

FIRST BANCSHARES INC /MS/  
Form 10-K  
March 18, 2019

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file no. 333-94288

THE FIRST BANCSHARES, INC.

(Exact name of registrant as specified in its charter)

Mississippi  
(State or Other Jurisdiction of

64-0862173  
(I.R.S. Employer Identification Number)

Incorporation or Organization)

6480 U.S. Hwy. 98 West, Suite A  
Hattiesburg, Mississippi 39402  
(Address of principal executive offices) (Zip Code)

Issuer's telephone number: (601) 268-8998

Securities registered under Section 12(b) of the Exchange Act:

| Title of Each Class            | Name of Each Exchange on Which Registered |
|--------------------------------|-------------------------------------------|
| Common Stock, \$1.00 par value | The Nasdaq Stock Market LLC               |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in rule 405 of the Securities Act.

Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.

Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for

such shorter period that the registrant was required to submit such files).

Yes  No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this

Form 10-K

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

Based on the price at which the registrant's Common Stock was last sold on June 30, 2018, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant was \$442,699,445.

On March 13, 2019, the registrant had outstanding 17,272,731 shares of common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Registrant's proxy statement to be filed for the Annual Meeting of Shareholders to be held May 16, 2019 are incorporated by reference into Part III of this Annual Report on Form 10-K. Other than those portions of the proxy statement specifically incorporated by reference pursuant to Items 10-14 of Part III hereof, no other portions of the proxy statement shall be deemed so incorporated.

**THE FIRST BANCSHARES, INC.**

**FORM 10-K**

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**THE FIRST BANCSHARES, INC.**

**FORM 10-K**

**PART I**

This Annual Report on Form 10-K, including information incorporated by reference herein, contains statements which constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), which statements are inherently subject to risks and uncertainties. These statements are based on assumptions and estimates and are not guarantees of future performance. Forward-looking statements are statements that include projections, predictions, expectations, or beliefs about future events or results or otherwise are not statements of historical fact. Such statements are often characterized by the use of qualifying words (and their derivatives) such as “may,” “would,” “could,” “should,” “will,” “expect,” “anticipate,” “predict,” “project,” “potential,” “continue,” “assume,” “believe,” “intend,” “plan,” “forecast,” “goal,” “estimate,” statements concerning opinions or judgments of the Company, the Bank, and management about possible future events or outcomes. Factors that could influence the accuracy of such forward-looking statements include, but are not limited to, competitive pressures among financial institutions increasing significantly; economic conditions, either nationally or locally, in areas in which the Company conducts operations being less favorable than expected; interest rate risk; legislation or regulatory changes which adversely affect the ability of the consolidated Company to conduct business combinations or new operations; financial success or changing strategies of the Bank’s customers or vendors; actions of government regulators; and the risk that anticipated benefits from the recent acquisitions are not realized in the time frame anticipated or at all as a result of changes in general economic and market conditions.

Potential risks and uncertainties that could cause our actual results to differ materially from those anticipated in any forward-looking statements include, but are not limited to, the following:

- reduced earnings due to higher credit losses generally and specifically because losses in the sectors of our loan portfolio secured by real estate are greater than expected due to economic factors, including declining real estate values, increasing interest rates, increasing unemployment, or changes in payment behavior or other factors occurring in those areas;

- general economic conditions, either nationally or regionally and especially in our primary service areas, becoming less favorable than expected resulting in, among other things, a deterioration in credit quality;

- adverse changes in asset quality and resulting credit risk-related losses and expenses;

ability of borrowers to repay loans, which can be adversely affected by a number of factors, including changes in economic conditions, adverse trends or events affecting business industry groups, reductions in real estate values or markets, business closings or layoffs, natural disasters, and international instability;

- changes in monetary and tax policies, including potential impacts from the Tax Cuts and Jobs Act;

- changes in political conditions or the legislative or regulatory environment;

the adequacy of the level of our allowance for loan losses and the amount of loan loss provision required to replenish the allowance in future periods;

reduced earnings due to higher credit losses because our loans are concentrated by loan type, industry segment, borrower type, or location of the borrower or collateral;

- changes in the interest rate environment which could reduce anticipated or actual margins;

increased funding costs due to market illiquidity, increased competition for funding, higher interest rates, and increased regulatory requirements with regard to funding;



· results of examinations by our regulatory authorities, including the possibility that the regulatory authorities may, among other things, require us to increase our allowance for loan losses through additional loan loss provisions or write-down of our assets;

· the rate of delinquencies and amount of loans charged-off;

· the impact of our efforts to raise capital on our financial position, liquidity, capital, and profitability;

· risks and uncertainties relating to not successfully integrating the currently contemplated acquisitions within our currently expected timeframe and other terms;

· significant increases in competition in the banking and financial services industries;

· changes in the securities markets; and

· loss of consumer confidence and economic disruptions resulting from national disasters or terrorist activities;

· our ability to retain our existing customers, including our deposit relationships;

· changes occurring in business conditions and inflation;

· changes in technology or risks related to cybersecurity;

· changes in deposit flows;

· changes in accounting principles, policies, or guidelines;

· our ability to maintain adequate internal control over financial reporting;

· other risks and uncertainties detailed from time to time in our filings with the Securities and Exchange Commission (“SEC”).

We have based our forward-looking statements on our current expectations about future events. Although we believe that the expectations reflected in and the assumptions underlying our forward-looking statements are reasonable, we cannot guarantee that these expectations will be achieved or the assumptions will be accurate. The Company disclaims any obligation to update such factors or to publicly announce the results of any revisions to any of the forward-looking statements included herein to reflect future events or developments. Additional information concerning these risks and uncertainties is contained in this Annual Report on Form 10-K for the year ended December 31, 2018, included in Item 1A. Risk Factors and in our future filings with the SEC. Further information on The First Bancshares, Inc. is available in its filings with the Securities and Exchange Commission, available at the SEC's website, <http://www.sec.gov>.

## **ITEM 1. BUSINESS**

### **BUSINESS OF THE COMPANY**

#### **Overview and History**

The Company was incorporated on June 23, 1995 to serve as a bank holding company for The First, A National Banking Association (“The First”), headquartered in Hattiesburg, Mississippi. The Company is a Mississippi corporation and is a registered financial holding company. The First began operations on August 5, 1996 from our main office in the Oak Grove community, which is now incorporated within the city of Hattiesburg. As of December 31, 2018, The First operated its main office and 61 full-service branches, one motor branch, and four loan production offices in Mississippi, Alabama, Louisiana, Florida and Georgia. Our principal executive offices are located at 6480 U.S. Highway 98 West, Hattiesburg, Mississippi 39402, and our telephone number is (601) 268-8998.

The Company is a community-focused financial institution that offers a full range of financial services to individuals, businesses, municipal entities, and nonprofit organizations in the communities that it serves. These services include consumer and commercial loans, deposit accounts and safe deposit services.

We have benefitted from historically strong asset quality metrics compared to most of our peers, which we believe illustrates our historically disciplined underwriting and credit culture. As such, we benefited from our strength by taking advantage of growth opportunities when many of our peers were unable to do so. We have also focused on growing earnings per share and increasing our tangible common equity and tangible book value per share.

In recent years, we have developed and executed a regional expansion strategy to take advantage of growth opportunities through several acquisitions, which has allowed us to expand our footprint to Alabama, Florida Louisiana and Georgia. We believe the conversion and integration of these acquisitions have been successful to date, and we are optimistic that these markets will continue to contribute to our future growth and success. In addition, we continue to experience organic loan growth by continuing to strengthen our relationships with existing clients and creating new relationships.

On March 1, 2018, we completed the acquisition of Southwest Banc Shares, Inc., (“Southwest”), and immediately thereafter merged its wholly-owned subsidiary, First Community Bank, with and into The First. The Company paid a total consideration of approximately \$60.0 million to the former Southwest shareholders as consideration in the merger, which included 1,134,010 shares of the Company’s common stock, and \$24.0 million in cash.

On April 1, 2018, we completed the acquisition of Sunshine Financial, Inc., (“Sunshine”), and immediately thereafter merged its wholly-owned subsidiary, Sunshine Community Bank, with and into The First. The Company paid a total consideration of approximately \$30.5 million to the former Sunshine shareholders as consideration in the merger, which included 726,461 shares of the Company’s common stock, and approximately \$7.0 million in cash.

On November 1, 2018, we completed the acquisition of FMB Banking Corporation (“FMB”), and immediately thereafter merged its wholly-owned subsidiary, Farmers & Merchants Bank, with and into The First. The Company paid a total consideration of approximately \$79.5 million to the former FMB shareholders as consideration in the merger, which included 1,763,036 shares of the Company’s common stock, and approximately \$16.0 million in cash.

On March 2, 2019, we completed the acquisition of FPB Financial Corporation (“FPB”), and immediately thereafter merged its wholly-owned subsidiary, Florida Parishes Bank, with and into The First. The Company paid a total consideration of approximately \$78.2 million to the former FPB shareholders as consideration in the merger, which included 2,377,501 shares of the Company’s common stock.

As of December 31, 2018, we had 582 full-time employees and 18 part-time employees, and as of March 13, 2019, we had 622 full-time employees and 19 part-time employees.

Unless otherwise indicated or unless the context requires otherwise, all references in this report to “the Company”, “we”, “us”, “our”, or similar references, mean The First Bancshares, Inc. and our subsidiaries, including our banking subsidiary, The First, on a consolidated basis. References to “The First” or the “Bank” mean our wholly owned banking subsidiary, The First.

## Market Areas

The First currently operates in five states: Mississippi, Louisiana, Alabama, Florida and Georgia, as discussed below.

*Mississippi* — In Mississippi, we have our main office and 16 full-service branches and one motorbank branch serving the cities of Hattiesburg, Laurel, Purvis, Picayune, Pascagoula, Bay St. Louis, Wiggins, Gulfport, Biloxi, Long Beach, Diamondhead, and the surrounding areas of Rankin, Madison, Lamar, Forrest, Jones, Pearl River, Jackson, Hancock, Stone, and Harrison Counties. We also operate three loan production offices in Brandon, Petal, and Ocean Springs.

*Louisiana* — In Louisiana, we operate 20 branches serving the cities of Addis, Amite, Baton Rouge, Bogalusa, Covington, Denham Springs, Hammond, Mandeville, Metairie, Pierre Part, Plaquemine, Plattenville, Ponchatoula, Port Allen, Prairieville, Saint Gabriel, Slidell, and White Castle.

*Alabama* — In Alabama, we operate 16 branches serving the cities of Foley, Daphne, Fairhope, Gulf Shores, Orange Beach, Mobile, Bay Minette, Dauphin Island, Theodore, Chatom, Citronelle, Millry, Saraland, and Spanish Fort. We also operate one loan production office in Mobile.

*Florida* — In Florida, we operate 12 branches serving the cities of Gulf Breeze, Pace, Pensacola, Tallahassee, and Monticello.

*Georgia* — In Georgia, we operate 1 branch servicing the city of Thomasville.

## Recent Developments

On March 2, 2019, we completed our merger (the “FPB Merger”) with FPB Financial Corp. (“FPB”), the holding company of Florida Parishes Bank. FPB was merged with and into the Company, with the Company as the surviving corporation, and, immediately thereafter, Florida Parishes Bank was merged with and into The First (collectively with the FPB Merger referred to as the “Mergers”). The Company issued 2,377,501 shares of Company common stock

valued at approximately \$78.2 million as of March 2, 2019 to the FPB shareholders as consideration for the FPB Merger. Each outstanding share of the Company's common stock remained outstanding and was unaffected by the Mergers.

At December 31, 2018, FPB had consolidated assets of \$379.3 million, loans of \$254.2 million, deposits of \$301.6 million, and shareholders' equity of \$45.6 million.

## **Banking Services**

We strive to provide our customers with the breadth of products and services offered by large regional banks, while maintaining the timely response and personal service of a locally owned and managed bank. In addition to offering a full range of deposit services and commercial and personal loans, we have a mortgage division. The following is a description of the products and services we offer.

*Deposit Services.* We offer a full range of deposit services that are typically available in most banks and savings institutions, including checking accounts, NOW accounts, savings accounts, and other time deposits of various types, ranging from daily money market accounts to longer-term certificates of deposit. The transaction accounts and time certificates are tailored to our principal market areas at rates competitive to those offered by other banks in these areas. All deposit accounts are insured by the Federal Deposit Insurance Corporation ("FDIC") up to the maximum amount allowed by law. We solicit these accounts from individuals, businesses, associations, organizations, and governmental authorities. In addition, we offer certain retirement account services, such as Individual Retirement Accounts (IRAs) and health savings accounts.

*Loan Products.* We offer a full range of commercial and personal loans. Commercial loans include both secured and unsecured loans for working capital (including loans secured by inventory and accounts receivable), business expansion (including acquisition of real estate and improvements), and purchase of equipment and machinery. Consumer loans include equity lines of credit, secured and unsecured loans for financing automobiles, home improvements, education, and personal investments. We also make real estate construction and acquisition loans. Our lending activities are subject to a variety of lending limits imposed by federal law. While differing limits apply in certain circumstances based on the type of loan or the nature of the borrower (including the borrower's relationship to the bank), in general we are subject to an aggregate loans-to-one-borrower limit of 15% of our unimpaired capital and surplus.

*Mortgage Loan Division.* We have a residential mortgage loan division which originates conventional or government agency insured loans to purchase existing residential homes, construct new homes or refinance existing mortgages.

*Private Banking Division.* We have a private banking division, which offers financial services and wealth management services to individuals who meet certain criteria.

*Other Services.* Other bank services we offer include on-line internet banking services, automated teller machines, voice response telephone inquiry services, commercial sweep accounts, cash management services, safe deposit boxes, merchant services, mobile deposit, direct deposit of payroll and social security checks, and automatic drafts for various accounts. We network with other automated teller machines that may be used by our customers throughout our market area and other regions. The First also offers credit card services through a correspondent bank.

## **Competition**

The First generally competes with other financial institutions through the selection of banking products and services offered, the pricing of services, the level of service provided, the convenience and availability of services, and the degree of expertise and the personal manner in which services are offered. State law permits statewide branching by banks and savings institutions, and many financial institutions in our market area have branch networks. Consequently, commercial banking in Mississippi, Alabama, Louisiana, Florida, and Georgia is highly competitive. Many large banking organizations currently operate in our market area, several of which are controlled by out-of-state ownership. In addition, competition between commercial banks and thrift institutions (savings institutions and credit unions) has been intensified significantly by the elimination of many previous distinctions between the various types of financial institutions and the expanded powers and increased activity of thrift institutions in areas of banking which previously had been the sole domain of commercial banks. Federal legislation, together with other regulatory changes by the primary regulators of the various financial institutions, has resulted in the almost total elimination of practical distinctions between a commercial bank and a thrift institution. Consequently, competition among financial institutions of all types is largely unlimited with respect to legal ability and authority to provide most financial

services. Currently there are numerous other commercial banks, savings institutions, and credit unions operating in The First's primary service area.

We face increased competition from both federally-chartered and state-chartered financial and thrift institutions, as well as credit unions, consumer finance companies, insurance companies, and other institutions in the Company's market area. Some of these competitors are not subject to the same degree of regulation and restriction imposed upon the Company. Many of these competitors also have broader geographic markets and substantially greater resources and lending limits than the Company and offer certain services such as trust banking that the Company does not currently provide. In addition, many of these competitors have numerous branch offices located throughout the extended market areas of the Company that may provide these competitors with an advantage in geographic convenience that the Company does not have at present.



We also compete with numerous financial and quasi-financial institutions for deposits and loans, including providers of financial services over the internet, and financial technology, or fintech companies. Recent technology advances and other changes have allowed parties to effect financial transactions that previously required the involvement of banks. For example, consumers can maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and transferring funds directly without the assistance of banks.

### **Available Information**

Pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act") we are required to file Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, proxy statements, and other filings pursuant to Section 13(a) or 15(d) of the Exchange Act, and amendments to such filings. The SEC maintains a website at [www.sec.gov](http://www.sec.gov) that contains the reports, proxy statements, and other filings we electronically file with the SEC. Such information is also available free of charge on or through our website [www.thefirstbank.com](http://www.thefirstbank.com) as soon as reasonably practicable after each is electronically filed with, or furnished to, the SEC. Information appearing on the Company's website is not part of any report that it files with the SEC.

### **SUPERVISION AND REGULATION**

The Company and The First are subject to state and federal banking laws and regulations which impose specific requirements or restrictions on and provide for general regulatory oversight with respect to virtually all aspects of our operations. These laws and regulations are generally intended to protect depositors, the deposit insurance fund ("DIF") of the FDIC and the stability of the U.S. banking system as a whole, rather than for the protection of our shareholders and non-deposit creditors. To the extent that the following summary describes statutory or regulatory provisions, it is qualified in its entirety by reference to the particular statutory and regulatory provisions. Any change in applicable laws or regulations may have a material effect on the business and prospects of the Company.

Beginning with the enactment of the Financial Institutions Reform, Recovery and Enforcement Act of 1989 and following with the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), and now most recently the sweeping Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act"), numerous regulatory requirements have been placed on the banking industry in the recent years. A significant number of financial services regulations required by the Dodd-Frank Act have not yet been finalized by banking regulators, Congress continues to consider legislation that would make significant changes to the law and courts are addressing significant litigation arising under the Dodd-Frank Act, making it difficult to predict the ultimate effect of the Dodd-Frank Act on our business. The operations of the Company and The First may be affected by legislative changes and the policies of various regulatory authorities. We are unable to predict the nature or the extent of the effect on our business and earnings that fiscal or monetary policies, economic control, or new federal or state legislation may have

in the future.

### **Bank Holding Company Regulation**

The Company is subject to extensive regulation by the Board of Governors of the Federal Reserve System (the “Federal Reserve”) pursuant to the Bank Holding Company Act of 1956, as amended (the “Bank Holding Company Act”). We file quarterly reports and other information with the Federal Reserve. We file reports with the SEC and are subject to its regulation with respect to our securities, financial reporting and certain governance matters. Our securities are listed on the Nasdaq Global Market, and we are subject to Nasdaq rules for listed companies.

The Company is registered with the Federal Reserve as a bank holding company and has elected to be treated as a financial holding company under the Bank Holding Company Act. As such, the Company and its subsidiaries are subject to the supervision, examination and reporting requirements of the Bank Holding Company Act and the regulations of the Federal Reserve.

