Yards Bancorp, Inc.
- Stonegate Bank
- TowneBank
- TriState Capital Holdings, Inc.
- Univest Corporation of Pennsylvania

The results of the analysis were considered by the Compensation Committee in determining the appropriate components and amounts of executive compensation, as described below.

Executive Compensation Program Overview

The five primary components of our executive compensation program are:

- Base salary
- Annual cash incentives
- Equity grants
- Benefits
- Post-termination compensation

In the information that follows, we discuss the compensation of our CEO and then we discuss the compensation of our Other NEOs.

Compensation of Richard H. Moore, Chief Executive Officer

Base Salary – From 2014-2016, Mr. Moore's base salary was $525,000. On February 7, 2017, the Compensation Committee reviewed the compensation of Mr. Moore and Mr. Mayer. Due to Mr. Mayer's assumption of responsibility for more of the day-to-day operations of the Company and First Bank and Mr. Moore's continued emphasis on the strategic aspects of the business, the Committee engaged the executive compensation firm Pearl Meyer to make recommendations to the Committee based on a study of the market for other companies with similar arrangements. Pearl Meyer performed a market study and found nine peer companies with similar arrangements, as follows:

• FCB Financial Holdings, Inc.	• Century Bancorp, Inc.
• Park National Corporation	• The Bancorp, Inc.
• Central Pacific Financial Corp.	• Lakeland Financial Corporation
• CenterState Banks, Inc.	• Talmer Bancorp, Inc.
• Great Southern Bancorp, Inc.	

Based on the results of this study, Pearl Meyer recommended to the Compensation Committee that Mr. Moore's 2018 salary be reduced to $400,000 with increased equity incentive opportunities that more directly align his compensation to the success of the Company. See additional discussion below. This recommendation placed Mr. Moore at approximately the 50th percentile for the peer group. The Committee accepted Pearl Meyer's recommendations.

Performance Incentive Plan – Mr. Moore's employment agreement provides that he shall have the opportunity to earn an annual bonus based on the Company's attainment of performance goals established by the Compensation Committee. Prior to 2017, the range of the potential bonus was $150,000-$600,000. In connection with the Pearl Meyer analysis discussed above, Mr. Moore's employment agreement was amended in March 2017 to reduce the annual performance bonus to a range of $120,000-$480,000. The employment agreement provides that the bonus earned is to be paid 50% in cash and 50% in restricted stock, with the stock vesting in one-third increments at each of the following three year ends. If the performance goals for a year are at the "Threshold" level, Mr. Moore will earn a bonus with a value of $120,000; if they are at the "Target" level, he will earn a bonus with a value of $240,000; and if they are at the "Maximum" level, he will earn a bonus with a value of $480,000. The amount payable where performance is greater than Threshold but less than Target or greater than Target but less than Maximum is to be determined on the basis of straight line interpolation between points. The payment of the bonus is conditioned on the Company having achieved a satisfactory regulatory review as of such date as determined by the Board of Directors. Any bonuses granted in accordance with these provisions are subject to clawback provisions that allow the Company to recoup the amounts paid if the Company is required to restate its financial statements within three years of the payment. The amount of the clawback is computed by calculating the difference in the award payment based on the restated financial statement amounts compared to the originally stated amounts that were used to calculate the award.

As noted above, the bonus for Mr. Moore is based on the Company's attainment of performance goals. For 2017, the Compensation Committee determined that his goals would be consistent with the goals of the Other NEOs – for more detail, see discussion below as it relates to the Other NEOs. At a meeting held on February 6, 2018, the Compensation Committee reviewed the Company's performance for 2017 and determined that Mr. Moore's payout according the formulas noted above resulted in a bonus of $296,400. In accordance with the terms described above, he was paid 50% of that amount in cash, which amounted to $148,200, and he was granted 4,199 shares of the Company's restricted common stock, with a value of $148,200, which will vest in equal one-third increments on December 31, 2018, December 31, 2019 and December 31, 2020. Additionally, based on the Committee's review of Mr. Moore's other achievements and the Company's performance in 2017, the Compensation Committee granted Mr. Moore an additional cash bonus of $500,000.

Long-Term Incentive Compensation – As discussed in more detail in the section "Equity Grants" below, in July 2017, Mr. Moore and 13 other officers of the Company were granted shares of the Company's restricted common stock in an effort to promote share ownership and management retention. The terms of the grants called for the shares to vest after three years on July 25, 2020.

In 2015 and 2016, Mr. Moore's long-term incentive compensation grants had amounted to a value of 20% of his base salary. In connection with the Pearl Meyer analysis discussed above, the Compensation Committee increased the amount of his grant to have a value of 50% of his base salary. Accordingly, the Compensation Committee granted Mr. Moore 6,305 shares of Company stock on July 25, 2017, which had a value of $200,000.

In addition to the financial terms discussed above, other provisions of Mr. Moore's employment agreement are as follows:

- One year term, automatically renews unless either party gives written notice of non-renewal.
- A right to participate in Company benefit plans made available to other employees – see discussion of these benefits in the "Other NEOs" compensation discussion below.
- Reimbursement of the costs of participation in the North Carolina State Health Plan.
- Upon termination upon the occurrence of certain events within twelve months of a change in control, the right to receive 2.99 times his base salary, continuation of health insurance reimbursements for twelve months, and his long-term incentive compensation awards vest in full.
- In the event of termination by the Company without cause, Mr. Moore's long-term incentive compensation awards vest in full.
- For six months following termination of employment, Mr. Moore is subject to non-competition and non-solicitation obligations.

Any Long-Term Incentive Compensation awards realized by Mr. Moore are expected to be under the Company's 2014 Equity Plan, which has clawback provisions – see discussion under "Equity Grants" below.

Changes for 2018

Based on a February 2018 Pearl Meyer compensation study discussed on the next page, the Compensation Committee determined that Mr. Moore's salary would remain at $400,000 for 2018, his Performance Incentive Plan opportunity would remain the same, while his annual long-term stock grant was increased from 50% of his base salary to 100% of his base salary. The combination of pay elements was determined to provide total compensation in approximately the 50th percentile compared to a peer group of chief executive officers.

Except as otherwise described, the following section discusses the compensation of our Other NEOs.

1. Base Salary

We pay each officer a base salary because it provides a minimum level of compensation and is necessary for recruitment and retention. The Compensation Committee intends that our Other NEOs' base salaries will provide them with a competitive baseline level of compensation based on their individual experience, performance and scope of responsibility. An important aspect of base salary is the ability of the Compensation Committee, the Board and the CEO (in the case of Other NEOs' salaries) to use annual base salary adjustments to reflect an individual's performance or changed responsibilities.

Base salary levels are also important because we generally tie incentive and long-term compensation to an officer's base salary. For example, awards under our annual bonus plan, the Annual Incentive Plan, are denominated as a percentage of base salary.