The Bank Holding Company Act generally prohibits a corporation that owns a federally insured financial institution (“bank”) from engaging in activities other than banking and managing or controlling banks or other subsidiaries engaging in permissible activities. Also prohibited is acquiring or obtaining control 5% or more of the voting interests of any company that engages in activities other than those activities determined by the Federal Reserve to be so closely related to banking, managing or controlling banks as to be a proper incident thereto. In determining whether a particular activity is permissible, the Federal Reserve considers whether the performance of the activity can reasonably be expected to produce benefits to the public that outweigh possible adverse effects. Examples of activities that the Federal Reserve has determined to be permissible are making, acquiring or servicing loans; leasing personal property; providing certain investment or financial advice; performing certain data processing services; acting as agent or broker in selling credit life insurance; and performing certain insurance underwriting activities. The Bank Holding Company Act does not place territorial limits on permissible bank-related activities of bank holding companies. Even with respect to permissible activities, however, the Federal Reserve has the power to order a holding company or its subsidiaries to terminate any activity or its control of any subsidiary when the Federal Reserve has reasonable cause to believe that continuation of such activity or control of such subsidiary would pose a serious risk to the financial safety, soundness or stability of any bank subsidiary of that holding company.

The Bank Holding Company Act requires every bank holding company to obtain the prior approval of the Federal Reserve before it: (1) acquires ownership or control of any voting shares of any bank if, after such acquisition, such bank holding company will own or control 5% or more of the voting shares of such bank, (2) causes any of its non-bank subsidiaries to acquire all of the assets of a bank, (3) merges with any other bank holding company, or (4) engages in permissible non-banking activities. In reviewing a proposed covered acquisition, the Federal Reserve considers a bank holding company’s financial, managerial and competitive posture. The future prospects of the companies and banks concerned and the convenience and needs of the community to be served are also considered. The Federal Reserve also reviews any indebtedness to be incurred by a bank holding company in connection with the proposed acquisition to ensure that the bank holding company can service such indebtedness without adversely affecting its ability, and the ability of its subsidiaries, to meet their respective regulatory capital requirements. The Bank Holding Company Act further requires that consummation of approved bank holding company or bank acquisitions or mergers must be delayed for a period of not less than 15 or more than 30 days following the date of Federal Reserve approval. During such 15 to 30-day period, the Department of Justice has the right to review the competitive aspects of the proposed transaction. The Department of Justice may file a lawsuit with the relevant United States District Court seeking an injunction against the proposed acquisition.

The Federal Reserve has adopted capital adequacy guidelines for use in its examination and regulation of bank holding companies and financial holding companies. The regulatory capital of a bank holding company or financial holding company under applicable federal capital adequacy guidelines is particularly important in the Federal Reserve’s evaluation of the overall safety and soundness of the bank holding company or financial holding company and are important factors considered by the Federal Reserve in evaluating any applications made by such holding company to the Federal Reserve. If regulatory capital falls below minimum guideline levels, a financial holding company may lose its status as a financial holding company and a bank holding company or bank may be denied approval to acquire or establish additional banks or non-bank businesses or to open additional facilities. Additionally, each bank subsidiary of a financial holding company as well as the holding company itself must be well capitalized

and well managed as determined by the subsidiary bank's primary federal regulator, which in the case of The First, is the Office of the Comptroller of the Currency (the "OCC"). To be considered well managed, the bank and holding company must have received at least a satisfactory composite rating and a satisfactory management rating at its most recent examination. The Federal Reserve rates bank holding companies through a confidential component and composite 1-5 rating system, with a composite rating of 1 being the highest rating and 5 being the lowest. This system is designed to help identify institutions requiring special attention. Financial institutions are assigned ratings based on evaluation and rating of their financial condition and operations. Components reviewed include capital adequacy, asset quality, management capability, the quality and level of earnings, the adequacy of liquidity and sensitivity to interest rate fluctuations. As of December 31, 2018, the Company and The First were both well capitalized and well managed.

A financial holding company that becomes aware that it or a subsidiary bank has ceased to be well capitalized or well managed must notify the Federal Reserve and enter into an agreement to cure the identified deficiency. If the deficiency is not cured timely, the Federal Reserve may order the financial holding company to divest its banking operations. Alternatively, to avoid divestiture, a financial holding company may cease to engage in the financial holding company activities that are unrelated to banking or otherwise impermissible for a bank holding company. See "*Capital Requirements*" below for more information.

The Gramm-Leach-Bliley Act of 1999 established a comprehensive framework that permits affiliations among qualified bank holding companies, commercial banks, insurance companies, securities firms, and other financial service providers by revising and expanding the Bank Holding Company Act framework to permit a holding company to engage in a full range of financial activities through a financial holding company.

### ***Federal Reserve Oversight***

The Company is required to give the Federal Reserve prior written notice of any purchase or redemption of its outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the Company's consolidated net worth. The Federal Reserve may disapprove such a transaction if it determines that the proposed redemption or stock purchase would constitute an unsafe or unsound practice, would violate any law, regulation, Federal Reserve order or directive or any condition imposed by, or written agreement with, the Federal Reserve.

The Federal Reserve has issued its "Policy Statement on Cash Dividends Not Fully Covered by Earnings" (the "Policy Statement") which sets forth various guidelines that the Federal Reserve believes a bank holding company should follow in establishing its dividend policy. In general, the Federal Reserve stated that bank holding companies should pay dividends only out of current earnings. The Federal Reserve also stated that dividends should not be paid unless the prospective rate of earnings retention by the holding company appears consistent with its capital needs, asset quality and overall financial condition.

The Company is required to file annual and quarterly reports with the Federal Reserve, and such additional information as the Federal Reserve may require pursuant to the Bank Holding Company Act. The Federal Reserve may examine a bank holding company or any of its subsidiaries.

### ***Source of Strength Doctrine***

Under the Dodd-Frank Act, bank holding companies must be well-capitalized and well-managed to engage in interstate transactions. In the past, only the subsidiary banks were required to meet those standards. The Federal Reserve Board's "source of strength doctrine" has now been codified, mandating that bank holding companies such as the Company serve as a source of strength for their subsidiary banks, such that the bank holding company must be able to provide financial assistance in the event the subsidiary bank experiences financial distress.

## Capital Requirements

Federal banking regulators have adopted a system using risk-based capital guidelines to evaluate the capital adequacy of banks and bank holding companies that is based upon the 1988 capital accord of the Bank for International Settlements' Basel Committee on Banking Supervision (the "Basel Committee"), a committee of central banks and bank regulators from the major industrialized countries that coordinates international standards for bank regulation. Under the guidelines, specific categories of assets and off-balance-sheet activities such as letters of credit are assigned risk weights, based generally on the perceived credit or other risks associated with the asset. Off-balance-sheet activities are assigned a credit conversion factor based on the perceived likelihood that they will become on-balance-sheet assets. These risk weights are multiplied by corresponding asset balances to determine a "risk weighted" asset base which is then measured against various measures of capital to produce capital ratios.

An organization's capital is classified in one of two tiers, Core Capital, or Tier 1, and Supplementary Capital, or Tier 2. Tier 1 capital includes common stock, retained earnings, qualifying non-cumulative perpetual preferred stock, minority interests in the equity of consolidated subsidiaries, a limited amount of qualifying trust preferred securities and qualifying cumulative perpetual preferred stock at the holding company level, less goodwill and most intangible assets. Tier 2 capital includes perpetual preferred stock and trust preferred securities not meeting the Tier 1 definition, mandatory convertible debt securities, subordinated debt, and allowances for loan and lease losses. Each category is subject to a number of regulatory definitional and qualifying requirements.

The Basel Committee in 2010 released a set of international recommendations for strengthening the regulation, supervision and risk management of banking organizations, known as Basel III. In July 2013, the Federal Reserve published final rules for the adoption of the Basel III regulatory capital framework (the “Basel III Capital Rules”). The Basel III Capital Rules became effective for us on January 1, 2015, with certain transition provisions phasing in over a period that ended on January 1, 2019. The Basel III Capital Rules established a new category of capital measure, Common Equity Tier 1 capital, which includes a limited number of capital instruments from the existing definition of Tier 1 Capital, as well as raised minimum thresholds for Tier 1 Leverage capital (100 basis points), and Tier 1 Risk-based capital (200 basis points).

The Basel III Capital Rules established the following minimum capital ratios: 4.5 percent CET1 to risk-weighted assets; 6.0 percent Tier 1 capital to risk-weighted assets; 8.0 percent total capital to risk-weighted assets; and 4.0 percent Tier 1 leverage ratio to average consolidated assets. In addition, the Basel III Capital Rules also introduced a minimum “capital conservation buffer” equal to 2.5% of an organization’s total risk-weighted assets, which exists in addition to these new required minimum CET1, Tier 1, and total capital ratios. The “capital conservation buffer,” which must consist entirely of CET1, is designed to absorb losses during periods of economic stress. The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1, which include the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1.

The Company and The First elected in 2015 to exclude the effects of accumulated other comprehensive income items included in stockholders’ equity from the determination of regulatory capital under the Basel III Capital Rules. Based on estimated capital ratios using Basel III definitions, the Company and The First currently exceed all capital requirements of the new rule, including the fully phased-in conservation buffer.

Certain regulatory capital ratios of the Company and The First, as of December 31, 2018, are shown in the following table:

|                                               | Capital Adequacy Ratios |             |                  |            |   |      |   |
|-----------------------------------------------|-------------------------|-------------|------------------|------------|---|------|---|
|                                               | Regulatory Minimums     |             |                  | Regulatory |   |      |   |
|                                               | Regulatory              | to be Well  | The First        | The First  |   |      |   |
|                                               | Minimum                 | Capitalized | Bancshares, Inc. | The First  |   |      |   |
| Common Equity Tier 1 risk-based capital ratio | 4.50 %                  | 6.50        | %                | 11.5       | % | 14.8 | % |
| Tier 1 risk-based capital ratio               | 6.00 %                  | 8.00        | %                | 12.2       | % | 14.8 | % |
| Total risk-based capital ratio                | 8.00 %                  | 10.00       | %                | 15.6       | % | 15.2 | % |

|                |       |      |   |      |   |      |   |
|----------------|-------|------|---|------|---|------|---|
| Leverage ratio | 4.00% | 5.00 | % | 10.2 | % | 12.2 | % |
|----------------|-------|------|---|------|---|------|---|

The essential difference between the leverage capital ratio and the risk-based capital ratios is that the latter identify and weight both balance sheet and off-balance sheet risks. Tier 1 capital generally includes common equity, retained earnings, qualifying minority interests (issued by consolidated depository institutions or foreign bank subsidiaries), accounts of consolidated subsidiaries and an amount of qualifying perpetual preferred stock, limited to 50% of Tier 1 capital. In calculating Tier 1 capital, goodwill and other disallowed intangibles and disallowed deferred tax assets and certain other assets are excluded. Tier 2 capital is a secondary component of risk-based capital, consisting primarily of perpetual preferred stock that may not be included as Tier 1 capital, mandatory convertible securities, certain types of subordinated debt and an amount of the allowance for loan losses (limited to 1.25% of risk weighted assets).



The risk-based capital guidelines are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies, to take into account off-balance sheet exposure and to minimize disincentives for holding liquid assets. Under the risk-based capital guidelines, assets are assigned to one of four risk categories: 0%, 20%, 50% and 100%. For example, U.S. Treasury securities are assigned to the 0% risk category while most categories of loans are assigned to the 100% risk category. Off-balance sheet exposures such as standby letters of credit are risk-weighted and all or a portion thereof are included in risk-weighted assets based on an assessment of the relative risks that they present. The risk-weighted asset base is equal to the sum of the aggregate dollar values of assets and off-balance sheet items in each risk category, multiplied by the weight assigned to that category.

### ***Prompt Corrective Action and Undercapitalization***

The FDICIA established a system of prompt corrective action regulations and policies to resolve the problems of undercapitalized insured depository institutions. Under this system, insured depository institutions are ranked in one of five capital categories as described below. Regulators are required to take mandatory supervisory actions and are authorized to take other discretionary actions of increasing severity with respect to insured depository institutions in the three undercapitalized categories. The five capital categories for insured depository institutions under the prompt corrective action regulations consist of:

Well capitalized - equals or exceeds a 10% total risk-based capital ratio, 8% Tier 1 risk-based capital ratio, and 5% leverage ratio and is not subject to any written agreement, order or directive requiring it to maintain a specific level for any capital measure;

Adequately capitalized - equals or exceeds an 8% total risk-based capital ratio, 6% Tier 1 risk-based capital ratio, and 4% leverage ratio;

Undercapitalized - total risk-based capital ratio of less than 8%, or a Tier 1 risk-based ratio of less than 6%, or a leverage ratio of less than 4%;

Significantly undercapitalized - total risk-based capital ratio of less than 6%, or a Tier 1 risk-based capital ratio of less than 4%, or a leverage ratio of less than 3%; and

- Critically undercapitalized-a ratio of tangible equity to total assets equal to or less than 2%.

The prompt corrective action regulations provide that an institution may be downgraded to the next lower category if its regulator determines, after notice and opportunity for hearing or response, that the institution is in an unsafe or unsound condition or has received and not corrected a less-than-satisfactory rating for any of the categories of asset quality, management, earnings or liquidity in its most recent examination.

Federal bank regulatory agencies are required to implement arrangements for prompt corrective action for institutions failing to meet minimum requirements to be at least adequately capitalized. FDICIA imposes an increasingly stringent array of restrictions, requirements and prohibitions as an organization's capital levels deteriorate. A bank rated "adequately capitalized" may not accept, renew or roll over brokered deposits. A "significantly undercapitalized" institution is subject to mandated capital raising activities, restrictions on interest rates paid and transactions with affiliates, removal of management and other restrictions. The OCC has only very limited discretion in dealing with a "critically undercapitalized" institution and generally must appoint a receiver or conservator (the FDIC) if the capital deficiency is not corrected promptly.

Under the Federal Deposit Insurance Act ("FDIA"), "critically undercapitalized" banks may not, beginning 60 days after becoming critically undercapitalized, make any payment of principal or interest on their subordinated debt (subject to certain limited exceptions). In addition, under Section 18(i) of the FDIA, banks are required to obtain the advance consent of the FDIC to retire any part of their subordinated notes. Under the FDIA, a bank may not pay interest on its subordinated notes if such interest is required to be paid only out of net profits, or distribute any of its capital assets, while it remains in default on any assessment due to the FDIC.

Federal bank regulators may set capital requirements for a particular banking organization that are higher than the minimum ratios when circumstances warrant. Federal Reserve and OCC guidelines provide that banking organizations experiencing significant growth or making acquisitions will be expected to maintain strong capital positions substantially above the minimum supervisory levels, without significant reliance on intangible assets. Concentration of credit risks, interest rate risk (imbalances in rates, maturities or sensitivities) and risks arising from non-traditional activities, as well as an institution's ability to manage these risks, are important factors taken into account by regulatory agencies in assessing an organization's overall capital adequacy.

The OCC and the Federal Reserve also use a leverage ratio as an additional tool to evaluate the capital adequacy of banking organizations. The leverage ratio is a company's Tier 1 capital divided by its average total consolidated assets. A minimum leverage ratio of 3.0% is required for banks and bank holding companies that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority's risk-adjusted measure for market risk. All other banks and bank holding companies are required to maintain a minimum leverage ratio of 4.0%, unless a different minimum is specified by an appropriate regulatory authority. In order to be considered well capitalized the leverage ratio must be at least 5.0%.

Our Bank's leverage ratio was 12.2% at December 31, 2018 and, as a result, it is currently classified as "well capitalized" for purposes of the OCC's prompt corrective action regulations.

The risk-based and leverage capital ratios established by federal banking regulators are minimum supervisory ratios generally applicable to banking organizations that meet specified criteria, assuming that they otherwise have received the highest regulatory ratings in their most recent examinations. Banking organizations not meeting these criteria are expected to operate with capital positions in excess of the minimum ratios. Regulators can, from time to time, change their policies or interpretations of banking practices to require changes in risk weights assigned to our Bank's assets or changes in the factors considered in order to evaluate capital adequacy, which may require our Bank to obtain additional capital to support existing asset levels or future growth or reduce asset balances in order to meet minimum acceptable capital ratios.

### ***Additional Regulatory Issues***

In June 2010, the Federal Reserve, the OCC and the FDIC issued joint guidance on executive compensation designed to help ensure that a banking organization's incentive compensation policies do not encourage imprudent risk taking and are consistent with the safety and soundness of the organization. In addition, the Dodd-Frank Act required those agencies, along with the SEC, to adopt rules to require reporting of incentive compensation and to prohibit certain compensation arrangements. The objective of the guidance is to assure that incentive compensation arrangements (i) provide incentives that do not encourage excessive risk-taking, (ii) are compatible with effective internal controls and risk management and (iii) are supported by strong corporate governance, including oversight by the board of directors. In 2016, the Federal Reserve and the FDIC proposed rules that would, depending upon the assets of the institution, directly regulate incentive compensation arrangements and would require enhanced oversight and recordkeeping. As of December 31, 2018, these rules have not been implemented.

The Company is a legal entity separate and distinct from The First. There are various restrictions that limit the ability of The First to finance, pay dividends or otherwise supply funds to the Company or other affiliates. In addition, subsidiary banks of holding companies are subject to certain restrictions under Sections 23A and 23B of the Federal Reserve Act on any extension of credit to the bank holding company or any of its subsidiaries, on investments in the

stock or other securities thereof and on the taking of such stock or securities as collateral for loans to any borrower. Further, a bank holding company and its subsidiaries are prohibited from engaging in certain tie-in arrangements in connection with extensions of credit, leases or sales of property, or furnishing of services.

### *Stress Testing*

The Dodd-Frank Act requires stress testing of certain bank holding companies and banks. On May 24, 2018 the Economic Growth, Regulatory Relief and Consumer Protection Act (the “Regulatory Relief Act”) was signed into law, which amended portions of the Dodd-Frank Act and immediately raised the asset threshold for stress testing from \$10 billion to \$100 billion for bank holding companies. On December 18, 2018, the OCC proposed regulations that would raise the stress testing threshold for national banks from \$10 billion to \$250 billion. Because the consolidated assets of the Company and The First are less than these threshold levels, the stress test requirements are not currently applicable to the Company or to The First.