In February 2017, the Compensation Committee reviewed the Pearl Meyer analysis discussed previously. It was determined that in light of Mr. Mayer's increased responsibilities, including being named the Chief Executive Officer of First Bank on February 7, 2017, Mr. Mayer's salary was increased from \$425,000 in 2016 to \$450,000 for 2017. This salary was at approximately the 75th percentile compared to executives in the peer group with the title of Chief Operating Officer or President and was in approximately the 25th percentile for Chief Executive Officers. Based on the same Pearl Meyer analysis, Mr. Credle's salary was increased from \$325,000 in 2016 to \$335,000 for 2017, which was between the 50th and 75th percentile for peer Chief Financial Officers, which the Compensation Committee believed was appropriate.

In order to set salaries for the NEOs for 2018, the Compensation Committee again engaged Pearl Meyer to provide analysis and recommendations. In February 2018, Pearl Meyer presented the Committee with its findings, which it based on a study of 2016 proxy data (the most recent data then available).

The Pearl Meyer analysis compared the compensation of our NEOs to a representative sample of 20 publicly traded financial institutions that were comparable to the Company in either location and asset size or in performance measures. This peer group consisted of the following companies:

- Ameris Bancorp
- Bryn Mawr Bank Corporation
- CenterState Banks, Inc.
- City Holding Company
- Community Trust Bancorp, Inc.
- FB Financial Corporation
- Fidelity Southern Corporation
- First Commonwealth Financial Corp.
- Franklin Financial Network, Inc.
- HomeTrust Bancshares, Inc.
- Republic Bancorp, Inc.
- S&T Bancorp
- Seacoast Banking Corporation of Florida
- ServisFirst Bancshares, Inc.
- State Bank Financial Corporation
- Stock Yards Bancorp, Inc.
- Stonegate Bank
- TowneBank
- TriState Capital Holdings, Inc.
- Univest Corporation of Pennsylvania

Based on the Pearl Meyer analysis, the Compensation Committee made the following determinations for our Other NEOs for 2018:

- For Mr. Mayer, it was also determined that in light of his performance and continued assumption of leading the day-to-day operations of the Company and First Bank, his salary for 2018 would be increased from \$450,000 to \$500,000. This salary, along with Mr. Mayer's other compensation elements, was determined to provide total compensation between the 75th and 100th percentile compared to those in the peer group with the title of Chief Operating Officer or President and was in approximately the 50th percentile for Chief Executive Officers.

- For Mr. Credle, it was determined that his salary would remain unchanged for 2018 at \$335,000. This salary, along with Mr. Credle's other compensation elements, was determined to provide total compensation in approximately the 50th percentile compared to the peer group of Chief Financial Officers.

2. Annual Incentive

The Compensation Committee designed our Annual Incentive Plan to provide our Other NEOs with the opportunity to earn an annual cash and/or stock bonus if we achieve targeted levels of financial performance. The Committee and the Board believe that a meaningful, but not majority, amount of each of our Other NEOs' annual direct compensation should be tied to achieving corporate performance targets. The Committee believes this structure reflects a proper balance of direct compensation that provides our officers with a baseline level of financial stability (in the form of base salary), while also providing an appropriate incentive for achieving annual targets that drive our corporate performance. Amounts of annual incentive earned were included in the Pearl Meyer analysis described above, which the Committee considers in determining the appropriateness of amounts of annual incentive awards that are able to be earned by our NEOs.

Our Annual Incentive Plan pays cash and/or stock bonuses within the first 75 days of each year based on corporate performance in the preceding fiscal year. Each participant's total possible bonus is based on a target bonus percentage set for each participant. The plan uses multiple performance measures to determine the amount of each participant's total bonus. The Committee assigns a weight to each performance measure, with the sum of the weights equal to 100%. The weight is the percentage of each participant's total bonus that will be based on that particular performance measure. The Committee also sets threshold, target and maximum performance levels for each measure. If we do not achieve the threshold performance level, participants earn no bonus for that measure. Participants earn 50% of their target bonus for the measure if we meet the threshold level, 100% if we meet the target level and 150% if we achieve the maximum level.

In the years leading up to 2017, Mr. Mayer had the opportunity to earn 33.3% of his annual salary if the Company performed at the target level of performance, while Mr. Credle's target level was 26.7% of his base salary. Based on the February 2017 Pearl Meyer study previously discussed, the Compensation Committee increased Mr. Mayer's target to 40% and Mr. Credle's target to 35%.

In order to determine each officer's cash bonus, the target percentage noted above for each Other NEO (40% for Mr. Mayer and 35% for Mr. Credle) is multiplied by the executive's base salary, which is then multiplied by the sum of the performance percentages earned. Bonuses are directly proportional to performance between any of these set points. Thus, an executive's bonus amount could range from 0% to 150% of the executives's target bonus percentage under the terms of the plan.

The Company's Annual Incentive Plan includes clawback provisions that allow the Company to recoup amounts paid to certain employees under the plan if the Company is required to restate its financial statements. The amount of the clawback is computed by calculating the difference in the award payment based on the restated financial statement amounts compared to the originally stated amounts that were used to calculate the award. The employees subject to the clawback provision are to be notified in writing that this provision applies to them. Each of our Other NEOs have been notified that this provision applies to them.

The following table shows the thresholds, targets, maximums, and weightings for each performance goal that the Committee approved for 2017 for the Company's officers (other than those classified as regional, line of business, or branch officers) and the performance percentages that resulted from the actual results:

	Measurement	Threshold	Target	Maximum	Weight	Actual for 2017	Performance Percentage
1	Earnings Per Share - Basic	$1.45	$1.70	$3.40	55%	$1.82	56.9%
2	Loan Growth (non-covered)	5.19%	6.10%	12.20%	15%	8.4%	17.8%
3	Core Deposit Growth	3.49%	4.10%	8.20%	15%	8.4%	22.5%
4	Companywide Referral Goals	7,183	8,450	16,900	15%	8,137	13.3%
					100%		110.5%

We selected each of the above goals for our executive officer compensation because we use those same types of goals for our branch employees and we desire to have the interests of our executive officers aligned as much as possible with our employees in the field. The following includes some of the specific reasons we selected each goal:

1) Earnings Per Share – Basic – A direct profitability measure.
2) Loan Growth (non-covered) – Impacts the profitability of the Company.
3) Core Deposit Growth – Funds future growth and impacts the profitability of the Company.
4) Companywide Referral Goals – Referrals of existing customers to other divisions of the Company impacts profitability and diversifies the Company's revenue stream.

In addition to the goals noted above, the Compensation Committee also set two triggers that the Company had to meet for any of the above-described bonuses to be paid. In other words, if the Company did not achieve both triggers, no bonuses would be paid to our Other NEOs no matter what the results were for the four goals noted above. The two triggers were:

- The Compensation Committee's determination that the results of the annual safety and soundness exam performed by regulatory authorities were satisfactory; and
- The Company's earnings per share must exceed $1.12, which was approximately two-thirds of the budgeted goal.

As shown above, the 2017 total payout percentage according to the terms of the Annual Incentive Plan was 110.50% and the Compensation Committee determined that the two triggers noted above were achieved.

Accordingly, the following table illustrates how each Other NEO's incentive bonus for 2017 was calculated. These payments were made in March 2018.

	(A)	(B)	(C)	(A times B times C)
Named Executive Officer	2017 Salary ($)	Target Bonus Percentage	Performance Percentage	Value of Incentive Plan Compensation ($)
Michael G. Mayer	450,000	40.0%	110.50%	198,900
Eric P. Credle	335,000	35.0%	110.50%	129,561

At the Compensation Committee meeting held in February 2017, the Committee determined that, consistent with the practices followed in recent prior years, 13 senior members of the Company's management team, including Mr. Mayer and Mr. Credle, would receive 50% of their 2017 bonus in cash and the other 50% in shares of restricted stock. The Committee determined that the stock would vest in one-third increments at December 31, 2018, December 31, 2019 and December 31, 2020. This determination was made in order to promote retention and share ownership among members of senior management. As a result, in February 2018, Mr. Mayer was granted 2,818 shares of stock with a value of $99,450, and Mr. Credle was granted 1,836 shares of stock with a value of $64,781, which represented the 50% stock component. And in March 2018, Mr. Mayer was paid $99,450 in cash and Mr. Credle was paid cash of $64,781, which represented the 50% cash component.

Additionally, based on the Committee's review of Mr. Mayer's other achievements and the Company's performance for 2017, the Compensation Committee granted Mr. Mayer an additional cash bonus of $250,000.

The structure of the Annual Incentive Plan is unchanged for 2018.

3. Equity Grants

As just discussed, during 2018 we made equity grants to Mr. Moore, Mr. Mayer and Mr. Credle related to performance for 2017.

Additionally, in July 2017, in an effort that began in 2015 to promote share ownership and management retention, and consistent with past consultations with our compensation consultant, the Compensation Committee granted shares of restricted common stock to 14 officers, including each of our Other NEOs. In 2015 and 2016, Mr. Mayer and Mr. Credle were granted shares of stock amounting to 20% of their respective base salaries. In 2017, based on the recommendations contained in the February 2017 Pearl Meyer analysis discussed previously, Mr. Mayer's grant was increased by the Compensation Committee from 20% of his base salary in 2016 to 40% of his base salary in 2017, while Mr. Credle's grant remained at 20% of base salary.

The shares vest three years from the date of grant, or on July 25, 2020. The following are the number of shares that were granted on July 25, 2017 to the Company NEOs, with the shares granted having a value equal to the respective percentage included above of the Other NEO's annual base salary:

Mr. Mayer – 5,674 shares
Mr. Credle – 2,112 shares

Assuming acceptable financial performance, it is expected that similar grants will be made in 2018.

All equity grants currently made, including the grants just described, are under the Company's 2014 Equity Plan. That plan has standard clawback provisions that provide that any compensation paid pursuant to the plan which is subject to recovery under any law, government regulation or stock exchange listing requirement, including, but not limited to, the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd Frank") and implementing rules and regulations of that Act, will be subject to such deductions, recovery and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement. Participants shall, upon written demand by the Company, promptly repay any such compensation or take such other action as the Company may require for compliance with these provisions.

4. Benefits

We provide a competitive benefits program for our NEOs, including our CEO. We provide these benefits in order to retain and attract an appropriate caliber of talent and recognize that other companies with which we compete for talent provide similar benefits to their executive officers.

The following table lists our current benefit programs and shows, for each, the employees eligible for each benefit:

Benefit Plan	Named Executive Officers	Certain Managers and Individual Contributors	All Full-Time Employees
Retention and Retirement Arrangement	(1)		
Supplemental Executive Retirement Plan	(2)	X	
Perquisites	X	X	(6)
401(k) Plan	X	X	X
Defined Benefit Pension Plan	(3)	(3)	(3)
Health Insurance	X	X	X
Life Insurance (4)	X	X	X
Bank-Owned Life Insurance (5)	(5)	(5)	
Disability Insurance	X	X	X

1. At its February 2018 meeting, the Compensation Committee approved the payment of a $1 million retention and retirement payment into a deferred compensation plan for Mr. Mayer. Mr. Mayer will have the opportunity to invest the funds in a variety of investment options and assumes the risk of the investment. The amount in the plan will cliff vest at 100% in five years. The Compensation Committee approved the payment as a retention tool for Mr. Mayer and in recognition that Mr. Mayer will be approaching normal retirement age at the end of the five year period.

2. Mr. Credle is a participant in the Supplemental Executive Retirement Plan. Due to their hire date, Mr. Moore and Mr. Mayer are not participants in the plan. As discussed below, we froze the benefits of this plan as of December 31, 2012 for all participants.

3. Our defined benefit pension plan covers all full-time employees hired on or before June 11, 2009. This plan was frozen as of December 31, 2012 for all participants, which means that no further benefits will be earned by participants. As discussed below, we also froze the benefits of our Supplemental Executive Retirement Plan as of that same date.

4. The Company provides life insurance through a group life insurance policy that includes each employee that is not covered by a bank-owned life insurance policy (discussed immediately below) and amounts to two times the employee's base salary, subject to a cap of $300,000.

5. The Company has purchased single-premium bank-owned life insurance policies that insure the lives of approximately 80 employees of the Company. For participating employees, life insurance benefits are two times the employee's salary with no cap. In the event of death while employed by the Company, all proceeds from the life insurance that exceed two times the employee's base salary are payable to the Company.

6. All employees are eligible to receive discounted interest rates on credit cards and overdraft protection, as well as reduced origination fees on home loans.

Supplemental Executive Retirement Plan

We sponsor a supplemental executive retirement plan, or SERP, for the benefit of certain members of our senior management, including Mr. Credle. Due to their hire dates, Mr. Moore and Mr. Mayer are not participants in the SERP. The purpose of the SERP is to provide additional monthly pension benefits to ensure that each participant will receive lifetime pension benefits beyond the amounts that we can pay under our qualified pension plan. The SERP generally provides participants with an annual benefit at retirement equal to 3% of final average compensation multiplied by years of service, up to a maximum of 60% of final average compensation. The amount of a participant's SERP benefit is reduced by (1) the amount payable under our qualified pension plan, and (2) 50% of the participant's primary Social Security benefit.

We set the benefits payable under the SERP in 1993 at the inception of the plan, in consultation with an employee benefits consultant who assisted us with plan design. At that time, the employee benefits consultant provided peer information and gave his expert opinion that the benefits payable under this plan were reasonable and would further our objectives of attracting and retaining senior management executives.

During 2012, we decided to offer a uniform set of retirement benefits that would be applicable to all employees and not just those that were hired after June 11, 2009 or those that had achieved a certain level within the Company. Accordingly, effective December 31, 2012, in addition to freezing the qualified defined benefit pension plan (as noted above), we also froze our SERP, which means that the participants in the SERP will not earn future benefits under the plan.

Perquisites

We provide only very limited perquisites. None of our NEOs received in excess of $10,000 in perquisites during 2017.

5. Post-Termination Compensation

Accelerated Vesting

Our 2014 Equity Plan and the SERP have change in control provisions that automatically vest all participants in the benefits of each plan in the event of a change in the control of our Company. We believe that other companies with which we compete for executive talent provide a similar acceleration benefit, and that these provisions therefore assist us in attracting and retaining talent.