## **The First, A National Banking Association**

*OCC Regulation.* The First operates as a national banking association incorporated under the laws of the United States and subject to supervision, inspection and examination by the OCC. The OCC regulates or monitors virtually all areas of The First's operations, including security devices and procedures, adequacy of capitalization and loan loss reserves, loans, investments, borrowings, deposits, mergers, issuances of securities, payment of dividends, interest rates payable on deposits, interest rates or fees chargeable on loans, establishment of branches, corporate reorganizations, maintenance of books and records, and adequacy of staff training to carry on safe lending and deposit gathering practices. The OCC imposes limitations on The First's aggregate investment in real estate, bank premises, and furniture and fixtures. The First is required by the OCC to prepare quarterly reports on its financial condition and to conduct an annual audit of its financial affairs in compliance with minimum standards and procedures prescribed by the OCC.

*Safe and Sound Banking Practices; Enforcement.* Banks and bank holding companies are prohibited from engaging in unsafe and unsound banking practices. Bank regulators have broad authority to prohibit and penalize activities of bank holding companies and their subsidiaries which represent unsafe and unsound banking practices or which constitute violations of laws, regulations or written directives of or agreements with regulators. Regulators have considerable discretion in identifying what they deem to be unsafe and unsound practices and in pursuing enforcement actions in response to them.

Under FDICIA, all insured institutions must undergo regular on-site examinations by their appropriate banking agency. The cost of examinations of insured depository institutions and any affiliates may be assessed by the appropriate agency against each institution or affiliate as it deems necessary or appropriate. Insured institutions are required to submit annual reports to the FDIC and the appropriate agency. FDICIA also directs the FDIC to develop with other appropriate agencies a method for insured depository institutions to provide supplemental disclosure of the estimated fair market value of assets and liabilities, to the extent feasible and practicable, in any balance sheet, financial statement, report of condition, or any other report of any insured depository institution. FDICIA also requires the federal banking regulatory agencies to prescribe, by regulation, standards for all insured depository institutions and depository institution holding companies relating, among other things, to: (i) internal controls, information systems, and audit systems; (ii) loan documentation; (iii) credit underwriting; (iv) interest rate risk exposure; and (v) asset quality.

National banks and their holding companies which have been chartered or registered or undergone a change in control within the past two years or which have been deemed by the OCC or the Federal Reserve Board, respectively, to be troubled institutions must give the OCC or the Federal Reserve Board, respectively, thirty days prior notice of the appointment of any senior executive officer or director. Within the thirty-day period, the OCC or the Federal Reserve Board, as the case may be, may approve or disapprove any such appointment.

*Deposit Insurance.* The FDIC establishes rates for the payment of premiums by federally insured banks and thrifts for deposit insurance. Deposits in The First are insured by the FDIC up to a maximum amount (generally \$250,000 per depositor, subject to aggregation rules). The DIF is maintained by the FDIC for commercial banks and thrifts and funded with insurance premiums from the industry that are used to offset losses from insurance payouts when banks and thrifts fail. Since 1993, insured depository institutions like The First have paid for deposit insurance under a risk-based premium system. Assessments are calculated based on the depository institution's average consolidated total assets, less its average amount of tangible equity.

*Transactions With Affiliates and Insiders.* The First is subject to Section 23A of the Federal Reserve Act, which places limits on the amount of loans to, and certain other transactions with, affiliates, as well as on the amount of advances to third parties collateralized by the securities or obligations of affiliates. The aggregate of all covered transactions is limited in amount, as to any one affiliate, to 10% of The First's capital and surplus and, as to all affiliates combined, to 20% of The First's capital and surplus. Furthermore, within the foregoing limitations as to amount, each covered transaction must meet specified collateral requirements.

The First is also subject to Section 23B of the Federal Reserve Act, which prohibits an institution from engaging in certain transactions with affiliates unless the transactions are on terms substantially the same, or at least as favorable to such institution, as those prevailing at the time for comparable transactions with nonaffiliated companies. The First is subject to certain restrictions on extensions of credit to executive officers, directors, certain principal shareholders, and their related interests. Such extensions of credit (i) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties and (ii) must not involve more than the normal risk of repayment or present other unfavorable features.

*Change in Control* With certain limited exceptions, the BHCA and the Change in Bank Control Act, together with regulations promulgated thereunder, prohibit a person or company or a group of persons deemed to be “acting in concert” from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise direct the management or policies of our company without prior notice or application to and the approval of the Federal Reserve.

*Dividends.* The principal source of funds from which we pay cash dividends are the dividends received from our bank subsidiary, The First. Federal banking laws and regulations restrict the amount of dividends and loans a bank may make to its parent company. A national bank may not pay dividends from its capital. All dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. In addition, a national bank is prohibited from declaring a dividend on its shares of common stock until its surplus equals its stated capital, unless the bank has transferred to surplus no less than one-tenth of its net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the OCC is required if the total of all dividends declared by a national bank in any calendar year exceeds the total of its net profits for that year combined with its retained net profits for the preceding two years, less any required transfers to surplus. In addition, under FDICIA, the banks may not pay a dividend if, after paying the dividend, the bank would be undercapitalized. See "Capital Requirements" above.

*Interstate Branching and Acquisitions.* National banks are required by the National Bank Act to adhere to branch office banking laws applicable to state banks in the states in which they are located. Formerly, under the Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, a bank’s ability to branch into a particular state was largely dependent upon whether the state “opted in” to de novo interstate branching. Under the Dodd-Frank Act, de novo interstate branching by national banks is permitted if, under the laws of the state where the branch is to be located, a state bank chartered in that state would be permitted to establish a branch. Further, a bank headquartered in one state is authorized to merge with a bank headquartered in another state, as long as neither of the states have opted out of such interstate merger authority, and subject to any state requirement that the target bank shall have been in existence and operating for a minimum period of time, not to exceed five years and certain deposit market-share limitations. Under current Mississippi, Alabama, Louisiana, Florida and Georgia law, The First may open branches or acquire existing banking operations throughout these states with the prior approval of the OCC. The Dodd-Frank Act permits out of state acquisitions by bank holding companies (subject to veto by new state law), interstate branching by banks if allowed by state law, interstate merging by banks, and de novo branching by national banks if allowed by state law. All branching in which The First may engage remains subject to regulatory approval and adherence to applicable legal and regulatory requirements.

*Community Reinvestment Act.* The Community Reinvestment Act (the “CRA”) requires depository institutions to assist in meeting the credit needs of their market areas consistent with safe and sound banking practice. Under the Community Reinvestment Act, each depository institution is required to help meet the credit needs of its market areas by, among other things, providing credit, making investments and providing community development services to low- and moderate-income individuals and communities. Depository institutions are periodically examined for compliance with the CRA and are assigned ratings. In order for a financial holding company to commence new activity permitted

by the BHCA, each insured depository institution subsidiary of the financial holding company must have received a rating of at least “satisfactory” in its most recent examination under the CRA. These factors are considered in evaluating mergers, acquisitions, and applications to open a branch or facility.

*USA Patriot Act.* In 2001, the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (the “USA Patriot Act”) was signed into law. The USA Patriot Act broadened the application of anti-money laundering regulations to apply to additional types of financial institutions, such as broker-dealers, and strengthened the ability of the U.S. government to detect and prosecute international money laundering and the financing of terrorism. The principal provisions of Title III of the USA Patriot Act require that regulated financial institutions, including banks: (i) establish an anti-money laundering program that includes training and audit components; (ii) comply with regulations regarding the verification of the identity of any person seeking to open an account; (iii) take additional required precautions with non-U.S. owned accounts; and (iv) perform certain verification and certification of money laundering risk for their foreign correspondent banking relationships. The USA Patriot Act also expanded the conditions under which funds in a U.S. interbank account may be subject to forfeiture and increased the penalties for violation of anti-money laundering regulations. Failure of a financial institution to comply with the USA Patriot Act’s requirements could have serious legal and reputational consequences for the institution. The First has adopted policies, procedures and controls to address compliance with the requirements of the USA Patriot Act under the existing regulations and will continue to revise and update its policies, procedures and controls to reflect changes required by the USA Patriot Act and implementing regulations.



*Office of Foreign Assets Control.* The U.S. Treasury Department's Office of Foreign Assets Control ("OFAC") is responsible for administering and enforcing economic and trade sanctions against specified foreign parties, including countries and regimes, foreign individuals and other foreign organizations and entities. OFAC publishes lists of prohibited parties that are regularly consulted by our Bank in the conduct of its business in order to assure compliance. We are responsible for, among other things, blocking accounts of, and transactions with, prohibited parties identified by OFAC, avoiding unlicensed trade and financial transactions with such parties and reporting blocked transactions after their occurrence. Failure to comply with OFAC requirements could have serious legal, financial and reputational consequences for our Bank.

*Consumer Protection Regulations.* Interest and certain other charges collected or contracted for by The First are subject to state usury laws and certain federal laws concerning interest rates. The First's loan operations are subject to certain federal laws applicable to credit transactions, such as the federal Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers; the Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs community it serves; the Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, color, religion, national origin or other prohibited factors in extending credit; the Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies; the Fair Debt Collection Practices Act, concerning the manner in which consumer debts may be collected by collection agencies; and the rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws. The deposit operations of The First also are subject to the Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records, and the Electronic Funds Transfer Act and Regulation E issued by the Federal Reserve Board to implement that Act, which governs automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services.

## **Other Regulatory Matters**

*Risk-retention rules.* Under the final risk-retention rules, banks that sponsor the securitization of asset-backed securities and residential-mortgage backed securities are required to retain 5% of any loan they sell or securitize, except for mortgages that meet low-risk standards to be developed by regulators.

*Changes to federal preemption.* The Dodd-Frank Act created a new independent supervisory body, the Consumer Financial Protection Bureau (the "CFPB") that is housed within the Federal Reserve. The CFPB is the primary regulator for federal consumer financial statutes. State attorneys general are authorized to enforce new regulations issued by the CFPB. Although the application of most state consumer financial laws to The First will continue to be preempted under the National Bank Act, OCC determinations of such preemption are made on a case-by-case basis. As a result, it is possible that state consumer financial laws enacted in the future may be held to apply to our business activities. The cost of complying with any such additional laws could have a negative impact on our financial results.

*Mortgage Rules.* During 2013, the CFPB finalized a series of rules related to the extension of residential mortgage loans by banks. Among these rules are requirements that a bank make a good faith determination that a borrower has the ability to repay a mortgage loan prior to extending such credit, a requirement that certain mortgage loans provide for escrow payments, new appraisal requirements, and specific rules regarding how loan originators may be compensated and the servicing of residential mortgage loans. The implementation of these new rules began in January 2014.

*Volcker Rule.* In December 2013, the Federal Reserve, the FDIC, the OCC, the Commission, and the Commodity Futures Trading Commission issued the “Prohibitions And Restrictions On Proprietary Trading And Certain Interests In, And Relationships With, Hedge Funds And Private Equity Funds,” commonly referred to as the Volcker Rule, which regulates and restricts investments which may be made by banks. The Volcker Rule was adopted to implement a portion of the Dodd-Frank Act and new Section 13 of the Bank Holding Company Act, which prohibits any banking entity from engaging in proprietary trading or from acquiring or retaining an ownership interest in, or sponsoring or having certain relationships with, a hedge fund or private equity fund (“covered funds”), subject to certain exemptions. The Regulatory Relief Act narrowed the “banking entity” definition under the Volcker Rule by excluding from the term “insured depository institution” an institution that does not have, and is not controlled by a company that has more than \$10 billion in total consolidated assets, and does not have total trading assets and trading liabilities of more than 5% of total consolidated assets. The intended effect of narrowing the scope of the “banking entity” definition is to reduce the regulatory burden imposed by the Volcker Rule on community banks, which generally include banks such as The First with total consolidated assets of less than \$10 billion and limited trading activities.

### **Debit Interchange Fees**

Interchange fees, or “swipe” fees, are fees that merchants pay to credit card companies and card-issuing banks such as The First for processing electronic payment transactions on their behalf. The maximum permissible interchange fee that an issuer may receive for an electronic debit transaction is the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction, subject to an upward adjustment of 1 cent if an issuer certifies that it has implemented policies and procedures reasonably designed to achieve the fraud-prevention standards set forth by the Federal Reserve.

In addition, the legislation prohibits card issuers and networks from entering into exclusive arrangements requiring that debit card transactions be processed on a single network or only two affiliated networks, and allows merchants to determine transaction routing. Due to the Company’s size, the Federal Reserve rule limiting debit interchange fees has not reduced our debit card interchange revenues.

### **Summary**

The foregoing is a brief summary of certain statutes, rules and regulations affecting the Company and The First. It is not intended to be an exhaustive discussion of all statutes and regulations having an impact on the operations of such entities.

Increased regulation generally has resulted in increased legal and compliance expense.

Finally, additional bills may be introduced in the future in the U.S. Congress and state legislatures to alter the structure, regulation and competitive relationships of financial institutions. It cannot be predicted whether and in what form any of these proposals will be adopted or the extent to which the business of the Company and The First may be affected thereby.

### **Effect of Governmental Monetary and Fiscal Policies**

The difference between the interest rate paid on deposits and other borrowings and the interest rate received on loans and securities comprises most of a bank's earnings. In order to mitigate the interest rate risk inherent in the industry, the banking business is becoming increasingly dependent on the generation of fee and service charge revenue.

The earnings and growth of a bank are affected by both general economic conditions and the monetary and fiscal policy of the U.S. government and its agencies, particularly the Federal Reserve. The Federal Reserve sets national monetary policy such as seeking to curb inflation and combat recession. This is accomplished by its open-market operations in U.S. government securities, adjustments in the amount of reserves that financial institutions are required to maintain and adjustments to the discount rates on borrowings and target rates for federal funds transactions. The actions of the Federal Reserve in these areas influence the growth of bank loans, investments and deposits and also affect interest rates on loans and deposits. The nature and timing of any future changes in monetary policies and their potential impact on the Company cannot be predicted.

## **ITEM 1A. RISK FACTORS**

Our business is subject to risk. The following discussion, along with management's discussion and analysis and our financial statements and footnotes, sets forth the most significant risks and uncertainties that we believe could adversely affect our business, financial condition or results of operations. Additional risks and uncertainties that management is not aware of or that management currently deems immaterial may also have a material adverse effect on our business, financial condition or results of operations. There is no assurance that this discussion covers all potential risks that we face. Further, to the extent that any of the information contained in this Annual Report on Form 10-K constitutes forward-looking statements, the risk factors set forth below also are cautionary statements identifying important factors that could cause our actual results to differ materially from those expressed in any forward-looking statements made herein.

### **Risk Factors Associated With Our Business**

*General economic conditions in the areas where our operations or loans are concentrated may adversely affect our financial results or liquidity.*

A sudden or severe downturn in the economy in the geographic markets we serve in the states of Mississippi, Louisiana, Alabama, Florida or Georgia may affect the ability of our customers to meet loan payment obligations on a timely basis. The local economic conditions in these areas have a significant impact on our commercial, real estate, and construction loans, the ability of borrowers to repay these loans and the value of the collateral securing such loans. Any deterioration in the economic conditions of these market areas could negatively impact the financial results of the Company's banking operations, earnings, and profitability.

Our Bank requires liquidity in the form of available funds to meet its deposit, debt and other obligations as they come due, borrower requests to draw on committed credit facilities as well as unexpected demands for cash payments. Adverse economic changes may cause customers to withdraw deposit balances, thereby causing a strain on

our liquidity. We have historically had access to a number of alternative sources of liquidity, but if there is an increase in volatility in the credit and liquidity markets there is no assurance that we will be able to obtain such liquidity on terms that are favorable to us, or at all.

***We may be vulnerable to certain sectors of the economy, including real estate.***

A significant portion of our loan portfolio is secured by real estate. The market value of real estate can fluctuate significantly in a relatively short period of time as a result of market conditions in the geographic area in which the real estate is located. If the economy deteriorates and real estate values decline materially, a significant part of our loan portfolio could become under-collateralized and losses incurred upon borrower defaults would increase. This could result in additional loan loss accruals which would negatively impact our earnings. Our ability to dispose of foreclosed real estate at prices above the respective carrying values could also be impacted, which could cause our results of operations to be adversely affected.

***Unpredictable market conditions may adversely affect the industry in which we operate.***

The capital and credit markets are subject to volatility and disruption. Dramatic declines in the housing market in years past caused home prices to fall and increased foreclosures, unemployment and under-employment. These events, if they were to happen again, could negatively impact the credit performance of mortgage loans and result in significant write-downs of asset values, including government-sponsored entities as well as major commercial and investment banks. Market turmoil and tightening of credit could lead to an increased level of commercial and consumer delinquencies, lack of consumer confidence and widespread reduction of business activity generally. A worsening of these conditions would have an adverse effect on us and others in the financial institution industry generally, particularly in our real estate markets, as lower home prices and increased foreclosures would result in higher charge-offs and delinquencies.

The state of the economy and various economic factors, including inflation, recession, unemployment, interest rates and the level of U.S. debt, as well as governmental action and uncertainty resulting from U.S. and global political trends, may directly and indirectly, have a destabilizing effect on our financial condition and results of operations. An unfavorable or uncertain national or regional political or economic environment could drive losses beyond those which are provided for in our allowance for loan losses and could negatively impact our results of operations

***We must maintain an appropriate allowance for loan losses.***

The First, as lender, is exposed to the risk that its customers will be unable to repay their loans in accordance with their terms and that any collateral securing the payment of their loans may not be sufficient to assure repayment. Credit losses are inherent in the business of making loans and could have a material adverse effect on our operating results. Credit risk with respect to our real estate and construction loan portfolio relates principally to the creditworthiness of the borrower corporations and the value of the real estate serving as security for the repayment of loans. Credit risk with respect to our commercial and consumer loan portfolio will relate principally to the general creditworthiness of the borrower businesses and individuals within our local markets.

The First makes various assumptions and judgments about the collectability of its loan portfolio based on a number of factors. We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense each quarter, that is consistent with management's assessment of the collectability of the loan portfolio in light of the amount of loans committed and outstanding and current economic conditions, market trends and other factors. When specific loan losses are identified, the amount of the expected loss is removed, or charged-off, from the allowance. The First believes that its current allowance for loan losses is appropriate and is consistent with our methodology. However, if our assumptions or judgments prove to be incorrect, the allowance for loan losses may not be sufficient to cover actual loan losses. We may have to increase the allowance in the future in response to the request of one of our primary banking regulators, to adjust for changing conditions and assumptions, or as a result of any deterioration in the quality of the loan portfolio. The actual amount of future provisions for loan losses cannot be determined at this time and may vary from the amounts of past provisions. Any increase in the allowance for loan losses or in the amount of loan charge-offs required by regulatory agencies or for other factors could have a negative effect on our results of operations and financial condition.