Employment Agreements

We have employment agreements with each of our Other NEOs. The employment agreement with our CEO has been previously described. See "Compensation of Richard H. Moore, Chief Executive Officer" above.

The Other NEOs employment agreements provide for one year terms that renew annually unless either party gives written notice of non-renewal. Each of these agreements provides for the payment of certain severance benefits to the officer upon termination of employment in certain circumstances, including following a change in the control of our Company. For more information about these benefits, see the section below captioned "Executive Compensation – Potential Payments Upon Termination." Each agreement also contains non-competition and confidentiality covenants that protect our company if the officer leaves.

The objectives of the Other NEO employment agreements are as follows:

- The non-competition covenant protects us by preventing an officer from leaving our Company and immediately joining a competitor, which could result in the officer taking business away from us.
- The confidentiality covenant protects us by preventing an officer from disclosing trade secrets or confidential information regarding our company or our customers for five years after the officer leaves his or her employment with the Company.
- The change-in-control severance payment provision benefits us by minimizing the uncertainty and distraction caused by the current climate of bank acquisitions, and by allowing our executive officers to focus on performance by providing transition assistance in the event of a change in control.

The Compensation Committee and the Board believe the amount of the severance benefits potentially payable to each of the Other NEOs under these agreements is reasonable and consistent with industry standards.

The above discussion describes the five primary components of our executive compensation program. The following section describes other guidelines and procedures affecting executive compensation.

Other Guidelines and Procedures Affecting Executive Compensation

Stock Option Grants

When we approve a stock option grant, we set a date in the future as the measurement date for the exercise price of the stock option. We do not "back-date" stock option grants. We do not have a policy or practice of making stock option grants during periods in which there is material non-public information about our Company.

Tax Considerations

It has been and continues to be our intent that all incentive payments be deductible unless maintaining deductibility would undermine our ability to meet our primary compensation objectives or is otherwise not in our best interest. At this time, essentially all compensation we have paid to the NEOs is deductible under the federal tax code, except for income realized from exercise of incentive stock options by some NEOs.

Share Ownership Guidelines for Named Executive Officers

Until February 2015, we encouraged, but did not require, our NEOs to own shares of our common stock. At a Compensation Committee meeting held in February 2015, the Committee adopted a Stock Ownership and Retention Policy. This Policy required the CEO to own shares of common stock of the Company with a value of at least two times his or her annual base salary and for all Other NEOs to own Company stock with a value equal to their base salary. NEOs who have not met the ownership requirements within five years of being subject to the Policy (i.e. becoming an NEO) are subject to restrictions on future stock sales until they are in compliance with the Policy.

At the Company's Compensation Committee meeting held in February 2017, the Compensation Committee changed the stock ownership guidelines for Mr. Moore and Mr. Mayer to require them to retain 50% of all shares of common stock they have been granted by the Company until retirement.

Consideration of Prior-Year Shareholder Advisory Vote

At the 2017 annual meeting of shareholders, on the proposal approving, on an advisory basis, the compensation paid to our named executive officers as disclosed in the proxy statement for that annual meeting, 98% of the votes cast were cast in favor of the proposal. The Compensation Committee considered this high level of support as providing confirmation that the shareholders support our compensation policies and decisions for our named executive officers, and determined that its approach to the 2018 compensation policies and decisions would remain generally consistent with the approach in 2017.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board has reviewed and discussed with management the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K of the Exchange Act. Based on its review and discussion, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this Proxy Statement and in the Company's Annual Report on Form 10-K for filing with the SEC.

The Compensation Committee has conducted a risk-based assessment of the Company's compensation plans, policies and practices to determine whether such plans, policies and practices create risks that are reasonably likely to have a material adverse effect on the Company. Based on this assessment, the Committee has concluded that the Company's compensation plans, policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company. As part of its assessment, the Compensation Committee evaluated the Company's compensation plans and programs to determine their propensity to cause undue risk taking by employees, including senior executive officers, relative to the level of risk associated with the Company's business model and operations. The Committee believes that the Company does not use highly leveraged short-term incentives that encourage high risk behavior at the expense or to the detriment of long-term value, or which are reasonably likely to create a material adverse effect. The Committee completed its assessment in 2017 as part of its obligation to oversee the compensation risk assessment process for the Company.

Submitted by the Compensation Committee of the Company's Board of Directors.

Donald H. Allred
Daniel Blue, Jr.
Mary Clara Capel
James C. Crawford, III – Chair
Abby J. Donnelly

John B. Gould
Thomas F. Phillips
O. Temple Sloan, III
Frederick L. Taylor, II
Virginia C. Thomasson
Dennis A. Wicker

Summary Compensation Table

The following table shows the compensation we paid in each of the last three fiscal years to the NEOs:

2017 SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary ($) (c)	Bonus ($) (1) (d)	Stock Awards ($) (2) (e)	Non-Equity Incentive Plan Compensation ($) (3) (g)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (4) (h)	All Other Compens-ation ($) (5) (i)	Total ($) (j)
Richard H. Moore	2017	415,625	500,000	348,200	148,200	—	20,062	1,432,087
Chief Executive Officer	2016	525,000	250,000	282,750	177,750	—	18,065	1,253,565
	2015	525,000	100,000	217,500	112,500	—	30,476	985,476
Michael G. Mayer	2017	446,875	250,000	279,450	99,450	—	21,725	1,097,500
President of the Company &	2016	425,000	—	160,501	75,501	—	15,065	676,067
First Bank, Chief Exeutive	2015	400,000	18,000	153,384	73,384	—	23,746	668,514
Officer of First Bank								
Eric P. Credle	2017	333,750	—	131,781	64,781	74,000	15,445	619,757
Executive Vice President	2016	325,000	—	111,189	46,189	54,000	13,480	549,858
and Chief Financial Officer	2015	325,000	—	112,700	47,699	20,000	12,888	518,287

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(1) Mr. Moore was granted a $500,000 cash bonus and Mr. Mayer was granted a $250,000 cash bonus, each in recognition of the Company's performance and achievement of Company goals during 2017. These bonuses were paid in March 2018.

(2) The stock awards for 2017 relate to the following:

- 50% of the annual incentive award earned by each NEO. See the sections of the Compensation and Discussion Analysis above entitled "Performance Incentive Plan" for Mr. Moore and "Annual Incentive" for the Other NEOs.
- Ownership and retention-based stock grants made July 25, 2017. See the section of the Compensation and Discussion Analysis above entitled "Equity Grants"

(3) All amounts in this column were paid pursuant to the Performance Incentive Plan for Mr. Moore and the Annual Incentive Plan for the Other NEOs. See the Compensation and Discussion Analysis above for further discussion.

(4) The amounts in this column reflect the annual change in the total actuarial net present value of the NEOs' accrued benefits under our pension plan and SERP. Mr. Moore and Mr. Mayer do not participate in these plans.

(5) The following table shows the components of "All Other Compensation."

All Other Compensation						
Name	Year	Defined Contribution Plan ($)	Club Dues ($)	Dividends on Restricted Stock (1) ($)	Life Insurance (2) ($)	Total ($)
Richard H. Moore	2017	11,400	—	7,222	1,440	20,062
	2016	10,600	—	6,135	1,330	18,065
	2015	9,994	—	19,156	1,326	30,476
Michael G. Mayer	2017	15,150	—	3,827	2,748	21,725
	2016	10,600	—	1,977	2,488	15,065
	2015	10,600	10,625	1,491	1,030	23,746
Eric P. Credle	2017	12,076	—	2,743	626	15,445
	2016	10,600	—	2,297	583	13,480
	2015	10,600	—	1,760	528	12,888

(1) The amounts in this column represent the amount of cash dividends earned on shares of unvested, restricted stock.
(2) The amounts in the column represent the benefit associated with the life insurance provided by the bank-owned life insurance policies discussed in "*Perquisites*" in the Compensation Discussion and Analysis section above.

We have entered into employment agreements with eight of our officers, including each of the NEOs. Each employment agreement provides for post-termination benefits that we must pay in certain circumstances. See "Potential Payments Upon Termination" below for more information about these potential benefits, and about the non-competition and confidentiality covenants contained in the agreements.

CEO Pay Ratio

The Compensation Committee monitors the relationship between the compensation of our executive officers and of our non-managerial employees. We are disclosing below the ratio of the pay of our CEO to our median employee (pay ratio). To determine the median employee, we considered 999 employees, which included all full-time and part-time employees, with the exception of the CEO and unscheduled part-time employees, as of December 31, 2017. We also excluded 125 employees who joined our Company as the result of an acquisition on October 1, 2017. We determined the median employee based on W-2 earnings for 2017. For part-time employees, we converted their earnings to a full-time equivalent amount.

For purposes of determining the pay ratio, the total compensation of our CEO includes all compensation reported in the Summary Compensation Table. The total compensation of the median employee was determined in the same manner as was used for the CEO in the Summary Compensation Table.

Pay Ratio:	
Median Annual Total Compensation of All Employees:	$49,401
Total Annual Compensation of CEO:	$1,432,087
Pay Ratio:	29.0

Grants of Plan-Based Awards

The amounts shown in the table below relate to 1) the range of possible non-equity and equity payouts in 2018 for 2017 performance under the Performance Incentive Plan for Mr. Moore and the Annual Incentive Plan for Other NEOs, and 2) grants of stock made on July 25, 2017 to promote share ownership and management retention.

Under both incentive plans, we pay cash bonuses within the first 75 days following year end based on corporate performance in the preceding fiscal year. According to the Performance Incentive Plan, Mr. Moore's bonus is payable in an equal mix of cash and restricted stock, while payments under the Annual Incentive Plan can be paid in cash or restricted stock or a mix of the two. In February 2016, the Compensation Committee determined that 13 members of senior management, including each NEO, would be paid their award in a mix of 50% cash and 50% restricted stock.

	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)				
Name (a)	Threshold ($) (c)	Target ($) (d)	Maximum ($) (e)	Threshold (#) (f)	Target (#) (g)	Maximum (#) (h)	All Other Stock Awards: Number of Shares of stock or Units (#) (3) (i)	Grant Date Fair Value of Stock and Option Awards ($) (4) (l)
Richard H. Moore	60,000	120,000	240,000	1,700	3,400	6,801	6,305	200,000
Michael G. Mayer	45,000	90,000	135,000	1,275	2,550	3,825	5,674	180,000
Eric P. Credle	29,313	58,625	87,938	831	1,661	2,492	2,112	67,000

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(1) These amounts represent ranges of the possible performance-based cash bonuses that could have been paid in 2018 based on 2017 performance pursuant to the Performance Incentive Plan for Mr. Moore and the Annual Incentive Plan for the Other NEOs. See beginning on page 17 for a discussion regarding the range of these potential payouts and the actual payout for Mr. Moore under his Performance Incentive Plan, and see beginning on page 20 for a discussion regarding the range of potential payouts for the Other NEOs and their actual payouts under the Annual Incentive Plan.

(2) These amounts represent ranges of the possible performance-based equity grants that could have been made in 2018 based on 2017 performance pursuant to the Performance Incentive Plan for Mr. Moore and the Annual Incentive Plan for the Other NEOs who were due to receive their payouts in a mix of cash and restricted stock. The number of shares shown is computed by dividing the value of the equity payout, which is the same as the value of the cash payout, by the closing price of the Company's stock price on February 5, 2018, the last closing price of the stock when the grant was made. See beginning on page 17 for a discussion regarding the range of these potential payouts and the actual payout for Mr. Moore under his Performance Incentive Plan, and see beginning on page 20 for a discussion regarding the range of potential payouts for the Other NEOs and their actual payouts under the Annual Incentive Plan.

(3) The amounts in this column reflect the shares of the Company's common stock that were granted to each NEO on July 25, 2017 in order to promote share ownership and management retention. See pages 17 and 22 for additional discussion regarding these grants.

(4) These amounts represent the value of the grants in column (i) based on the value of the Company's common stock on the date of the grant of $31.72 per share.

Outstanding Equity Awards at Fiscal Year-End

The following table provides information about the equity awards our NEOs held as of the end of 2017.

		Option Awards				Stock Awards			
Name (a)	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable (b)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#) (d)	Option Exercise Price ($) (e)	Option Expiration Date (f)	Number of Shares or Units of Stock That Have Not Vested (#) (g)	Market Value of Shares of Stock That Have Not Vested ($) (h)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) (i)	Equity Incentive Plan Awards: Market Or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ($) (j)
Richard H. Moore	2/23/2016 (1)							2,915	102,929
	8/30/2016 (2)					5,226	184,530		
	2/7/2017 (3)							3,947	139,369
	7/25/2017 (4)					6,305	222,630		
Michael G. Mayer	2/23/2016 (1)							1,478	52,188
	8/30/2016 (2)					4,230	149,361		
	2/7/2017 (3)							1,676	59,180
	7/25/2017 (4)					5,674	200,349		
Eric P. Credle	6/17/2008	6,270		16.53	6/17/2018				
	2/23/2016 (1)							855	30,190
	8/30/2016 (2)					3,235	114,228		
	2/7/2017 (3)							1,025	36,193
	7/25/2017 (4)					2,112	74,575		

(1) These amounts relate to awards for 2015 performance. Mr. Moore was granted a total of 8,745 shares, Mr. Mayer was granted a total of 4,434 shares and Mr. Credle was granted a total of 2,567 shares. The terms for these awards called for vesting to occur in equal one-third increments on December 31, 2016, 2017 and 2018. Thus, one-third of the total award vested on December 31, 2016, another one-third vested on December 31, 2017, and the remaining amounts in these rows will vest on December 31, 2018.

(2) These amounts relate to grants made in 2016 to promote share ownership and management retention. On August 30, 2016, each NEO was granted stock with a value of 20% of their annual base salary which resulted in the following grants: Mr. Moore – 5,226 shares, Mr. Mayer – 4,230 shares, and Mr. Credle – 3,235 shares. The terms for these awards called for vesting to occur on August 30, 2019.