The Financial Accounting Standards Board adopted a new accounting standard for determining the amount of our allowance for credit losses (ASU 2016-13 *Financial Instruments - Credit Losses (Topic 326)*) that will be effective for our fiscal year ending December 31, 2020, referred to as Current Expected Credit Loss ("CECL"). Implementation of CECL will require that we determine periodic estimates of lifetime expected future credit losses on loans in the provision for loan losses in the period when the loans are booked. We are currently unable to reasonably estimate the impact of adopting CECL on our future reported financial results. We believe that the impact of the adoption of CECL will be significantly influenced by the composition, characteristics and quality of our loan portfolio, as well as the prevailing economic conditions and forecasts, as of the adoption date. The implementation of CECL may require us to increase our allowance for loan losses, decreasing our reported income, and may introduce additional volatility into

our reported earnings.

*We are subject to risks related to changes in market interest rates.*

Our assets and liabilities are primarily monetary in nature, and as a result we are subject to significant risks resulting from changes in interest rates. Our profitability is largely dependent upon net interest income. Unexpected movement in interest rates markedly changing the slope of the current yield curve could cause net interest margins to decrease, subsequently decreasing net interest income. In addition, such changes could adversely affect the valuation of our assets and liabilities.



The fair market value of the securities portfolio and the investment income from these securities also fluctuates depending on general economic and market conditions. In addition, actual net investment income and/or cash flows from investments that carry prepayment risk, such as mortgage-backed and other asset-backed securities, may differ from those anticipated at the time of investment as a result of interest rate fluctuations.

At present the Company's one-year interest rate sensitivity position is asset sensitive. As with most financial institutions, the Company's results of operations are affected by changes in interest rates and the Company's ability to manage this risk. The difference between interest rates charged on interest-earning assets and interest rates paid on interest-bearing liabilities may be affected by changes in market interest rates, changes in relationships between interest rate indices, and/or changes in the relationships between long-term and short-term market interest rates. A change in this difference might result in an increase in interest expense relative to interest income, or a decrease in the Company's interest rate spread.

***Certain changes in interest rates, inflation, or the financial markets could affect demand for our products and our ability to deliver products efficiently.***

Loan originations, and therefore loan revenues, could be adversely impacted by rising interest rates. Increases in market interest rates can have negative impacts on our business, including reducing our customers' desire to borrow money from us or adversely affecting their ability to repay their outstanding loans by increasing their debt service obligations through the periodic reset of adjustable interest rate loans. If our borrowers' ability to repay their loans is impaired by increasing interest payment obligations, our level of non-performing assets would increase, producing an adverse effect on operating results. Asset values, especially commercial real estate as collateral, securities or other fixed rate earning assets, can decline significantly with relatively minor changes in interest rates. Conversely, falling rates could increase prepayments within our loan and securities portfolio lowering interest earnings from those assets. In addition, an unanticipated increase in inflation could cause operating costs related to salaries and benefits, technology, and supplies to increase at a faster pace than revenues.

***Evaluation of investment securities for other-than-temporary impairment involves subjective determinations and could materially impact our results of operations and financial condition.***

The evaluation of impairments is a quantitative and qualitative process, which is subject to risks and uncertainties, and is intended to determine whether declines in the fair value of investments should be recognized in current period earnings. The risks and uncertainties include changes in general economic conditions, the issuers' financial condition or future recovery prospects, the effects of changes in interest rates or credit spreads and the expected recovery period. Estimating future cash flows involves incorporating information received from third-party sources and making internal assumptions and judgments regarding the future performance of the underlying collateral and assessing the probability that an adverse change in future cash flows has occurred. The determination of the amount of

other-than-temporary impairments is based upon the Company's quarterly evaluation and assessment of known and inherent risks associated with the respective asset class. Such evaluations and assessments are revised as conditions change and new information becomes available.

Additionally, our management considers a wide range of factors about the security issuer and uses its reasonable judgment in evaluating the cause of the decline in the estimated fair value of the security and in assessing the prospects for recovery. Inherent in management's evaluation of the security are assumptions and estimates about the operations of the issuer and its future earnings potential. Impairments to the carrying value of our investment securities may need to be taken in the future, which could have a material adverse effect on our results of operations and financial condition.

***Changes in the policies of monetary authorities and other government action could adversely affect profitability.***

The results of operations of the Company are affected by credit policies of monetary authorities, particularly the Board of Governors of the Federal Reserve System, which we refer to as the Federal Reserve Board. The instruments of monetary policy employed by the Federal Reserve Board include open market operations in U.S. government securities, changes in the discount rate or the federal funds rate on bank borrowings and changes in reserve requirements against bank deposits. In view of changing conditions in the national economy and monetary policy, we cannot predict the impact of future changes in interest rates, deposit levels, loan demand or the Company's business and earnings. Furthermore, the actions of the United States government and other governments in responding to developing situations or implementing new fiscal or trade policies may result in currency fluctuations, exchange controls, market disruption and other unanticipated economic effects. Such actions could have an adverse effect on our results of operations and profitability.

*We are subject to regulation by various Federal and State entities.*

The Company and The First are subject to extensive regulation by various regulatory agencies, including the Federal Reserve Board, the FDIC, the OCC and the CFPB. See *Supervision and Regulation* above for more information. New regulations issued by these agencies may adversely affect our ability to carry on our business activities. The Company is subject to various Federal and state laws and certain changes in these laws and regulations may adversely affect operations.

The Company and The First are also subject to the accounting rules and regulations of the SEC and the Financial Accounting Standards Board. Changes in accounting rules could adversely affect the reported financial statements or results of operations of the Company and may also require extraordinary efforts or additional costs to implement. Any of these laws or regulations may be modified or changed from time to time, and we cannot be assured that such modifications or changes will not adversely affect the Company.

*The full impact of the Tax Cuts and Jobs Act (the "Tax Act") on us and our customers is unknown at present, creating uncertainty and risk related to our customers' future demand for credit and our future results.*

Increased economic activity expected to result from the decrease in tax rates on businesses generally could spur additional economic activity that would encourage additional borrowing. At the same time, some customers may elect to use their additional cash flow from lower taxes to fund their existing levels of activity, decreasing borrowing needs. The elimination of the federal income tax deductibility of business interest expense for a significant number of our customers effectively increases the cost of borrowing and makes equity or hybrid funding relatively more attractive. This could have a long-term negative impact on business customer borrowing. We realized an increase in our after-tax net income available to stockholders in 2018, however there is no guarantee that future years' results will have the same benefit. Some or all of this benefit could be lost to the extent that the banks and financial services companies we compete with elect to lower interest rates and fees and we are forced to respond in order to remain competitive. Additionally, the tax benefits could be repealed as a result of future regulatory actions. There is no assurance that presently anticipated benefits of the Tax Act for the Company will be realized.

*We may be required to pay additional insurance premiums to the FDIC, which could negatively impact earnings.*

Pursuant to the Dodd-Frank Act, the limit on FDIC coverage has been permanently increased to \$250,000, causing the premiums assessed to The First by the FDIC to increase. Depending upon any future losses that the FDIC insurance fund may suffer, there can be no assurance that there will not be additional premium increases in order to replenish the fund. The FDIC may need to set a higher base rate schedule or impose special assessments due to future financial

institution failures and updated failure and loss projections. Potentially higher FDIC assessment rates than those currently projected could have an adverse impact on our results of operations.

*We are subject to industry competition which may have an adverse impact upon our success.*

The profitability of the Company depends on its ability to compete successfully with other financial services companies. We operate in a highly competitive financial services environment. Certain competitors are larger and may have more resources than we do. We face competition in our regional market areas from other commercial banks, savings institutions, credit unions, internet banks, finance companies, mutual funds, insurance companies, brokerage and investment banking firms, and other financial intermediaries that offer similar services. Some of the nonbank competitors are not subject to the same extensive regulations that govern the Company or The First and may have greater flexibility in competing for business.

Many of these competitors also have broader geographic markets and substantially greater resources and lending limits than The First and offer certain services such as trust banking that The First does not currently provide. In addition, many of these competitors have numerous branch offices located throughout the extended market areas of The First that may provide these competitors with an advantage in geographic convenience that The First does not have at present. Currently there are numerous other commercial banks, savings institutions, and credit unions operating in The First's primary service area.

We also compete with numerous financial and quasi-financial institutions for deposits and loans, including providers of financial services over the internet. Recent technology advances and other changes have allowed parties to effectuate financial transactions that previously required the involvement of banks. For example, consumers can maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and access to lower cost deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

***Our information systems may experience an interruption or breach in security.***

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer relationship management, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that we can prevent any such failures, interruptions, cyber security breaches or other security breaches or, if they do occur, that they will be adequately addressed. We have been, and likely will continue to be, subject to various forms of external security breaches, which may include computer hacking, acts of vandalism or theft, malware, computer viruses or other malicious codes, phishing, employee error or malfeasance, catastrophes, unforeseen events or other cyber-attacks. To date, we have seen no material impact on our business or operations from these attacks or events. Any future significant compromise or breach of our data security, whether external or internal, or misuse of customer, associate, supplier or Company data could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition and results of operations. In addition, as the regulatory environment related to information security, data collection and use, and privacy becomes increasingly rigorous, with new and constantly changing requirements applicable to our business, compliance with those requirements could also result in additional costs.

***Natural disasters, acts of war or terrorism and other external events could affect our ability to operate.***

Our market areas are susceptible to natural disasters such as hurricanes and tornados. Natural disasters can disrupt operations, result in damage to properties that may be serving as collateral for our loan assets and negatively affect the local economies in which we operate. We cannot predict whether or to what extent damage caused by future hurricanes, tornados or other natural disasters will affect operations or the economies in our market areas, but such weather events could cause a decline in loan originations, a decline in the value or destruction of properties serving as collateral for our loans and an increase in the risk of delinquencies, foreclosures or loan losses. In addition, acts of war or terrorism and other external events could cause disruption in our operations. The occurrence of any of these events could have a material adverse effect on our business, financial condition and results of operations.

***We identified material weaknesses in our internal control over financial reporting at December 31, 2018 and determined that our disclosure controls and procedures were not effective. Failure to remediate the identified material weaknesses and maintain effective internal control over financial reporting and disclosure controls and procedures in future periods could have a material adverse effect on our financial statements.***

Management maintains and regularly monitors, reviews and updates the Company's internal control over financial reporting and disclosure controls and procedures as required by The Sarbanes-Oxley Act and related rules and regulations. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable assurances that the controls will be effective. Any failure or circumvention of our controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on our business, results of operations and financial condition.

The Company's management, with the supervision of the Chief Financial Officer and the Chief Executive Officer, conducted an evaluation of the Company's internal control over financial reporting and disclosure controls and procedures as of December 31, 2018. Based on that assessment, management determined that, as of December 31, 2018, the Company's internal control over financial reporting was not effective at a reasonable assurance level as a result of identified material weaknesses resulting from the aggregation of control deficiencies, and that its disclosure controls and procedures were not effective as of such date as a result of the identified control deficiencies. The specific control deficiencies are described in Part II - Item 9A. "Controls and Procedures" of this Form 10-K and in "Management's Report on Internal Control over Financial Reporting" contained therein. A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements would not be prevented or detected on a timely basis. The material weaknesses identified in management's report contained in Item 9A did not result in any material misstatement in our consolidated financial statements or any changes to previously reported financial results.

We have implemented remedial measures intended to address the control deficiencies that led to the material weaknesses. However, if the remedial measures we have implemented are insufficient, or if additional material weaknesses or significant deficiencies in our internal control over financial reporting or in our disclosure controls and procedures occur in the future, we may not be able to report our financial results in an accurate and timely manner, prevent or detect fraud, or provide reliable financial information pursuant to our reporting obligations, which could have a material adverse effect on our business, financial condition, and results of operations.

***Our business is susceptible to fraud.***

Our business exposes us to fraud risk from our loan and deposit customers, the parties they do business with, as well as from our employees, contractors and vendors. We rely on financial and other data from new and existing customers which could turn out to be fraudulent when accepting such customers, executing their financial transactions and making and purchasing loans and other financial assets. In times of increased economic stress we are at increased risk of fraud losses. We believe we have underwriting and operational controls in place to prevent or detect such fraud, but we cannot provide assurance that these controls will be effective in detecting fraud or that we will not experience fraud losses or incur costs or other damage related to such fraud, at levels that adversely affect our financial results or reputation. Our lending customers may also experience fraud in their businesses which could adversely affect their ability to repay their loans or make use of our services. Our exposure and the exposure of our customers to fraud may increase our financial risk and reputation risk as it may result in unexpected loan losses that exceed those that have been provided for in our allowance for loan losses.

***We may not be able to attract and retain skilled personnel.***

Our success depends, in large part, on our ability to attract and retain key personnel. Competition for the best personnel in most activities we engage in can be intense, and we may not be able to hire personnel or to retain them. The unexpected loss of services of one or more of our key personnel could have a material adverse impact on our business because of the difficulty of promptly finding qualified replacement personnel with comparable skills, knowledge of our market, relationships in the communities we serve, and years of industry experience. Although we have employment agreements with certain of our executive officers, there is no guarantee that these officers and other key personnel will remain employed with the Company.

*The failure of other financial institutions could adversely affect the Company.*

Our ability to engage in routine funding transactions could be adversely affected by the actions and potential failures of other financial institutions. Financial institutions are interrelated as a result of trading, clearing, counterparty and other relationships. As a result, defaults by, or even rumors or concerns about, one or more financial institutions or the financial services industry generally could negatively impact market-wide liquidity and could lead to losses or defaults by the Company or by other institutions.



## **Merger-Related Risks**

*We may engage in acquisitions of other businesses from time to time, which may adversely impact our results.*

From time to time, we may engage in acquisitions of other businesses. Difficulty in integrating an acquired business or company may cause us not to realize expected revenue increases, cost savings, increases in geographic or product presence, or other anticipated benefits from any acquisition. The integration could result in higher than expected deposit attrition (run-off), loss of key employees, disruption of the Company's business or the business of the acquired company, or otherwise adversely affect the Company's ability to maintain relationships with customers and employees or achieve the anticipated benefits of the acquisition. The acquired companies may also have legal contingencies, beyond those that we are aware of, that could result in unexpected costs. The Company may need to make additional investment in equipment and personnel to manage higher asset levels and loan balances as a result of any significant acquisition, which may adversely impact earnings.

*We may fail to realize the anticipated cost savings and other financial benefits of recent acquisitions in the timeframe we expect, or at all.*

The Company completed the acquisition of four regional banks during 2018 and into the first quarter of 2019, including First Community Bank on March 1, 2018, Sunshine Community Bank on April 1, 2018, Farmers and Merchants Bank on November 1, 2018 and Florida Parishes Bank on March 2, 2019, resulting in each bank merging with and into The First. Achieving the anticipated cost savings and financial benefits of the mergers will depend, in part, on whether we can successfully integrate these businesses with and into the business of The First. It is possible that the integration process could result in the loss of key employees, the disruption of each company's ongoing businesses or inconsistencies in standards, controls, procedures, and policies that adversely affect our ability to maintain relationships with clients, customers, depositors, and employees or to achieve the anticipated benefits of the mergers. In addition, the integration of certain operations following the mergers has required and will continue to require the dedication of significant management resources, which may temporarily distract management's attention from the day-to-day business of the combined company. Any inability to realize the full extent of, or any of, the anticipated cost savings and financial benefits of the mergers, as well as any delays encountered in the integration process, could have an adverse effect on the business and results of operations of the combined company.

*We have incurred and may continue to incur significant transaction and merger-related costs in connection with our recent acquisitions.*

We have incurred and may continue to continue to incur a number of non-recurring costs associated with our recent acquisitions. These costs and expenses include fees paid to financial, legal and accounting advisors, severance, retention bonus and other potential employment-related costs, filing fees, printing expenses and other related charges. There are also a large number of processes, policies, procedures, operations, technologies and systems that must be integrated in connection with the integration of these companies' businesses. While we have assumed that a certain level of expenses would be incurred in connection with the acquisitions, there are many factors beyond our control that could affect the total amount or the timing of the integration and implementation expenses.

There may also be additional unanticipated significant costs in connection with the acquisitions that we may not recoup. These costs and expenses could reduce the realization of efficiencies, strategic benefits and additional income we expect to achieve from the acquisitions. Although we expect that these benefits will offset the transaction expenses and implementation costs over time, the net benefit may not be achieved in the near term or at all, which could have a material adverse impact on our financial results.

## Risks Relating to Our Securities

*The price of our common stock may fluctuate significantly, which may make it difficult for investors to resell shares of common stock at a time or price they find attractive.*

Our stock price may fluctuate significantly as a result of a variety of factors, many of which are beyond our control. In addition to those described in “Special Cautionary Notice Regarding Forward-Looking Statements,” these factors include, among others:

- actual or anticipated quarterly fluctuations in our operating results, financial condition or asset quality;

- changes in financial estimates or the publication of research reports and recommendations by financial analysts or actions taken by rating agencies with respect to us or other financial institutions;

- failure to declare dividends on our common stock from time to time;

- failure to meet analysts’ revenue or earnings estimates;

- failure to integrate acquisitions or realize anticipated benefits from acquisitions;

- strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;

- fluctuations in the stock price and operating results of our competitors or other companies that investors deem comparable to us;

- future sales of our common stock or other securities;

- proposed or final regulatory changes or developments;

- anticipated or pending regulatory investigations, proceedings, or litigation that may involve or affect us;

· reports in the press or investment community generally relating to our reputation or the financial services industry;

· domestic and international economic and political factors unrelated to our performance;

· general market conditions and, in particular, developments related to market conditions for the financial services industry;

· adverse weather conditions, including floods, tornadoes and hurricanes; and

· geopolitical conditions such as acts or threats of terrorism or military conflicts.

In addition, in recent years, the stock market in general has experienced extreme price and volume fluctuations. This volatility has had a significant effect on the market price of securities issued by many companies, including for reasons unrelated to their operating performance. These broad market fluctuations may adversely affect our stock price, notwithstanding our operating results. We expect that the market price of our common stock will continue to fluctuate and there can be no assurances about the levels of the market prices for our common stock.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause our stock price to decrease regardless of operating results.

***We may need to rely on the financial markets to provide needed capital.***

Our common stock is listed and traded on the Nasdaq stock market. Although we anticipate that our capital resources will be adequate for the foreseeable future to meet our capital requirements, at times we may depend on the liquidity of the capital markets to raise additional capital. Our historical ability to raise capital through the sale of capital stock and debt securities may be affected by economic and market conditions or regulatory changes that are beyond our control. Adverse changes in our operating performance or financial condition could make raising additional capital difficult or more expensive or limit our access to customary sources of funding. If the market should fail to operate, or if conditions in the capital markets are adverse, our efforts to raise capital could require the issuance of securities at times and with maturities, conditions and rates that are disadvantageous, and which could have a dilutive impact on our current stockholders. Should these risks materialize, the ability to further expand our operations through organic or acquisitive growth may be limited.