(3) These amounts relate to awards for 2016 performance. Mr. Moore was granted a total of 5,921 shares, Mr. Mayer was granted a total of 2,515 shares and Mr. Credle was granted a total of 1,538 shares. The terms for these awards called for vesting to occur in equal one-third increments on December 31, 2017, 2018 and 2019. Thus, one-third of the total award vested on December 31, 2017, and the amounts in these rows will vest in equal increments on December 31, 2018 and 2019.

(4) These amounts relate to grants made in 2017 to promote share ownership and management retention. In July 2017, each NEO was granted stock with Mr. Moore receiving stock valued at 50% of his annual base salary, Mr. Mayer receiving stock valued at 40% of his annual base salary, and Mr. Credle receiving stock valued at 20% of his annual base salary, which resulted in the following grants: Mr. Moore – 6,305 shares, Mr. Mayer – 5,674 shares, and Mr. Credle – 2,112 shares. The terms for these awards called for vesting to occur on July 25, 2020.

Option Exercises and Stock Vested

None of our NEOs exercised stock options during 2017. The following table shows the number of shares of restricted stock that vested and the value realized on the date of vesting, as determined by the Company's stock price at the close of business on the date the stock vested.

	Stock Awards	
Name (a)	Number of Shares Acquired on Vesting (#) (d)	Value Realized On Vesting ($) (e)
Richard H. Moore (1)	9,770	344,979
Michael G. Mayer (2)	3,870	136,650
Eric P. Credle (3)	3,201	113,027

(1) Mr. Moore's shares of stock that vested in 2017 related to four grants:

- On February 24, 2015, Mr. Moore was granted 8,529 shares of stock related to 2014 performance, with vesting to occur in equal one-third increments on December 31, 2015, 2016, and 2017. Thus, the final one-third of the total grant, or 2,843 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $100,386.

- On February 24, 2015, Mr. Moore was granted 6,115 shares of stock to promote share ownership and management retention, with vesting to occur in equal one-third increments on December 31, 2015, 2016, and 2017. Thus, the final one-third of the total grant, or 2,038 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $71,962

- On February 23, 2016, Mr. Moore was granted 8,745 shares of stock related to 2015 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, the one-third of the total grant, or 2,915 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $102,929.

- On February 7, 2017, Mr. Moore was granted 6,305 shares of stock related to 2016 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, the first one-third of the total grant, or 1,974 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $69,702.

(2) Mr. Mayer's shares of stock that vested in 2017 related to three grants:

- On February 24, 2015, Mr. Mayer was granted 4,659 shares of stock to promote share ownership and management retention, with vesting to occur in equal one-third increments on December 31, 2015, 2016, and 2017. Thus, the final one-third of the total grant, or 1,553 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $54,837.

- On February 23, 2016, Mr. Mayer was granted 4,434 shares of stock related to 2015 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, one-third of the total grant, or 1,478 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $52,188.

- On February 7, 2017, Mr. Mayer was granted 2,515 shares of stock related to 2016 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, the first one-third of the total grant, or 839 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $29,625.

(3) Mr. Credle's shares of stock that vested in 2017 related to four grants:

- On February 24, 2015, Mr. Credle was granted 1,715 shares of stock related to 2014 performance, with vesting to occur in equal one-third increments on December 31, 2015, 2016, and 2017. Thus, the final one-third of the total grant, or 571 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting for each of $20,162.

- On February 24, 2015, Mr. Credle was granted 3,785 shares of stock to promote share ownership and management retention, with vesting to occur in equal one-third increments on December 31, 2015, 2016, and 2017. Thus, the final one-third of the total grant, or 1,261 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting for each of $44,526.

- On February 23, 2016, Mr. Credle was granted 2,567 shares of stock related to 2015 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, one-third of the total grant, or 856 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $30,225.

- On February 7, 2017, Mr. Credle was granted 1,538 shares of stock related to 2016 performance, with vesting to occur in equal one-third increments on December 31, 2016, 2017, and 2018. Thus, the first one-third of the total grant, or 513 shares, vested on December 31, 2017, when the value of the Company stock was $35.31 per share, which resulted in a value realized on vesting of $18,114.

Pension Benefits

The following table shows information about the NEOs' accrued benefits as of December 31, 2017 under our tax-qualified pension plan and our supplemental executive retirement plan, or SERP.

Name (a)	Plan Name (b)	Number of Years Credited Service (#) (c)	Present Value of Accumulated Benefit ($) (2) (d)
Richard H. Moore (1)	—	—	—
Michael G. Mayer (1)	—	—	—
Eric P. Credle	Qualified Plan SERP	15 15	323,000 147,000

(1) Because of their hire dates and the Company's freezing of the SERP and pension plan on December 31, 2012, Mr. Moore and Mr. Mayer are not participants in either plan.

(2) The present value of each officer's accumulated benefit under each plan was calculated using the following assumptions: The officer retires at age 65. At that time, the officer takes a lump sum based on his or her accrued benefit as of December 31, 2017. The lump sum is calculated using the 2013 IRS Fully Generational Mortality Table and is discounted to December 31, 2017 using a rate of return of 3.46% per year.

(3) The number of years of credited service is different from Mr. Credle's number of years of service because the number of years of credited service was capped when the Company froze both plans on December 31, 2012.

Pension Plan

Our tax-qualified pension plan covers all full-time employees hired on or before June 11, 2009 and provides each participant with an annual retirement benefit paid monthly in cash. Mr. Credle is the only NEO who participates in the plan. At normal retirement age of 65, this benefit is equal to the sum of:

(1) 0.75% of the participant's final average compensation multiplied by his/her years of service (up to 40), and

(2) 0.65% of the participant's final average compensation in excess of "covered compensation" (the average of the Social Security taxable wage base during the 35-year period that ends with the year the participant reaches Social Security retirement age), multiplied by years of service (up to 35).

"Final average compensation" means the average of the participant's highest consecutive five years of compensation during his or her last 10 years of employment. For purposes of this plan, "compensation" generally means base salary plus bonuses. However, the federal tax code limits the amount of compensation we can take into account for purposes of the pension plan, and that amount has been taken into account in the amounts provided.

Each participant becomes fully vested in his or her plan benefits after five years of service. Early retirement, with reduced monthly benefits, is available to any participant who leaves the company at or after age 55 with 15 years of service. The plan also provides a death benefit to a vested participant's surviving spouse.

As required by federal pension laws, benefits under the pension plan are funded by assets held in a tax-exempt trust. Effective December 31, 2012, the Compensation Committee froze the benefits payable under the pension plan.

SERP

Our SERP is for the benefit of our senior management, including the NEOs (excluding Mr. Moore and Mr. Mayer, who based on their hire dates, are not participants). The purpose of the SERP is to provide additional monthly pension benefits to ensure that each participant will receive lifetime pension benefits beyond the amounts that we can pay under our qualified pension plan. The SERP generally provides participants with an annual benefit at normal retirement age of 65, payable monthly in cash, equal to 3% of final average compensation multiplied by years of service (up to a maximum of 20 years). For purposes of the SERP, "final average compensation" has the same meaning as under our pension plan. The amount of a participant's SERP benefit is reduced by (1) the amount payable under our qualified pension plan, and (2) 50% of the participant's primary social security benefit.