***Securities issued by the Company, including the Company's common stock, are not FDIC insured.***

Securities issued by the Company, including the Company's common stock, are not savings or deposit accounts or other obligations of any bank and are not insured by the FDIC, the Deposit Insurance Fund, or any other governmental agency or instrumentality, or any private insurer, and are subject to investment risk, including the possible loss of principal.

***Anti-takeover laws and certain agreements and charter provisions may adversely affect the price of our common stock.***

Certain provisions of state and federal law and our articles of incorporation may make it more difficult for someone to acquire control of the Company. Under federal law, subject to certain exemptions, a person, entity, or group must notify the federal banking agencies before acquiring 10% or more of the outstanding voting stock of a bank holding company, including the Company's shares. Banking agencies review the acquisition to determine if it will result in a change of control. The banking agencies have 60 days to act on the notice, and take into account several factors, including the resources of the acquiror and the antitrust effects of the acquisition. There also are Mississippi statutory provisions and provisions in our articles of incorporation that may be used to delay or block a takeover attempt. As a result, these statutory provisions and provisions in our articles of incorporation could result in the Company being less attractive to a potential acquiror.

***The trading volume in our common stock is less than that of other larger financial services companies.***

Although our common stock is listed for trading on the Nasdaq Global Market, the trading volume for our common stock is low relative to other larger financial services companies, and you are not assured liquidity with respect to transactions in our common stock. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

***You may not receive dividends on our common stock.***

Although we have historically declared quarterly cash dividends on our common stock, we are not required to do so and may reduce or cease to pay common stock dividends in the future. If we reduce or cease to pay common stock dividends, the market price of our common stock could be adversely affected.

The principal source of funds from which we pay cash dividends are the dividends received from The First. Federal banking laws and regulations restrict the amount of dividends and loans a bank may make to its parent company. Under certain conditions, dividends paid to us by The First are subject to approval by the OCC. A national bank may not pay dividends from its capital. All dividends must be paid out of undivided profits then on hand, after deducting expenses, including reserves for losses and bad debts. In addition, a national bank is prohibited from declaring a dividend on its shares of common stock until its surplus equals its stated capital, unless the bank has transferred to surplus no less than one-tenth of its net profits of the preceding two consecutive half-year periods (in the case of an annual dividend). The approval of the OCC is required if the total of all dividends declared by a national bank in any calendar year exceeds the total of its net profits for that year combined with its retained net profits for the preceding two years, less any required transfers to surplus. In addition, under The FDICIA, a bank may not pay a dividend if, after paying the dividend, the bank would be undercapitalized.

If we fail to pay dividends, capital appreciation, if any, of our common stock may be the sole opportunity for gains on an investment in our common stock. In addition, in the event The First becomes unable to pay dividends to us, we may not be able to service our debt or pay our other obligations or pay dividends on our common stock and preferred stock. Accordingly, our inability to receive dividends from The First could also have a material adverse effect on our business, financial condition and results of operations and the value of your investment in our common stock.

#### **ITEM 1B. UNRESOLVED STAFF COMMENTS**

None

#### **ITEM 2. PROPERTIES**

Our company's main office, which is the holding company headquarters, is located at 6480 U.S. Highway 98 West in Hattiesburg, Mississippi. As of year-end, we had 62 full service banking and financial services offices and one motor bank facility as well as four loan production offices. We lease the Hardy Court Branch, the Gulfport Downtown Branch, the Pascagoula Branch, the Ocean Springs Branch, the Fairhope Branch, the Bayley's Corner Branch, the Dauphin Island Branch, the Pensacola Downtown Branch, the Killern Branch, the Lake Ella Branch, the Mahan Branch, and the Apalachee Parkway Branch, which comprise twelve of our full service banking and financial services offices. We also lease the Brandon, Madison, Ocean Springs, and Petal loan production offices. Management ensures that all properties, whether owned or leased, are maintained in suitable condition.

#### **ITEM 3. LEGAL PROCEEDINGS**

From time to time the Company and/or The First may be named as defendants in various lawsuits arising out of the normal course of business. At present, the Company is not aware of any legal proceedings that it anticipates may materially adversely affect its business.

#### **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

#### **PART II**

**ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS  
5. AND ISSUER PURCHASES OF EQUITY SECURITIES**

**Market Information**

There were approximately 2,206 record holders of the Company's common stock at March 13, 2019 and 17,272,731 shares outstanding.

**Issuer Purchases of Equity Securities**

The following table sets forth shares of our common stock we repurchased during the period ended December 31, 2018.



| Period                       | Current Program                  |                              |                                                                                  | Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs |
|------------------------------|----------------------------------|------------------------------|----------------------------------------------------------------------------------|--------------------------------------------------------------------------------|
|                              | Total Number of Shares Purchased | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs |                                                                                |
| 1 <sup>st</sup> Quarter 2018 | -                                | \$ -                         | -                                                                                | -                                                                              |
| 2 <sup>nd</sup> Quarter 2018 | -                                | -                            | -                                                                                | -                                                                              |
| 3 <sup>rd</sup> Quarter 2018 | 570                              | 40.10                        | -                                                                                | -                                                                              |
| 4 <sup>th</sup> Quarter 2018 | -                                | -                            | -                                                                                | -                                                                              |
| Total                        | 570(a)                           | \$ 40.10                     | -                                                                                | -                                                                              |

(a) Represents shares withheld by the Company in order to satisfy employee tax obligations for vesting of restricted stock awards.

### Stock Performance Graph

The following performance graph and related information are neither “soliciting material” nor “filed” with the SEC, nor shall such information be incorporated by reference into any future filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, each as amended, except to the extent the Company specifically incorporates it by reference to such filing.

The performance graph compares the cumulative five-year shareholder return on the Company’s common stock, assuming an investment of \$100 on December 31, 2013 and the reinvestment of dividends thereafter, to that of the common stocks of United States companies reported in the Nasdaq Composite-Total Returns Index and the common stocks of the Nasdaq OMX Banks Index. The Nasdaq OMX Banks Index contains securities of Nasdaq-listed companies classified according to the Industry Classification Benchmark as banks. They include banks providing a broad range of financial services, including retail banking, loans and money transmissions.

**ITEM 6. SELECTED FINANCIAL DATA**

The following unaudited consolidated financial data is derived from The First Bancshares' audited consolidated financial statements as of and for the five years ended December 31, 2018.

**SELECTED CONSOLIDATED FINANCIAL HIGHLIGHTS**

(\$ in thousands, except per share data)

|                                              | December 31, |             |             |             |             |
|----------------------------------------------|--------------|-------------|-------------|-------------|-------------|
|                                              | 2018         | 2017        | 2016        | 2015        | 2014        |
| Earnings:                                    |              |             |             |             |             |
| Net interest income                          | \$84,887     | \$59,160    | \$40,289    | \$36,994    | \$33,398    |
| Provision for loan Losses                    | 2,120        | 506         | 625         | 410         | 1,418       |
| Non-interest income                          | 20,561       | 14,363      | 11,247      | 7,588       | 7,803       |
| Non-interest expense                         | 76,311       | 55,446      | 36,862      | 32,161      | 30,734      |
| Net income                                   | 21,225       | 10,616      | 10,119      | 8,799       | 6,614       |
| Net income applicable to common stockholders | 21,225       | 10,616      | 9,666       | 8,456       | 6,251       |
| Per common share data:                       |              |             |             |             |             |
| Basic net income per share                   | \$1.63       | \$1.12      | \$1.78      | \$1.57      | \$1.20      |
| Diluted net income per share                 | 1.62         | 1.11        | 1.57        | 1.55        | 1.19        |
| Per share data:                              |              |             |             |             |             |
| Basic net income per share                   | \$1.63       | \$1.12      | \$1.86      | \$1.64      | \$1.27      |
| Diluted net income per share                 | 1.62         | 1.11        | 1.64        | 1.62        | 1.25        |
| Selected year end balances:                  |              |             |             |             |             |
| Total assets                                 | \$3,003,986  | \$1,813,238 | \$1,277,367 | \$1,145,131 | \$1,093,768 |
| Securities                                   | 514,928      | 372,862     | 255,799     | 254,959     | 270,174     |
| Loans, net of allowance                      | 2,055,195    | 1,221,808   | 865,424     | 769,742     | 700,540     |
| Deposits                                     | 2,457,459    | 1,470,565   | 1,039,191   | 916,695     | 892,775     |
| Stockholders' equity                         | 363,254      | 222,468     | 154,527     | 103,436     | 96,216      |

## **ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

The following provides a narrative discussion and analysis of The First Bancshares' financial condition and results of operations for the years ended December 31, 2018, 2017, and 2016. This discussion should be read in conjunction with the consolidated financial statements and the supplemental financial data included in Part II. Item 8.-Financial Statements and Supplementary Data – included elsewhere in this report.

### **Critical Accounting Policies**

In the preparation of the Company's consolidated financial statements, certain significant amounts are based upon judgment and estimates. The most critical of these is the accounting policy related to the allowance for loan losses. The allowance is based in large measure upon management's evaluation of borrowers' abilities to make loan payments, local and national economic conditions, and other subjective factors. If any of these factors were to deteriorate, management would update its estimates and judgments which may require additional loss provisions.

Companies are required to perform periodic reviews of individual securities in their investment portfolios to determine whether decline in the value of a security is other than temporary. A review of other-than-temporary impairment requires companies to make certain judgments regarding the materiality of the decline, its effect on the financial statements and the probability, extent and timing of a valuation recovery and the company's intent and ability to hold the security. Pursuant to these requirements, Management assesses valuation declines to determine the extent to which such changes are attributable to fundamental factors specific to the issuer, such as financial condition, business prospects or other factors or market-related factors, such as interest rates. Declines in the fair value of securities below their cost that are deemed to be other-than-temporary are recorded in earnings as realized losses.

Goodwill is assessed for impairment both annually and when events or circumstances occur that make it more likely than not that impairment has occurred. As part of its testing, the Company first assesses qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. If the Company determines the fair value of a reporting unit is less than its carrying amount using these qualitative factors, the Company compares the fair value of goodwill with its carrying amount, and then measures impaired loss by comparing the implied fair value of goodwill with the carrying amount of that goodwill. Other intangibles are also assessed for impairment, both annually and when events or circumstances occur, that make it more likely than not that impairment has occurred. No impairment was indicated when the annual test was performed in December, 2018.

### **Overview**

The First Bancshares, Inc. (the Company) was incorporated on June 23, 1995, and serves as a bank holding company for The First, A National Banking Association (“The First”), located in Hattiesburg, Mississippi. The First began operations on August 5, 1996, from its main office in the Oak Grove community, which is now incorporated within the city of Hattiesburg. Currently, the First has 71 locations in Mississippi, Louisiana, Alabama, Florida, and Georgia. The Company and The First engage in a general commercial and retail banking business characterized by personalized service and local decision-making, emphasizing the banking needs of small to medium-sized businesses, professional concerns, and individuals.

The Company's primary source of revenue is interest income and fees, which it earns by lending and investing the funds which are held on deposit. Because loans generally earn higher rates of interest than investments, the Company seeks to employ as much of its deposit funds as possible in the form of loans to individuals, businesses, and other organizations. To ensure sufficient liquidity, the Company also maintains a portion of its deposits in cash, government securities, deposits with other financial institutions, and overnight loans of excess reserves (known as "Federal Funds Sold") to correspondent banks. The revenue which the Company earns (prior to deducting its overhead expenses) is essentially a function of the amount of the Company's loans and deposits, as well as the profit margin ("interest spread") and fee income which can be generated on these amounts.

Highlights for the year ended December 31, 2018 include:

On March 1, 2018, the Company closed as planned the acquisition of Southwest and its wholly-owned subsidiary, First Community Bank, which added 9 locations serving southwest Alabama.

On April 1, 2018, the Company closed as planned the acquisition of Sunshine and its wholly-owned subsidiary, Sunshine Community Bank, which added 5 locations serving Tallahassee, Florida.

On November 1, 2018, the Company closed as planned the acquisition of FMB and its wholly-owned subsidiary, Farmers & Merchants Bank, which added 6 locations servicing Jefferson and Leon counties in Florida and Thomas County Georgia and completed the systems integration during the fourth quarter.

On November 6, 2018, the Company announced the signing of an Agreement and Plan of Merger with FPB Financial Corp. ("FPB"), parent company of Florida Parishes Bank, headquartered in Hammond, Louisiana. This acquisition closed March 2, 2019, and added 7 locations servicing the Hammond and New Orleans areas in Louisiana.

At December 31, 2018, the Company had approximately \$3.004 billion in total assets, an increase of \$1.191 billion compared to \$1.813 billion at December 31, 2017. Loans, net of the allowance for loan losses, increased to \$2.055 billion at December 31, 2018 from \$1.222 billion at December 31, 2017. Deposits increased to \$2.457 billion at December 31, 2018 from \$1.471 billion at December 31, 2017. Stockholders' equity increased to \$363.3 million at December 31, 2018 from approximately \$222.5 million at December 31, 2017. The acquisitions of First Community Bank, Sunshine Community Bank, and Farmers & Merchants Bank during 2018 contributed \$1.086 billion, \$695.1 million and \$889.2 million in assets, loans, and deposits, respectively.

The First reported net income of \$26.9 million, \$12.6 million and \$11.6 million for the years ended December 31, 2018, 2017, and 2016, respectively. For the years ended December 31, 2018, 2017 and 2016, the Company reported consolidated net income applicable to common stockholders of \$21.2 million, \$10.6 million and \$9.7 million, respectively. The following discussion should be read in conjunction with the "Selected Consolidated Financial Data"

and the Company's consolidated financial statements and the Notes thereto and the other financial data included elsewhere.

## Results of Operations

The following is a summary of the results of operations by The First for the years ended December 31, 2018, 2017, and 2016 (\$ in thousands).

|                                                     | 2018     | 2017     | 2016     |
|-----------------------------------------------------|----------|----------|----------|
| Interest income                                     | \$99,967 | \$66,061 | \$44,535 |
| Interest expense                                    | 11,637   | 6,049    | 4,094    |
| Net interest income                                 | 88,330   | 60,012   | 40,441   |
| Provision for loan losses                           | 2,120    | 506      | 625      |
| Net interest income after provision for loan losses | 86,210   | 59,506   | 39,816   |
| Non-interest income                                 | 18,697   | 14,312   | 10,540   |
| Non-interest expense                                | 70,724   | 52,999   | 33,941   |
| Income tax expense                                  | 7,288    | 8,177    | 4,766    |
| Net income                                          | \$26,895 | \$12,642 | \$11,649 |

The following reconciles the above table to the amounts reflected in the consolidated financial statements of the Company at December 31, 2018, 2017, and 2016 (\$ in thousands):

|                                              | 2018     | 2017     | 2016     |
|----------------------------------------------|----------|----------|----------|
| Net interest income:                         |          |          |          |
| Net interest income of The First             | \$88,330 | \$60,012 | \$40,441 |
| Intercompany eliminations                    | (3,443 ) | (852 )   | (152 )   |
|                                              | \$84,887 | \$59,160 | \$40,289 |
| Net income available to common shareholders: |          |          |          |
| Net income of The First                      | \$26,895 | \$12,642 | \$11,649 |
| Net loss of the Company                      | (5,670 ) | (2,026 ) | (1,983 ) |
|                                              | \$21,225 | \$10,616 | \$9,666  |

## Consolidated Net Income

The Company reported consolidated net income applicable to common stockholders of \$21.2 million for the year ended December 31, 2018, compared to a consolidated net income of \$10.6 million for the year ended December 31, 2017. The increase in income was attributable to an increase in net interest income of \$25.7 million or 43.5%, an increase in non-interest income of \$6.2 million, or 43.2%, which was offset by an increase in non-interest expenses of \$20.9 million or 37.6%. The increase in net interest income was primarily due to interest income earned on a higher volume of loans as well as increased interest rates. Purchase accounting adjustments accounted for only \$2.1 million of the increase. Non-interest increased as a result of increases in service charges on deposit accounts of \$2.2 million and interchange fee income of \$1.5 million on the increased deposit base related to the acquisitions, as well as the receipt of the Financial Assistance and Bank Enterprise Awards in the amount of \$2.1 million. The increase in non-interest expense can be attributed to increases in salaries and benefits of \$5.9 million related to the acquisitions of Southwest, Sunshine, and FMB, along with increased acquisition charges of \$7.1 million. Increases in occupancy, amortization of core deposit intangibles and other non-interest expense for the year-to-date period of 2018 were also attributable to the acquisitions.

The Company reported consolidated net income applicable to common stockholders of \$10.6 million for the year ended December 31, 2017, compared to a consolidated net income of \$9.7 million for the year ended December 31, 2016. The increase in income was attributable to an increase in net interest income of \$18.9 million or 46.8%, an increase in other income of \$3.1 million, or 27.7%, which was offset by an increase in other expenses of \$18.6 million or 50.4%. The increase in other expense was primarily due to a charge of \$6.7 million related to the acquisitions completed in 2017 and a \$2.1 million charge to income tax expense related to a reduction in our deferred tax asset resulting from the change in tax rate under the Tax Cuts and Jobs Act enacted in December of 2017.



See Note C – Business Combinations in the accompanying notes to the consolidated financial statements included elsewhere in this report for more information on how the Company accounts for business combinations.

### **Consolidated Net Interest Income**

The largest component of net income for the Company is net interest income, which is the difference between the income earned on assets and interest paid on deposits and borrowings used to support such assets. Net interest income is determined by the rates earned on the Company's interest-earning assets and the rates paid on its interest-bearing liabilities, the relative amounts of interest-earning assets and interest-bearing liabilities, and the degree of mismatch and the maturity and repricing characteristics of its interest-earning assets and interest-bearing liabilities.

Consolidated net interest income was approximately \$84.9 million for the year ended December 31, 2018, as compared to \$59.2 million for the year ended December 31, 2017. This increase was the direct result of increased loan volumes during 2018 as compared to 2017, as well as increased interest rates. Average interest-bearing liabilities for the year 2018 were \$1.7 billion compared to \$1.2 billion for the year 2017. At December 31, 2018, the net interest spread, which is the difference between the yield on earning assets and the rates paid on interest-bearing liabilities, was 3.75% compared to 3.72% at December 31, 2017. Net interest margin, which is net interest income divided by average earning assets, was 3.94% for the year 2018 compared to 3.83% for the year 2017. Rates paid on average interest-bearing liabilities increased to 0.88% for the year 2018 compared to 0.55% for the year 2017. Interest earned on assets and interest accrued on liabilities is significantly influenced by market factors, specifically interest rates as set by Federal agencies. Average loans comprised 77.0% of average earnings assets for the year 2018 compared to 74.1% the year 2017.

Consolidated net interest income was approximately \$59.2 million for the year ended December 31, 2017, as compared to \$40.3 million for the year ended December 31, 2016. This increase was the direct result of increased loan volumes during 2017 as compared to 2016. Average interest-bearing liabilities for the year ended December 31, 2017 were \$1.2 million compared to \$911 thousand for the year ended December 31, 2016. At December 31, 2017, the net interest spread was 3.72% compared to 3.63% at December 31, 2016. The net interest margin was 3.83% for the year 2017 compared to 3.71% for the year 2016. Rates paid on average interest-bearing liabilities increased to 0.55% for the year 2017 compared to 0.47% for the year 2016. Average loans comprised 74.1% of average earnings assets for the year 2017 compared to 73.9% for the year 2016.

*Average Balances, Income and Expenses, and Rates.* The following tables depict, for the periods indicated, certain information related to the average balance sheet and average yields on assets and average costs of liabilities. Such yields are derived by dividing income or expense by the average balance of the corresponding assets or liabilities. Average balances have been derived from daily averages.



**Average Balances, Income and Expenses, and Rates**

| (\$ in thousands)                                                     | Years Ended December 31, |             |                 |                  |             |                 |                  |             |        |
|-----------------------------------------------------------------------|--------------------------|-------------|-----------------|------------------|-------------|-----------------|------------------|-------------|--------|
|                                                                       | 2018                     | 2017        |                 |                  | 2016        |                 |                  |             |        |
| Average Balance                                                       | Income/ Expenses         | Yield/ Rate | Average Balance | Income/ Expenses | Yield/ Rate | Average Balance | Income/ Expenses | Yield/ Rate |        |
| <b>Assets</b>                                                         |                          |             |                 |                  |             |                 |                  |             |        |
| <b>Earning Assets</b>                                                 |                          |             |                 |                  |             |                 |                  |             |        |
| Loans (1)(2)                                                          | \$1,678,746              | \$86,822    | 5.17 %          | \$1,168,882      | \$56,827    | 4.86 %          | \$820,881        | \$38,497    | 4.69 % |
| Securities (4)                                                        | 442,722                  | 13,521      | 3.05 %          | 359,195          | 9,956       | 2.77 %          | 261,508          | 6,885       | 2.63 % |
| Federal funds sold and interest bearing deposits with other banks (3) | 58,900                   | 631         | 1.07 %          | 50,049           | 553         | 1.10 %          | 28,835           | 186         | 0.65 % |
| Total earning assets                                                  | 2,180,368                | 100,974     | 4.63 %          | 1,578,126        | 67,336      | 4.27 %          | 1,111,224        | 45,568      | 4.10 % |
| Other Total assets                                                    | 248,289                  |             |                 | 185,277          |             |                 | 117,735          |             |        |
|                                                                       | \$2,428,657              |             |                 | \$1,763,403      |             |                 | \$1,228,959      |             |        |
| <b>Liabilities</b>                                                    |                          |             |                 |                  |             |                 |                  |             |        |
| Interest-bearing liabilities                                          | \$1,712,255              | \$15,091    | 0.88 %          | \$1,247,823      | \$6,909     | 0.55 %          | \$911,037        | \$4,316     | 0.47 % |
| Demand deposits (1)                                                   | 254,118                  |             |                 | 318,339          |             |                 | 191,998          |             |        |
| Other liabilities                                                     | 182,525                  |             |                 | 26,404           |             |                 | 5,601            |             |        |
| Stockholders' equity                                                  | 279,759                  |             |                 | 170,837          |             |                 | 120,323          |             |        |
| Total liabilities and stockholders' equity                            | \$2,428,657              |             |                 | \$1,763,403      |             |                 | \$1,228,959      |             |        |
| Net interest spread                                                   |                          |             | 3.75 %          |                  |             | 3.72 %          |                  |             | 3.63 % |
| Net yield on interest-earning assets                                  |                          | \$85,883    | 3.94 %          |                  | \$60,427    | 3.83 %          |                  | \$41,252    | 3.71 % |

(1) All loans and deposits were made to borrowers or received from depositors in the United States. Includes non-accrual loans of \$25,073, \$5,674, and \$3,265, for the years ended December 31, 2018, 2017, and 2016,

respectively. Loans include held for sale loans.

(2) Includes loan fees of \$3,603, \$1,333, and \$857, for the years ended December 31, 2018, 2017, and 2016, respectively.

(3) Includes Excess Balance Account-Mississippi National Banker's Bank and Federal Reserve – New Orleans.

(4) Tax equivalent yield assuming a 25.3% tax rate.

*Analysis of Changes in Net Interest Income.* The following table presents the consolidated dollar amount of changes in interest income and interest expense attributable to changes in volume and to changes in rate. The combined effect in both volume and rate which cannot be separately identified has been allocated proportionately to the change due to volume and due to rate.

### Analysis of Changes in Consolidated Net Interest Income

| (\$ in thousands)                                                 | Year Ended December 31,<br>2018 versus 2017 |                                    |                                   | Year Ended December 31,<br>2017 versus 2016 |                                    |                                   |
|-------------------------------------------------------------------|---------------------------------------------|------------------------------------|-----------------------------------|---------------------------------------------|------------------------------------|-----------------------------------|
|                                                                   | Increase (decrease) due to<br>Volume        | Increase (decrease) due to<br>Rate | Increase (decrease) due to<br>Net | Increase (decrease) due to<br>Volume        | Increase (decrease) due to<br>Rate | Increase (decrease) due to<br>Net |
| <b>Earning Assets</b>                                             |                                             |                                    |                                   |                                             |                                    |                                   |
| Loans                                                             | \$7,814                                     | \$22,181                           | \$29,995                          | \$18,630                                    | \$(300 )                           | \$18,330                          |
| Securities                                                        | 2,320                                       | 1,245                              | 3,565                             | 2,461                                       | 610                                | 3,071                             |
| Federal funds sold and interest bearing deposits with other banks | 330                                         | (252 )                             | 78                                | 122                                         | 245                                | 367                               |
| Total interest income                                             | 10,464                                      | 23,174                             | 33,638                            | 21,213                                      | 555                                | 21,768                            |
| <b>Interest-Bearing Liabilities</b>                               |                                             |                                    |                                   |                                             |                                    |                                   |
| Interest-bearing transaction accounts                             | 585                                         | 1,662                              | 2,247                             | 609                                         | 562                                | 1,171                             |
| Money market accounts and savings                                 | 408                                         | 281                                | 689                               | 155                                         | (12 )                              | 143                               |
| Time deposits                                                     | 1,515                                       | 1,072                              | 2,587                             | 448                                         | 55                                 | 503                               |
| Borrowed funds                                                    | 2,423                                       | 236                                | 2,659                             | (87 )                                       | 863                                | 776                               |
| Total interest expense                                            | 4,931                                       | 3,251                              | 8,182                             | 1,125                                       | 1,468                              | 2,593                             |
| Net interest income                                               | \$5,533                                     | \$19,923                           | \$25,456                          | \$20,088                                    | \$(913 )                           | \$19,175                          |

*Interest Sensitivity.* The Company monitors and manages the pricing and maturity of its assets and liabilities in order to diminish the potential adverse impact that changes in interest rates could have on its net interest income. A monitoring technique employed by the Company is the measurement of the Company's interest sensitivity "gap," which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. The Company also performs asset/liability modeling to assess the impact varying interest rates and balance sheet mix assumptions will have on net interest income. Interest rate sensitivity can be managed by repricing assets or liabilities, selling securities available-for-sale, replacing an asset or liability at maturity, or adjusting the interest rate during the life of an asset or liability. Managing the amount of assets and liabilities repricing in the same time interval helps to hedge the risk and minimize the impact on net interest income of rising or falling interest rates. The Company evaluates interest sensitivity risk and then formulates guidelines regarding asset generation and repricing, funding sources and pricing, and off-balance sheet commitments in order to decrease interest rate sensitivity risk.



The following tables illustrate the Company's consolidated interest rate sensitivity and consolidated cumulative gap position by maturity at December 31, 2018, 2017, and 2016 (\$ in thousands).

|                                                                      | December 31, 2018                  |                                                      |                                |                                                          | Total       |
|----------------------------------------------------------------------|------------------------------------|------------------------------------------------------|--------------------------------|----------------------------------------------------------|-------------|
|                                                                      | <b>Within<br/>Three<br/>Months</b> | <b>After Three<br/>Through<br/>Twelve<br/>Months</b> | <b>Within<br/>One<br/>Year</b> | <b>Greater<br/>Than<br/>One Year or<br/>Nonsensitive</b> |             |
| Assets                                                               |                                    |                                                      |                                |                                                          |             |
| Earning Assets:                                                      |                                    |                                                      |                                |                                                          |             |
| Loans                                                                | \$345,703                          | \$175,228                                            | \$520,931                      | \$1,544,329                                              | \$2,065,260 |
| Securities (2)                                                       | 18,627                             | 19,616                                               | 38,243                         | 476,685                                                  | 514,928     |
| Funds sold and other                                                 | -                                  | 87,751                                               | 87,751                         | -                                                        | 87,751      |
| Total earning assets                                                 | \$364,330                          | \$282,595                                            | \$646,925                      | \$2,021,014                                              | \$2,667,939 |
| Liabilities                                                          |                                    |                                                      |                                |                                                          |             |
| Interest-bearing liabilities:                                        |                                    |                                                      |                                |                                                          |             |
| Interest-bearing deposits:                                           |                                    |                                                      |                                |                                                          |             |
| NOW accounts (1)                                                     | \$-                                | \$835,433                                            | \$835,433                      | \$-                                                      | \$835,433   |
| Money market accounts                                                | 312,552                            | -                                                    | 312,552                        | -                                                        | 312,552     |
| Savings deposits (1)                                                 | -                                  | 253,724                                              | 253,724                        | -                                                        | 253,724     |
| Time deposits                                                        | 69,655                             | 228,930                                              | 298,585                        | 187,017                                                  | 485,602     |
| Total interest-bearing deposits                                      | 382,207                            | 1,318,087                                            | 1,700,294                      | 187,017                                                  | 1,887,311   |
| Borrowed funds (3)                                                   | 75,000                             | 10,500                                               | -                              | -                                                        | 85,500      |
| Total interest-bearing liabilities                                   | 457,207                            | 1,328,587                                            | 1,700,294                      | 187,017                                                  | 1,972,811   |
| Interest-sensitivity gap per period                                  | \$(92,877)                         | \$(1,045,992)                                        | \$(1,053,369)                  | \$1,833,997                                              | \$695,128   |
| Cumulative gap at December 31, 2018                                  | \$(92,877)                         | \$(1,138,869)                                        | \$(2,192,238)                  | \$(358,241)                                              | \$336,887   |
| Ratio of cumulative gap to total earning assets at December 31, 2018 | (3.5)%                             | (42.7)%                                              | (82.2)%                        | (13.4)%                                                  |             |

|  | December 31, 2017                  |                                                      |                                |                                                          | Total |
|--|------------------------------------|------------------------------------------------------|--------------------------------|----------------------------------------------------------|-------|
|  | <b>Within<br/>Three<br/>Months</b> | <b>After Three<br/>Through<br/>Twelve<br/>Months</b> | <b>Within<br/>One<br/>Year</b> | <b>Greater<br/>Than<br/>One Year or<br/>Nonsensitive</b> |       |

Assets  
Earning Assets:

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|                                                                      |             |               |              |              |             |
|----------------------------------------------------------------------|-------------|---------------|--------------|--------------|-------------|
| Loans                                                                | \$214,687   | \$ 119,492    | \$334,179    | \$ 895,917   | \$1,230,096 |
| Securities (2)                                                       | 24,716      | 17,823        | 42,539       | 330,323      | 372,862     |
| Funds sold and other                                                 | 475         | 48,466        | 48,941       | -            | 48,941      |
| Total earning assets                                                 | \$239,878   | \$ 185,781    | \$425,659    | \$ 1,226,240 | \$1,651,899 |
| Liabilities                                                          |             |               |              |              |             |
| Interest-bearing liabilities:                                        |             |               |              |              |             |
| Interest-bearing deposits:                                           |             |               |              |              |             |
| NOW accounts (1)                                                     | \$-         | \$ 601,694    | \$601,694    | \$ -         | \$601,694   |
| Money market accounts                                                | 149,715     | -             | 149,715      | -            | 149,715     |
| Savings deposits (1)                                                 | -           | 133,864       | 133,864      | -            | 133,864     |
| Time deposits                                                        | 43,171      | 109,100       | 152,271      | 131,032      | 283,303     |
| Total interest-bearing deposits                                      | 192,886     | 844,658       | 1,037,544    | 131,032      | 1,168,576   |
| Borrowed funds (3)                                                   | 75,000      | 18,572        | 93,572       | 10,500       | 104,072     |
| Total interest-bearing liabilities                                   | 267,886     | 863,230       | 1,131,116    | 141,532      | 1,272,648   |
| Interest-sensitivity gap per period                                  | \$(28,008 ) | \$( 677,449 ) | \$(705,457 ) | \$ 1,084,708 | \$379,251   |
| Cumulative gap at December 31, 2017                                  | \$(28,008 ) | \$( 705,457 ) | \$(705,457 ) | \$ 379,251   | \$379,251   |
| Ratio of cumulative gap to total earning assets at December 31, 2017 | (1.7 )%     | (42.7 )%      | (42.7 )%     | 23.0         | %           |

|                                                                      | December 31, 2016         |                                               |                       |                                                | Total        |
|----------------------------------------------------------------------|---------------------------|-----------------------------------------------|-----------------------|------------------------------------------------|--------------|
|                                                                      | Within<br>Three<br>Months | After<br>Three<br>Through<br>Twelve<br>Months | Within<br>One<br>Year | Greater<br>Than<br>One Year or<br>Nonsensitive |              |
| Assets                                                               |                           |                                               |                       |                                                |              |
| Earning Assets:                                                      |                           |                                               |                       |                                                |              |
| Loans                                                                | \$ 121,391                | \$ 88,433                                     | \$ 209,824            | \$ 663,110                                     | \$ 872,934   |
| Securities (2)                                                       | 10,092                    | 21,376                                        | 31,468                | 224,331                                        | 255,799      |
| Funds sold and other                                                 | 425                       | 29,975                                        | 30,400                | -                                              | 30,400       |
| Total earning assets                                                 | \$ 131,908                | \$ 139,784                                    | \$ 271,692            | \$ 887,441                                     | \$ 1,159,133 |
| Liabilities                                                          |                           |                                               |                       |                                                |              |
| Interest-bearing liabilities:                                        |                           |                                               |                       |                                                |              |
| Interest-bearing deposits:                                           |                           |                                               |                       |                                                |              |
| NOW accounts (1)                                                     | \$-                       | \$ 430,903                                    | \$ 430,903            | \$ -                                           | \$ 430,903   |
| Money market accounts                                                | 113,253                   | -                                             | 113,253               | -                                              | 113,253      |
| Savings deposits (1)                                                 | -                         | 69,540                                        | 69,540                | -                                              | 69,540       |
| Time deposits                                                        | 31,273                    | 93,456                                        | 124,729               | 98,288                                         | 223,017      |
| Total interest-bearing deposits                                      | 144,526                   | 593,899                                       | 738,425               | 98,288                                         | 836,713      |
| Borrowed funds (3)                                                   | 30,000                    | 26,000                                        | 56,000                | 13,000                                         | 69,000       |
| Total interest-bearing liabilities                                   | 174,526                   | 619,899                                       | 794,425               | 111,288                                        | 905,713      |
| Interest-sensitivity gap per period                                  | \$(42,618 )               | \$(480,115 )                                  | \$(522,733 )          | \$ 776,153                                     | \$ 253,420   |
| Cumulative gap at December 31, 2016                                  | \$(42,618 )               | \$(522,733 )                                  | \$(522,733 )          | \$ 253,420                                     | \$ 253,420   |
| Ratio of cumulative gap to total earning assets at December 31, 2016 | (3.7 )%                   | (45.1 )%                                      | (45.1 )%              | 21.9 %                                         | %            |

- NOW and savings accounts are subject to immediate withdrawal and repricing. These deposits do not tend to immediately react to changes in interest rates and the Company believes these deposits are fairly stable. Therefore,
- (1) these deposits are included in the repricing period that management believes most closely matches the periods in which they are likely to reprice rather than the period in which the funds can be withdrawn contractually.
- (2) Securities include mortgage backed and other installment paying obligations based upon stated maturity dates.
- (3) Does not include subordinated debentures of \$80,521.

The Company generally would benefit from increasing market rates of interest when it has an asset-sensitive gap and generally from decreasing market rates of interest when it is liability sensitive. The Company currently is asset sensitive within the one-year time frame. However, the Company's gap analysis is not a precise indicator of its interest sensitivity position. The analysis presents only a static view of the timing of maturities and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those rates are viewed by management as significantly less interest-sensitive than market-based rates such



as those paid on non-core deposits. Accordingly, management believes a liability sensitive-position within one year would not be as indicative of the Company's true interest sensitivity as it would be for an organization which depends to a greater extent on purchased funds to support earning assets. Net interest income is also affected by other significant factors, including changes in the volume and mix of earning assets and interest-bearing liabilities.

The following tables depict, for the periods indicated, certain information related to interest rate sensitivity in net interest income and market value of equity.