Each participant becomes fully vested in his or her SERP benefits at retirement, death, disability or a change in control. Early retirement, with reduced monthly benefits, is available to any participant who leaves the company at or after age 55 with 15 years of service. The plan also provides a death benefit to a vested participant's surviving spouse.

Because the SERP is a non-qualified plan, its benefits are unsecured, and a participant's claim for benefits under the plan is no greater than the claim of a general creditor.

As a general rule, we do not grant extra years of credited service under either the pension plan or the SERP. On one occasion, we credited two officers of an acquired company with three extra years of service under the SERP. None of the NEOs has received any extra years of credited service under either plan.

Effective December 31, 2012, the Compensation Committee froze the benefits payable under the SERP.

Potential Payments Upon Termination or Change in Control

This section contains information about arrangements that provide for compensation to our NEOs in connection with their termination. Actual circumstances resulting in the departure of an NEO cannot be predicted and may differ from the assumptions used in the information outlined below.

Employment Agreements

As noted above, we are party to employment agreements with each of our NEOs. The term for all agreements is one year, and they automatically renew for an additional one year period on each anniversary date.

Under each of the employment agreements, if we terminate the officer without cause, we must pay the officer's base salary for the greater of 1) the remainder of the agreement term, or 2) three months for Mr. Moore and six months for all others. In addition, for Mr. Moore, we reimburse him for the costs of his participation in the health plan of a previous employer for the same period of time as described in the preceding sentence.

The definition of "cause," as provided in each NEOs agreement, generally means an employee's:

- Gross negligence or willful misconduct, or
- Refusal to comply with policies, procedures, practices or directions, after notice and opportunity to cure within 15 days after such notice, or
- Commission of an act of dishonesty or moral turpitude, or
- Commission of a felony, or
- Breach of the agreement.

Pursuant to these employment agreements, we have also agreed to pay a lump sum payment if employment ends due to a long-term disability. For Mr. Moore, the lump sum payment would equal three months of base salary. All

(2) The amount in the "All Other Compensation" column represents local advisory fees earned by Mr. Crawford.
(3) Mr. Gould joined the Company's board on October 1, 2017.
(4) Mr. Allred and Ms. Donnelly joined the Company's Board on March 3, 2017 upon the Company's acquisition of CBHI, and their cash fees were pro-rated. Also, the Company assumed a director's deferred compensation plan from CBHI in which they both participated, which was funded with a Rabbi trust. The Rabbi trust held shares of CBHI stock that were converted into shares of Company stock in the acquisition. From March 3, 2017 until December 31, 2017, Mr. Allred's deferred compensation account increased in value by $57,096 and Ms. Donnelly's account increased in value by $30,218.

The following table shows the number of stock options that each non-employee director held as of December 31, 2017:

Aggregate Outstanding Equity Awards	
Name	Options Outstanding (#)
Donald H. Allred	—
Daniel T. Blue, Jr.	—
Mary Clara Capel	4,500
James C. Crawford, III	—
Abby J. Donnelly	—
John B. Gould	—
Thomas F. Phillips	4,500
O. Temple Sloan, III	—
Frederick L. Taylor II	4,500
Virginia C. Thomasson	4,500
Dennis A. Wicker	—

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee in 2017 were Mr. Allred, Mr. Blue, Ms. Capel, Mr. Crawford III (Chair), Ms. Donnelly, Mr. Gould, Mr. Phillips, Mr. Sloan, Mr. Taylor II, Ms. Thomasson, and Mr. Wicker. None of these members has ever been an officer or employee of the Company. There are no Compensation Committee interlocks, as described in SEC rules and regulations.

CERTAIN TRANSACTIONS

Under the rules of the SEC, public companies such as the Company are required to disclose certain "related party transactions." These are transactions in which the Company is a participant where the amount involved exceeds $120,000, and a director, executive officer, or owner of more than 5% of our common stock has a direct or indirect material interest. In addition to the rules and regulations of the SEC, the Company and First Bank are subject to Federal Reserve Board Regulation O, which governs extensions of credit by First Bank to any executive officer, director or principal shareholder of the Company or First Bank. The Company has established processes for reviewing and approving extensions of credit and other related party transactions. Related party transactions are approved by the Board of Directors, and the related person does not participate in the deliberations or cast a vote. The Audit Committee also reviews all related party transactions and determines whether to ratify or approve such transactions.

The Company collects information about related party transactions from its officers and directors through annual questionnaires and when transactions or proposed transactions are reported throughout the year. Each director and officer agrees to abide by our Code of Ethics, which provides that officers and directors should avoid conflicts of interest and that any transaction or situation that could involve a conflict of interest between the Company (including First Bank) and an officer or director must be reported and must be approved by the Audit Committee or the Board if and when appropriate. The Code of Ethics identifies a non-exclusive list of situations that may present a conflict of interest, including significant dealings with a competitor, customer or supplier, similar dealings by an immediate family member, personal investments in entities that do business with the Company, and gifts and gratuities that influence a person's business decisions, as well as other transactions between an individual and the Company. The Audit Committee's charter provides that the Audit Committee will review, investigate and monitor matters pertaining to the integrity or independence of the Board, including related party transactions. The Audit Committee and the

PROPOSAL 2 – RATIFICATION OF INDEPENDENT AUDITORS

The Audit Committee has approved the selection of the firm Elliott Davis, PLLC ("Elliott Davis") to serve as the independent auditors for 2018. Action by the shareholders is not required by law for the appointment of our independent auditors, but their appointment is submitted by the Board of Directors for ratification in order to give the shareholders an opportunity to present their views. If the proposal is approved, the Audit Committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders. If the proposal to ratify the selection of Elliott Davis as the Company's independent auditors is rejected by shareholders, then the Audit Committee will reconsider its choice of independent auditors. The Board of Directors recommends that the shareholders vote for the proposal to ratify the selection of the Company's independent auditors.

Representatives of Elliott Davis are expected to be present at the annual meeting. The representatives will be available to respond to appropriate questions and will be given an opportunity to make any statement they consider appropriate.

AUDIT COMMITTEE REPORT

Management has the primary responsibility for the financial statements and the reporting process. The Company's independent auditors, which were Elliott Davis for 2017, are responsible for expressing an opinion on the conformity of the Company's audited consolidated financial statements to accounting principles generally accepted in the United States of America and for attesting to the Company's control over financial reporting. The Audit Committee pre-approves all audit services and permitted non-audit services (including the fees and terms thereof) to be performed by the independent auditors. The Audit Committee may delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant pre-approvals shall be presented to the full Audit Committee at its next scheduled meeting.