December 31, 2018

**Net Interest**

| Change in Interest Rates | <b>Income at Risk</b> |                     |                  | Market Value of Equity |                     |                  |                     |
|--------------------------|-----------------------|---------------------|------------------|------------------------|---------------------|------------------|---------------------|
|                          | %                     | <b>Bank</b>         | %                | <b>Bank</b>            |                     |                  |                     |
|                          | Change from Base      | <b>Policy Limit</b> | Change from Base | Change from Base       | <b>Policy Limit</b> | Change from Base | <b>Policy Limit</b> |
| Up 400 bps               | 3.1 %                 | -20.0               | % 19.0           | %                      | -40.0               | %                |                     |
| Up 300 bps               | 4.2 %                 | -15.0               | % 17.9           | %                      | -30.0               | %                |                     |
| Up 200 bps               | 3.9 %                 | -10.0               | % 14.6           | %                      | -20.0               | %                |                     |
| Up 100 bps               | 2.5 %                 | -5.0                | % 8.8            | %                      | -10.0               | %                |                     |
| Down 100 bps             | -4.8 %                | -5.0                | % -13.7          | %                      | -10.0               | %                |                     |
| Down 200 bps             | -9.6 %                | -10.0               | % -20.8          | %                      | -20.0               | %                |                     |

December 31, 2017

**Net Interest**

| Change in Interest Rates | <b>Income at Risk</b> |                     |                  | Market Value of Equity |                     |                  |                     |
|--------------------------|-----------------------|---------------------|------------------|------------------------|---------------------|------------------|---------------------|
|                          | %                     | <b>Bank</b>         | %                | <b>Bank</b>            |                     |                  |                     |
|                          | Change from Base      | <b>Policy Limit</b> | Change from Base | Change from Base       | <b>Policy Limit</b> | Change from Base | <b>Policy Limit</b> |
| Up 400 bps               | 7.7 %                 | -20.0               | % 40.3           | %                      | -40.0               | %                |                     |
| Up 300 bps               | 7.7 %                 | -15.0               | % 36.4           | %                      | -30.0               | %                |                     |
| Up 200 bps               | 6.3 %                 | -10.0               | % 28.8           | %                      | -20.0               | %                |                     |
| Up 100 bps               | 3.8 %                 | -5.0                | % 17.0           | %                      | -10.0               | %                |                     |
| Down 100 bps             | -6.2 %                | -5.0                | % -21.2          | %                      | -10.0               | %                |                     |
| Down 200 bps             | -9.2 %                | -10.0               | % -14.3          | %                      | -20.0               | %                |                     |

December 31, 2016

**Net Interest**

| Change in Interest Rates | <b>Income at Risk</b> |                     |                  | Market Value of Equity |                     |                  |                     |
|--------------------------|-----------------------|---------------------|------------------|------------------------|---------------------|------------------|---------------------|
|                          | %                     | <b>Bank</b>         | %                | <b>Bank</b>            |                     |                  |                     |
|                          | Change from Base      | <b>Policy Limit</b> | Change from Base | Change from Base       | <b>Policy Limit</b> | Change from Base | <b>Policy Limit</b> |
| Up 400 bps               | 15.4 %                | -20.0               | % 22.9           | %                      | -40.0               | %                |                     |
| Up 300 bps               | 11.8 %                | -15.0               | % 18.8           | %                      | -30.0               | %                |                     |

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|              |      |   |       |   |       |   |       |   |
|--------------|------|---|-------|---|-------|---|-------|---|
| Up 200 bps   | 8.0  | % | -10.0 | % | 13.7  | % | -20.0 | % |
| Up 100 bps   | 4.0  | % | -5.0  | % | 7.6   | % | -10.0 | % |
| Down 100 bps | -4.8 | % | -5.0  | % | -9.5  | % | -10.0 | % |
| Down 200 bps | -6.6 | % | -10.0 | % | -11.6 | % | -20.0 | % |

## **Provision and Allowance for Loan Losses**

The Company has developed policies and procedures for evaluating the overall quality of its credit portfolio and the timely identification of potential problem loans. Management's judgment as to the adequacy of the allowance for loan losses is based upon a number of assumptions about future events which it believes to be reasonable, but which may not prove to be accurate. Thus, there can be no assurance that charge-offs in future periods will not exceed the allowance for loan losses or that additional increases in the loan loss allowance will not be required.

The Company's allowance consists of two parts. The first part is determined in accordance with authoritative guidance issued by the FASB regarding the allowance. The Company's determination of this part of the allowance is based upon quantitative and qualitative factors. The Company uses a loan loss history based upon the prior ten years to determine the appropriate allowance. Historical loss factors are determined by criticized and uncriticized loans by loan type. These historical loss factors are applied to the loans by loan type to determine an indicated allowance. The loss factors of peer groups are considered in the determination of the allowance and are used to assist in the establishment of a long-term loss history for areas in which this data is unavailable and incorporated into the qualitative factors to be considered. The historical loss factors may also be modified based upon other qualitative factors including but not limited to local and national economic conditions, trends of delinquent loans, changes in lending policies and underwriting standards, concentrations, and management's knowledge of the loan portfolio. These factors require judgment on the part of management and are based upon state and national economic reports received from various institutions and agencies including the Federal Reserve Bank, United States Bureau of Economic Analysis, Bureau of Labor Statistics, meetings with the Company's loan officers and loan committees, and data and guidance received or obtained from the Company's regulatory authorities.

The second part of the allowance is determined in accordance with guidance issued by the FASB regarding impaired loans. Impaired loans are determined based upon a review by internal loan review and senior loan officers. Impaired loans are loans for which the Bank does not expect to receive contractual interest and/or principal by the due date. A specific allowance is assigned to each loan determined to be impaired based upon the value of the loan's underlying collateral. Appraisals are used by management to determine the value of the collateral.

The sum of the two parts constitutes management's best estimate of an appropriate allowance for loan losses. When the estimated allowance is determined, it is presented to the Company's audit committee for review and approval on a quarterly basis.

Our allowance for loan losses model is focused on establishing a loss history within the Bank and relies on specific impairment to determine credits that the Bank feels the ultimate repayment source will be liquidation of the subject collateral. Our model takes into account other factors such as local and national economic factors, portfolio trends, non-performing asset, charge off, and delinquency trends as well as underwriting standards and the experience of

branch management and lending staff. These trends are measured in the following ways:

Local Trends:

Local Unemployment Rate  
Insurance Issues (Windpool Areas)  
Bankruptcy Rates (Increasing/Declining)  
Local Commercial R/E Vacancy Rates  
Established Market/New Market  
Hurricane Threat

National Trends:

Gross Domestic Product (GDP)  
Home Sales  
Consumer Price Index (CPI)  
Interest Rate Environment (Increasing/Steady/Declining)  
Single Family Construction Starts  
Inflation Rate  
Retail Sales

Portfolio Trends:

- Second Mortgages
- Single Pay Loans
- Non-Recourse Loans
- Limited Guaranty Loans
- Loan to Value Exceptions
- Secured by Non-Owner Occupied Property
- Raw Land Loans
- Unsecured Loans

Measurable Bank Trends:

- Delinquency Trends
- Non-Accrual Trends
- Net Charge Offs
- Loan Volume Trends
- Non-Performing Assets
- Underwriting Standards/Lending Policies
- Experience/Depth of Bank Lending Management

The bank wide information and metrics, along with the local and national economic trends listed above, are all measured quarterly. Typically, this review is performed during the second month of every quarter to facilitate the release of economic data from the reporting agencies. As of December 31, 2018, Unemployment remained at record lows throughout the 4<sup>th</sup> quarter, but fears of rising inflation caused the Federal Reserve to continue with 2018's policy of raising key rates. This increase in market rates overall caused some stress in the financial sector, and was the reason to lower the grading on economic conditions, and thus increase that allocation factor. The Qualitative and Environmental ("Q&E") factor assigned to asset quality was also increased due to a 4<sup>th</sup> quarter rise in past dues compared to the previous three quarters in 2018. Easing of the regulatory burdens brought about in the past few years, as well as increased capital and lower CRE concentrations led to a decrease in those Q&E factors from previous quarters.

At December 31, 2018, the consolidated allowance for loan losses was approximately \$10.1 million, or 0.49% of outstanding loans excluding loans held for sale. At December 31, 2017, the allowance for loan losses amounted to approximately \$8.3 million, which was 0.68% of outstanding loans. The provision for loan losses is a charge to earnings to maintain the allowance for loan losses at a level consistent with management's assessment of the collectability of the loan portfolio in light of current economic conditions and market trends. The Company's provision for loan losses was \$2.1 million for the year ended December 31, 2018, \$506 thousand for the year ended December 31, 2017, and \$625 thousand for the year ended December 31, 2016. The \$1.5 million increase in 2018 can be attributed to loan growth. The overall allowance for loan losses results from consistent application of our loan loss reserve methodology as described above. At December 31, 2018, management believes the allowance is appropriate and has been derived from consistent application of our methodology. Should any of the factors considered by

management in evaluating the appropriateness of the allowance for loan losses change, management's estimate of inherent losses in the portfolio could also change, which would affect the level of future provisions for loan losses.

### **Non-Performing Assets**

A loan is reviewed for impairment when, based on all available information and events, it displays characteristics causing management to determine that the probability of collecting all principal, interest, and other related fees due according to the contractual terms of the loan agreement. Also at this time, the accrual of interest is discontinued. Along with these loans in non-accrual status, all loans determined by management to be labelled as "troubled debt restructure" based on regulatory guidance are reviewed for impairment. Loans that are identified as criticized or classified based on unsatisfactory repayment performance, or other evidence of deteriorating credit quality, are not reviewed until being placed in non-accrual status or when considered to be troubled debt restructure.

Once these loans are identified, they are analyzed to determine whether the ultimate repayment source will be liquidation of collateral or some future source of cash flow. If the only source of repayment will come from the liquidation of collateral, impairment worksheets are prepared to document the amount of impairment that exists. This method takes into account collateral exposure, as well as all expected expenses related to the disposal of the collateral. Specific allowances for these loans are then accounted for on a per loan basis.

The following tables illustrate the Company's past due and non-accrual loans at December 31, 2018, 2017 and 2016 (\$ in thousands).

|                                                               | December 31, 2018      |                                             |             |
|---------------------------------------------------------------|------------------------|---------------------------------------------|-------------|
|                                                               | Past Due 30 to 89 Days | Past Due 90 days or more and still accruing | Non-Accrual |
| Real Estate-construction                                      | \$818                  | \$ 114                                      | \$ 612      |
| Residential secured loans including multi-family and farmland | 5,528                  | 650                                         | 8,586       |
| Real Estate-nonfarm nonresidential                            | 4,319                  | 456                                         | 14,320      |
| Commercial                                                    | 1,650                  | -                                           | 1,377       |
| Installment and other                                         | 507                    | 45                                          | 178         |
| Total                                                         | \$12,822               | \$ 1,265                                    | \$ 25,073   |

|                                                               | December 31, 2017      |                                             |             |
|---------------------------------------------------------------|------------------------|---------------------------------------------|-------------|
|                                                               | Past Due 30 to 89 Days | Past Due 90 days or more and still accruing | Non-Accrual |
| Real Estate-construction                                      | \$192                  | \$ 27                                       | \$ 92       |
| Residential secured loans including multi-family and farmland | 2,656                  | 177                                         | 2,691       |
| Real Estate-nonfarm nonresidential                            | 1,487                  | 82                                          | 1,724       |
| Commercial                                                    | 393                    | -                                           | 1,120       |
| Installment and other                                         | 57                     | -                                           | 46          |
| Total                                                         | \$4,785                | \$ 286                                      | \$ 5,673    |

|  | December 31, 2016      |                                             |             |
|--|------------------------|---------------------------------------------|-------------|
|  | Past Due 30 to 89 Days | Past Due 90 days or more and still accruing | Non-Accrual |
|  |                        |                                             |             |



Days

|                                                               |         |    |     |    |       |
|---------------------------------------------------------------|---------|----|-----|----|-------|
| Real Estate-construction                                      | \$204   | \$ | 96  | \$ | 658   |
| Residential secured loans including multi-family and farmland | 2,745   |    | 102 |    | 1,662 |
| Real Estate-nonfarm nonresidential                            | 269     |    | -   |    | 909   |
| Commercial                                                    | 9       |    | -   |    | 2     |
| Installment and other                                         | 22      |    | -   |    | 33    |
| Total                                                         | \$3,249 | \$ | 198 | \$ | 3,264 |

Total non-accrual loans at December 31, 2018, were \$21.9 million, an increase of \$16.2 million compared to \$5.7 million at December 31, 2017. The majority of the increase was the result of loans acquired from First Community Bank, Sunshine and FMB. Non-accretable discount of \$1.4 million was associated with the acquisitions. The loans acquired from Iberville and GCCB had no non-accretable discount. Total non-accrual loans at December 31, 2017 increased \$2.4 million from \$3.3 million at December 31, 2016. The majority of the increase was the result of loans acquired from Iberville Bank and Gulf Coast Community Bank. Management believes these relationships were adequately reserved at December 31, 2018. Restructured loans not reported as past due or non-accrual at December 31, 2018 amounted to \$5.3 million. See Note E – Loans in the accompanying notes to the consolidated financial statements included elsewhere in this report for a description of restructured loans.

A potential problem loan is one in which management has serious doubts about the borrower's future performance under the terms of the loan contract and does not include the category of special mention. These loans are current as to principal and interest and, accordingly, they are not included in nonperforming asset categories. The level of potential problem loans is one factor used in the determination of the adequacy of the allowance for loan losses. At December 31, 2018, 2017 and December 31, 2016, The First had potential problem loans of \$55.2 million, \$36.9 million and \$13.3 million, respectively. The increase of \$18.3 million during 2018 was largely attributable to the classified loans acquired in the Southwest, Sunshine, and FMB transactions.

## Summary of Loan Loss Experience

### Consolidated Allowance For Loan Losses

| (\$ in thousands)                                        | Years Ended December 31, |             |           |           |           |
|----------------------------------------------------------|--------------------------|-------------|-----------|-----------|-----------|
|                                                          | 2018                     | 2017        | 2016      | 2015      | 2014      |
| Average loans outstanding                                | \$1,678,746              | \$1,168,882 | \$820,881 | \$730,326 | \$632,049 |
| Loans outstanding at year end                            | \$2,065,260              | \$1,230,096 | \$872,934 | \$776,489 | \$706,635 |
| Total non-accrual loans                                  | \$25,073                 | \$5,673     | \$3,264   | \$7,368   | \$6,056   |
| Beginning balance of allowance                           | \$8,288                  | \$7,510     | \$6,747   | \$6,095   | \$5,728   |
| Prior period reclassification – Mortgage Reserve Funding | (181 )                   | -           | -         | -         | -         |
| Beginning balance of allowance restated                  | 8,107                    | 7,510       | 6,747     | 6,095     | 5,728     |
| Loans charged-off                                        | (581 )                   | (405 )      | (771 )    | (843 )    | (1,459 )  |
| Total loans charged-off                                  | (581 )                   | (405 )      | (771 )    | (843 )    | (1,459 )  |
| Total recoveries                                         | 419                      | 677         | 909       | 1,085     | 408       |
| Net loans (charged-off) recoveries                       | (162 )                   | 272         | 138       | 242       | (1,051 )  |
| Provision for loan losses                                | 2,120                    | 506         | 625       | 410       | 1,418     |

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|                                                    |          |         |          |          |         |   |
|----------------------------------------------------|----------|---------|----------|----------|---------|---|
| Balance at year end                                | \$10,065 | \$8,288 | \$7,510  | \$6,747  | \$6,095 |   |
| Net charge-offs (recoveries) to average loans      | 0.01     | % (0.02 | )% (0.02 | )% (0.03 | )% 0.17 | % |
| Allowance as percent of total loans                | 0.49     | % 0.67  | % 0.86   | % 0.87   | % 0.86  | % |
| Nonperforming loans as a percentage of total loans | 1.06     | % 0.46  | % 0.37   | % 0.95   | % 0.86  | % |
| Allowance as a multiple of non-accrual loans       | 0.46     | X 1.5   | X 2.3    | X 0.92   | X 1.0   | X |

At December 31, 2018, the components of the allowance for loan losses consisted of the following (\$ in thousands):

Allowance

Allocated:

|                |           |
|----------------|-----------|
| Impaired loans | \$ 1,179  |
| Graded loans   | 8,886     |
|                | \$ 10,065 |

Graded loans are those loans or pools of loans assigned a grade by internal loan review.

The following table represents the activity of the allowance for loan losses for the years 2018, 2017, 2016, 2015, and 2014 (\$ in thousands).

### Analysis of the Allowance for Loan Losses

|                                                               | Years Ended December 31, |         |         |         |          |
|---------------------------------------------------------------|--------------------------|---------|---------|---------|----------|
|                                                               | 2018                     | 2017    | 2016    | 2015    | 2014     |
| Balance at beginning of year                                  | \$8,288                  | \$7,510 | \$6,747 | \$6,095 | \$5,728  |
| Prior period reclassification - Mortgage Reserve Funding      | (181 )                   | -       | -       | -       | -        |
| Balance at beginning of year restated                         | 8,107                    | 7,510   | 6,747   | 6,095   | 5,728    |
| Charge-offs:                                                  |                          |         |         |         |          |
| Real Estate-construction                                      | (52 )                    | (143 )  | (274 )  | (162 )  | (47 )    |
| Residential secured loans including multi-family and farmland | (7 )                     | (119 )  | (353 )  | (372 )  | (1,156 ) |
| Real Estate-nonfarm nonresidential                            | (170 )                   |         | (-)     | (-)     | (-)      |
| Commercial                                                    | (265 )                   | (62 )   | (71 )   | (183 )  | (89 )    |
| Installment and other                                         | (87 )                    | (81 )   | (73 )   | (126 )  | (167 )   |
| Total                                                         | (581 )                   | (405 )  | (771 )  | (843 )  | (1,459 ) |
| Recoveries:                                                   |                          |         |         |         |          |
| Real Estate-construction                                      | 34                       | 280     | 229     | 63      | 96       |
| Residential secured loans including multi-family and farmland | 183                      | 228     | 519     | 827     | 212      |
| Real Estate-nonfarm nonresidential                            | 10                       | 14      | 7       | 15      | 17       |
| Commercial                                                    | 44                       | 50      | 84      | 99      | 15       |
| Installment and other                                         | 148                      | 105     | 70      | 81      | 68       |
| Total                                                         | 419                      | 677     | 909     | 1,085   | 408      |
| Net (Charge-offs) Recoveries                                  | (162 )                   | 272     | 138     | 242     | (1,051 ) |
| Provision for Loan Losses                                     | 2,120                    | 506     | 625     | 410     | 1,418    |
| Balance at end of year                                        | \$10,065                 | \$8,288 | \$7,510 | \$6,747 | \$6,095  |

The following tables represent how the allowance for loan losses is allocated to a particular loan type as well as the percentage of the category to total loans at December 31, 2018, 2017 and 2016 (\$ in thousands).