The Audit Committee has reviewed and discussed with management and Elliott Davis the audited consolidated financial statements as of and for the year ended December 31, 2017. The Audit Committee also discussed with Elliott Davis the matters required to be discussed by the Public Company Accounting Oversight Board ("PCAOB") Auditing Standard AS 16, "Communication with Audit Committees," and Rule 2-07 of Regulation S-X promulgated by the SEC, as modified or supplemented. In addition, the Audit Committee has received from Elliott Davis the written disclosures and letter required by the applicable requirements of the PCAOB regarding Elliott Davis' communications with the Audit Committee concerning independence and discussed with such firm its independence from the Company and its management. The Audit Committee also has considered whether Elliott Davis' provision of any information technology services or other non-audit services to the Company is compatible with the concept of auditor independence. In this analysis, the Audit Committee reviewed the services and related fees provided by Elliott Davis in the following categories and amounts:

	2017	2016
Audit Fees (1)	$ 453,975	$ 395,375
Other Audit Fees (2)	18,802	17,000
Audit-Related Fees (3)	24,000	24,500
Tax Fees (4)	31,460	10,815
Total Fees	$ 528,237	$ 447,690

(1) For 2016 and 2017, audit fees included fees and expenses for the integrated audit of the consolidated financial statements and internal control over financial reporting (Sarbanes-Oxley Section 404), and quarterly reviews of the interim consolidated financial statements.

(2) In 2016 and 2017, other audit fees consisted of procedures performed related our audit of supplementary financial and compliance information required by the Department of Housing and Urban Development's ("HUD") Uniform Financial Reporting Standards for HUD Housing Programs to maintain First Bank's FHA approved supervised mortgagee status. Both years also include fees associated with reviewing and providing consents for SEC registration statements associated with corporate acquisitions.

(3) For 2016 and 2017, audit-related fees consisted primarily of fees for the audit of the Company's employee benefit plans.

(4) For 2017 tax fees consisted of consulting fees, assistance with various tax matters and tax return preparation for an acquired company. For 2016 tax fees consisted of consulting fees and assistance with various tax matters.

Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 for filing with the SEC.

The Board of Directors has determined that Ms. Thomasson is an "audit committee financial expert" within the meaning of SEC rules and regulations.

The Board of Directors has adopted a written charter for the Audit Committee, which is reviewed and reassessed for adequacy on an annual basis. The Audit Committee charter is available on the Company's website at www.LocalFirstBank.com under the tab "About Us – Corporate Profile – Investor Relations – Governance Documents."

RESPECTFULLY SUBMITTED BY THE AUDIT COMMITTEE
OF THE BOARD OF DIRECTORS:

Donald H. Allred
Daniel Blue, Jr.
Mary Clara Capel
James C. Crawford, III
Abby J. Donnelly
John B. Gould
Thomas F. Phillips
O. Temple Sloan, III
Frederick L. Taylor, II
Virginia C. Thomasson - Chairman

The affirmative vote of the holders of a majority of shares of common stock represented and voting at the Annual Meeting is required for approval of this proposal. The Board of Directors recommends that shareholders vote "FOR" this proposal. Unless indicated to the contrary, proxies will be voted "FOR" this proposal.

PROPOSAL 3 – ADVISORY VOTE APPROVING "SAY ON PAY" PROPOSAL

The SEC rules adopted under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") require the Company to provide shareholders with the opportunity to vote to approve, on a non-binding, advisory basis, the compensation of our NEOs as disclosed in this Proxy Statement in accordance with the compensation disclosure rules of the SEC.

A description of the the compensation paid to our NEOs is included in the "Compensation Discussion and Analysis" section above and the tabular disclosures regarding NEO compensation (together with the accompanying narrative disclosure) contained in this Proxy Statement.

We believe that our executive compensation policies and procedures are strongly aligned with the long-term interests of our shareholders. We also believe that levels of compensation received by our NEOs are fair, reasonable and within the ranges of compensation paid by comparable financial institutions to similarly situated executives.

This proposal, commonly known as a "Say on Pay," gives you as a shareholder the opportunity to endorse or not endorse our executive compensation programs, policies and procedures through the following resolution:

"Resolved, that the shareholders approve the overall executive compensation programs, policies and procedures employed by First Bancorp, as described in the "Compensation Discussion and Analysis" section and the tabular disclosure regarding named executive officer compensation (together with the accompanying narrative disclosure) contained in the Proxy Statement provided to the shareholders of First Bancorp on or about March 20, 2018."

Because your vote is advisory, it will not be binding upon the Company. However, the Compensation Committee and Board may take into account the outcome of the vote when considering future executive compensation arrangements.

The Board of Directors recommends that shareholders vote "FOR" this proposal. Unless indicated to the contrary, proxies will be voted "FOR" this proposal.

PROPOSAL 4 – Advisory Vote on the Frequency of "Say on Pay" Votes.

The Dodd-Frank Act requires that the Company provide shareholders with the opportunity to cast a non-binding, advisory vote on their preference as to how frequently the Company should conduct an advisory "Say on Pay" vote in its proxy materials for future annual shareholder meetings (or any special shareholder meeting for which the Company must include executive compensation information in the proxy statement for that meeting).

Under this proposal, you may vote to have a "Say on Pay" vote take place every year, every two years or every three years. You may also choose to abstain. Proposal 3 above is a "Say on Pay" vote that is being voted on at this year's annual shareholder meeting. Under this proposal, if you vote "every year", a "Say on Pay" vote similar to Proposal 3 above will be included in the proxy statement every year as opposed to the other alternatives of having such a vote every two years or every three years.

The Board of Directors believes it is important to give shareholders the opportunity to vote every year on the Company's executive compensation program, and therefore recommends that shareholders vote for "every year".

The Board of Directors recommends that shareholders vote "Every Year" (as opposed to every two years or every three years) under this proposal. Unless indicated to the contrary, proxies will be voted for "Every Year" on this proposal.

SHAREHOLDERS PROPOSALS FOR 2019 MEETING

Shareholders may submit proposals appropriate for shareholder action at the Company's 2019 annual meeting of shareholders consistent with the regulations of the SEC. For proposals to be considered for inclusion in the proxy statement for the 2019 annual meeting, they must be received by the Company no later than November 20, 2018. Such proposals should be directed to First Bancorp, Attn. Elizabeth Bostian, Corporate Secretary, 300 SW Broad Street, Southern Pines, North Carolina 28387.

The Bylaws of the Company establish an advance notice procedure for shareholder proposals to be brought before a meeting of shareholders of the Company. Subject to any other applicable requirements, only such business may be conducted at a meeting of the shareholders as has been brought before the meeting by, or at the direction of, the Board of Directors or by a shareholder who has given to the Secretary of the Company timely written notice, in proper form, of the shareholder's intention to bring that business before the meeting. The chair of the meeting has the authority to make such determinations. To be timely, written notice of other business to be brought before any meeting must be received by the Secretary of the Company not less than 60 days before the first anniversary of the mailing date of the Company's proxy statement in connection with the last annual meeting. The notice of any shareholder proposal must set forth the various information required under the Bylaws. The person submitting the notice must provide, among other things, the name and address under which such shareholder appears on the Company's books and the class and number of shares of the Company's capital stock that are beneficially owned by such shareholder. Any shareholder desiring a copy of the Company's Bylaws will be furnished one without charge upon written request to the Corporate Secretary of the Company at the Company's address noted above.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors does not know of any other business to be presented for consideration or action at the Annual Meeting. If other matters properly come before the Annual Meeting, the enclosed proxy will be deemed to confer discretionary authority to the Proxies therein to vote the shares represented by such proxy as to any such matters.

By Order of the Board of Directors,

Elizabeth B. Bostian
Secretary

March 20, 2018