### Allocation of the Allowance for Loan Losses

December 31, 2018

|                                       | Amount    | <b>% of loans<br/>in each category<br/>to total loans</b> |   |
|---------------------------------------|-----------|-----------------------------------------------------------|---|
| Commercial, Financial and Agriculture | \$ 2,060  | 14.8                                                      | % |
| Commercial Real Estate                | 6,258     | 64.6                                                      | % |
| Consumer Real Estate                  | 1,743     | 18.9                                                      | % |
| Installment and other                 | 201       | 1.7                                                       | % |
| Unallocated                           | (197 )    | -                                                         |   |
| Total                                 | \$ 10,065 | 100                                                       | % |

December 31, 2017

|                                       | Amount   | % of loans                      |   |
|---------------------------------------|----------|---------------------------------|---|
|                                       |          | in each category to total loans |   |
| Commercial, Financial and Agriculture | \$ 1,608 | 14.0                            | % |
| Commercial Real Estate                | 4,644    | 64.8                            | % |
| Consumer Real Estate                  | 1,499    | 18.9                            | % |
| Installment and other                 | 173      | 2.3                             | % |
| Unallocated                           | 364      | -                               |   |
| Total                                 | \$ 8,288 | 100                             | % |

December 31, 2016

|                                       | Amount   | % of loans                      |   |
|---------------------------------------|----------|---------------------------------|---|
|                                       |          | in each category to total loans |   |
| Commercial, Financial and Agriculture | \$ 1,118 | 15.6                            | % |
| Commercial Real Estate                | 4,071    | 61.6                            | % |
| Consumer Real Estate                  | 1,589    | 20.3                            | % |
| Installment and other                 | 155      | 2.4                             | % |
| Unallocated                           | 577      | 0.1                             | % |
| Total                                 | \$ 7,510 | 100                             | % |

### Non-interest Income

The Company's primary sources of non-interest income are mortgage banking operations and service charges on deposit accounts. Other sources of non-interest income include bankcard fees, commissions on check sales, safe deposit box rent, wire transfer fees, official check fees and bank owned life insurance income.

Non-interest income was \$20.6 million at December 31, 2018, an increase of \$6.2 million or 43.2% compared to December 31, 2017, primarily consisting of increases in service charges on deposit accounts of \$2.2 million, interchange fee income of \$1.5 million on the increased deposit base related to the acquisitions, as well as the receipt of the Financial Assistance and Bank Enterprise Awards in the amount of \$2.1 million. Non-interest income increased \$3.1 million or 27.7% for the year ended December 31, 2017 compared to \$11.3 million for the year ended December 31, 2016. Deposit activity fees were \$11.0 million for 2018 compared to \$7.4 million for 2017 and \$5.1 million for 2016. Other service charges increased by \$372 thousand or 59.7% for the year ended 2018 to \$996 thousand from

\$624 thousand for the year ended December 31, 2017 and other service charges increased \$93 thousand or 17.4% for the year ended December 31, 2017, compared to \$531 thousand for the year ended December 31, 2016.

### **Non-interest Expense**

Non-interest expense was \$76.3 million at December 31, 2018, an increase of \$20.9 million in year-over-year comparison primarily resulting from increases in salaries and benefits of \$5.9 million related to the acquisitions of Southwest, Sunshine and FMB, and increased acquisition charges of \$7.1 million. Increases in occupancy, amortization of core deposit intangibles and other non-interest expense for the year-to-date period of 2018 were also attributable to the acquisitions.

Non-interest expense increased to \$55.4 million for the year ended December 31, 2017, from \$36.9 million for the year ended December 31, 2016. In 2017, the Company experienced increases in salaries and benefits of \$8.4 million, of which \$6.7 million related to the acquisitions of Gulf Coast Community Bank and Iberville Bank. Additionally, increases in professional services and other non-interest expense increased \$7.0 million including \$6.7 million in merger-related costs.

The following table sets forth the primary components of non-interest expense for the periods indicated (\$ in thousands):

### Non-interest Expense

|                                  | Years ended December 31, |          |          |
|----------------------------------|--------------------------|----------|----------|
|                                  | 2018                     | 2017     | 2016     |
| Salaries and employee benefits   | \$38,302                 | \$30,548 | \$22,137 |
| Occupancy                        | 6,818                    | 4,828    | 3,459    |
| Equipment                        | 1,575                    | 1,225    | 1,262    |
| Marketing and public relations   | 508                      | 406      | 465      |
| Data processing                  | 6,931                    | 1,039    | 535      |
| Supplies and printing            | 846                      | 640      | 287      |
| Bank communications              | 2,014                    | 1,296    | 782      |
| Deposit and other insurance      | 1,382                    | 1,252    | 1,020    |
| Professional and consulting fees | 5,381                    | 6,757    | 1,805    |
| Postage                          | 751                      | 546      | 396      |
| ATM expense                      | 3,241                    | 1,188    | 883      |
| Other                            | 8,562                    | 5,721    | 3,831    |
| Total                            | \$76,311                 | \$55,446 | \$36,862 |

### Income Tax Expense

Income tax expense consists of two components. The first is the current tax expense which represents the expected income tax to be paid to taxing authorities. The Company also recognizes deferred tax for future income/deductible amounts resulting from differences in the financial statement and tax bases of assets and liabilities. Income tax expense was \$5.8 million at December 31, 2018, \$7.0 million at December 31, 2017 and \$3.9 million at December 31, 2016.

On December 22, 2017, the *Tax Cuts and Jobs Act* was enacted into law. This federal income tax reform, among other things, reduced the federal corporate income tax rate from 35% to 21%, effective January 1, 2018. As a result, the Company revalued its deferred tax assets which was recorded as additional income tax expense of \$2.1 in the Company's statement of operations in the fourth quarter of 2017.

### Analysis of Financial Condition



## Earning Assets

*Loans.* Loans typically provide higher yields than the other types of earning assets, and thus one of the Company's goals is for loans to be the largest category of the Company's earning assets. At December 31, 2018, 2017 and 2016, respectively, average loans accounted for 77.0%, 74.1% and 73.9% of average earning assets. Management attempts to control and counterbalance the inherent credit and liquidity risks associated with the higher loan yields without sacrificing asset quality to achieve its asset mix goals. Loans averaged \$1.679 billion during 2018 and \$1.169 billion during 2017, as compared to \$820.9 million during 2016.

The following table shows the composition of the loan portfolio by category (\$ in thousands):

### Composition of Loan Portfolio

|                                        | December 31,<br>2018 |                     | 2017        |                     | 2016      |                     |  |  |
|----------------------------------------|----------------------|---------------------|-------------|---------------------|-----------|---------------------|--|--|
|                                        | Amount               | Percent<br>of Total | Amount      | Percent<br>of Total | Amount    | Percent<br>of Total |  |  |
| Mortgage loans held for sale           | \$4,838              | 0.3 %               | \$4,790     | 0.3 %               | \$5,880   | 0.6 %               |  |  |
| Commercial, financial and agricultural | 301,182              | 14.6 %              | 165,780     | 13.5 %              | 129,423   | 14.8 %              |  |  |
| Real Estate:                           |                      |                     |             |                     |           |                     |  |  |
| Mortgage-commercial                    | 776,880              | 37.6 %              | 467,484     | 38.0 %              | 314,359   | 36.0 %              |  |  |
| Mortgage-residential                   | 617,804              | 29.9 %              | 385,099     | 31.3 %              | 289,640   | 33.2 %              |  |  |
| Construction                           | 298,718              | 14.5 %              | 183,328     | 14.9 %              | 109,394   | 12.5 %              |  |  |
| Lease Financing Receivable             | 2,891                | 0.1 %               | 2,450       | 0.2 %               | 2,204     | 0.3 %               |  |  |
| Obligations of states and subdivisions | 16,941               | 0.8 %               | 3,109       | 0.3 %               | 6,698     | 0.8 %               |  |  |
| Installment and other                  | 46,006               | 2.2 %               | 18,056      | 1.5 %               | 15,336    | 1.8 %               |  |  |
| Total loans                            | 2,065,260            | 100 %               | 1,230,096   | 100 %               | 872,934   | 100 %               |  |  |
| Allowance for loan losses              | (10,065 )            |                     | (8,288 )    |                     | (7,510 )  |                     |  |  |
| Net loans                              | \$2,055,195          |                     | \$1,221,808 |                     | \$865,424 |                     |  |  |

In the context of this discussion, a "real estate mortgage loan" is defined as any loan, other than loans for construction purposes, secured by real estate, regardless of the purpose of the loan. The Company follows the common practice of financial institutions in the Company's market area of obtaining a security interest in real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase the magnitude of the real estate loan portfolio component. Generally, the Company limits its loan-to-value ratio to 80%. Management attempts to maintain a conservative philosophy regarding its underwriting guidelines and believes it will reduce the risk elements of its loan portfolio through strategies that diversify the lending mix.

Loans held for sale consist of mortgage loans originated by the Bank and sold into the secondary market. Commitments from investors to purchase the loans are obtained upon origination.

The following table sets forth the Company's commercial and construction real estate loans maturing within specified intervals at December 31, 2018 (\$ in thousands).

**Loan Maturity Schedule and Sensitivity to Changes in Interest Rates**

| Type                                   | December 31, 2018   |                                        |                    | Total     |
|----------------------------------------|---------------------|----------------------------------------|--------------------|-----------|
|                                        | One Year<br>or Less | Over One Year<br>Through<br>Five Years | Over Five<br>Years |           |
| Commercial, financial and agricultural | \$82,521            | \$ 160,227                             | \$58,434           | \$301,182 |
| Real estate – construction             | 106,694             | 115,069                                | 76,955             | 298,718   |
|                                        | \$189,215           | \$ 275,296                             | \$135,389          | \$599,900 |
| Loans maturing after one year with:    |                     |                                        |                    |           |
| Fixed interest rates                   |                     |                                        |                    | \$336,149 |
| Floating interest rates                |                     |                                        |                    | 74,536    |
|                                        |                     |                                        |                    | \$410,685 |

The information presented in the above table is based on the contractual maturities of the individual loans, including loans which may be subject to renewal at their contractual maturity. Renewal of such loans is subject to review and credit approval, as well as modification of terms upon their maturity.

*Investment Securities.* The investment securities portfolio is a significant component of the Company's total earning assets. Total securities averaged \$442.7 million in 2018, as compared to \$359.2 million in 2017, and \$261.5 million in 2016. This represents 20.3%, 22.8%, and 23.5% of the average earning assets for the years ended December 31, 2018, 2017 and 2016, respectively. At December 31, 2018, investment securities, including equity securities, were \$514.9 million and represented 19.3% of earning assets. The Company attempts to maintain a portfolio of high quality, highly liquid investments with returns competitive with short-term U.S. Treasury or agency obligations. This objective is particularly important as the Company focuses on growing its loan portfolio. The Company primarily invests in securities of U.S. Government agencies, municipals, and corporate obligations with maturities up to five years.

The following table summarizes the carrying value of securities for the dates indicated (\$ in thousands).

### Securities Portfolio

|                                                          | December 31, |            |            |
|----------------------------------------------------------|--------------|------------|------------|
|                                                          | 2018         | 2017       | 2016       |
| Available-for-sale                                       |              |            |            |
| U. S. Government agencies and Mortgage-backed Securities | \$ 334,812   | \$ 201,570 | \$ 123,334 |
| States and municipal subdivisions                        | 150,064      | 138,584    | 98,822     |
| Corporate obligations                                    | 7,348        | 15,819     | 20,110     |
| Mutual funds                                             | -            | 920        | 940        |
| Total available-for-sale                                 | 492,224      | 356,893    | 243,206    |
| Held-to-maturity                                         |              |            |            |
| U.S. Government agencies                                 |              | -          | -          |
| States and municipal subdivisions                        | 6,000        | 6,000      | 6,000      |
| Total held-to-maturity                                   | 6,000        | 6,000      | 6,000      |
| Total                                                    | \$ 498,224   | \$ 362,893 | \$ 249,206 |

The following table shows, at carrying value, the scheduled maturities and average yields of securities held at December 31, 2018 (\$ in thousands).

### Investment Securities Maturity Distribution and Yields (1)

| December 31, 2018 | After One But | After Five But | After Ten Years |
|-------------------|---------------|----------------|-----------------|
|-------------------|---------------|----------------|-----------------|

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|                                                | Within One<br>Year |       | Within Five<br>Years |       | Within Ten<br>Years |       |        |       |
|------------------------------------------------|--------------------|-------|----------------------|-------|---------------------|-------|--------|-------|
|                                                | Amount             | Yield | Amount               | Yield | Amount              | Yield | Amount | Yield |
| <b>Held-to-maturity:</b>                       |                    |       |                      |       |                     |       |        |       |
| States and municipal subdivisions              | \$-                | -     | \$-                  | -     | \$ 6,000            | 0.9 % | \$ -   | -     |
| Total investment securities held-to-maturity   | \$-                | -     | -                    | -     | \$ 6,000            |       | \$ -   | -     |
| <b>Available-for-sale:</b>                     |                    |       |                      |       |                     |       |        |       |
| U.S. Government agencies (2)                   | \$1,992            | 1.9 % | \$ 14,975            | 3.1 % | \$ 29,443           | 3.1 % |        |       |
| States and municipal subdivisions.             | 15,261             | 2.4 % | 46,013               | 3.0 % | 52,267              | 3.5 % |        |       |
| Corporate obligations and other                | 2,541              | 2.2 % | 3,937                | 2.7 % | 977                 | 4.0 % |        |       |
| Total investment securities available-for-sale | \$19,794           |       | \$ 64,925            |       | \$ 82,687           |       |        |       |

(1) Investments with a call feature are shown as of the contractual maturity date.

(2) Excludes mortgage-backed securities totaling \$286.6 million with a yield of 2.9% and mutual funds of \$476 thousand.

*Short-Term Investments.* Short-term investments, consisting of Federal Funds Sold, funds due from banks and interest-bearing deposits with banks, averaged \$58.9 million in 2018, \$47.5 million in 2017, and \$18.8 million in 2016. At December 31, 2018, 2017, and December 31, 2016, short-term investments totaled \$0, \$475 thousand and \$425 thousand, respectively. These funds are a primary source of the Company's liquidity and are generally invested in an earning capacity on an overnight basis.

## Deposits

*Deposits.* Average total deposits at December 31, 2018 were \$2.061 billion, an increase of \$567.0 million, or 37.9% compared to 2017. Average total deposits at December 31, 2017 were \$1.494 billion, an increase of \$473.0 million, or 46.3% compared to \$1.021 billion in 2016. At December 31, 2018, total deposits were \$2.457 billion, compared to \$1.471 billion at December 31, 2017, an increase of \$986.9 million, or 67.11%, and \$1.039 billion at December 31, 2016. Deposits of \$889.2 million were acquired in 2018 with the acquisitions of Southwest, Sunshine and FMB. Deposits of \$355.6 million were acquired in 2017 with the acquisitions of Iberville and Gulf Coast Community Bank.

The following table sets forth the deposits of the Company by category for the period indicated (\$ in thousand).

|                                    | Deposits             |                        |               |                        |               |                        |   |  |
|------------------------------------|----------------------|------------------------|---------------|------------------------|---------------|------------------------|---|--|
|                                    | December 31,<br>2018 |                        | 2017          |                        | 2016          |                        |   |  |
|                                    | Amount               | Percent of<br>Deposits | Amount        | Percent of<br>Deposits | Amount        | Percent of<br>Deposits |   |  |
| Non-interest-bearing accounts      | \$570,148            | 23.2                   | % \$301,989   | 20.5                   | % \$202,478   | 19.5                   | % |  |
| NOW accounts                       | 835,434              | 34.0                   | % 601,694     | 40.9                   | % 430,903     | 41.5                   | % |  |
| Money market accounts              | 312,552              | 12.7                   | % 149,715     | 10.2                   | % 113,253     | 10.9                   | % |  |
| Savings accounts                   | 253,724              | 10.3                   | % 133,864     | 9.1                    | % 69,540      | 6.7                    | % |  |
| Time deposits less than \$100,000  | 194,006              | 7.9                    | % 104,648     | 7.1                    | % 77,893      | 7.5                    | % |  |
| Time deposits of \$100,000 or over | 291,595              | 11.9                   | % 178,655     | 12.2                   | % 145,124     | 13.9                   | % |  |
| Total deposits                     | \$2,457,459          | 100                    | % \$1,470,565 | 100                    | % \$1,039,191 | 100                    | % |  |

The Company's loan-to-deposit ratio was 83.8% at December 31, 2018, 83.3% at December 31, 2017 and 83.4% at December 31, 2016. The loan-to-deposit ratio averaged 81.5% during 2018. Core deposits, which exclude time deposits of \$100,000 or more, provide a relatively stable funding source for the Company's loan portfolio and other earning assets. The Company's core deposits were \$2.166 billion at December 31, 2018, \$ 1.292 billion at December 31, 2017, and \$894.1 million at December 31, 2016. Management anticipates that a stable base of deposits will be the Company's primary source of funding to meet both its short-term and long-term liquidity needs in the future. The Company has purchased brokered deposits from time to time to help fund loan growth. Brokered deposits and jumbo certificates of deposit generally carry a higher interest rate than traditional core deposits. Further, brokered deposit customers typically do not have loan or other relationships with the Company. The Company has adopted a policy not to permit brokered deposits to represent more than 10% of all of the Company's deposits.

## Maturities of Certificates of Deposit

**of \$100,000 or More**

| (In thousands)    | Within Three<br>Months | After Three<br>Through<br>Twelve Months | After Twelve<br>Months | Total     |
|-------------------|------------------------|-----------------------------------------|------------------------|-----------|
| December 31, 2018 | \$ 39,353              | \$ 141,545                              | \$ 110,697             | \$291,595 |

### **Borrowed Funds**

Borrowed funds consist of advances from the Federal Home Loan Bank of Dallas (“FHLB”), federal funds purchased and reverse repurchase agreements. At December 31, 2018, advances from the FHLB totaled \$85.5 million compared to \$88.1 million at December 31, 2017 and \$48.0 million at December 31, 2016. The advances are collateralized by a blanket lien on the first mortgage loans in the amount of the outstanding borrowings, FHLB capital stock, and amounts on deposit with the FHLB. There were no federal funds purchased at December 31, 2018, 2017, and 2016, respectively.

### **Subordinated Debentures**

In 2006, the Company issued subordinated debentures of \$4.1 million to The First Bancshares, Inc. Statutory Trust 2 (“Trust 2”). The Company is the sole owner of the equity of the Trust 2. The Trust 2 issued \$4.0 million of preferred securities to investors. The Company makes interest payments and will make principal payments on the debentures to the Trust 2. These payments will be the source of funds used to retire the preferred securities, which are redeemable at any time beginning in 2011 and thereafter, and mature in 2036. The Company entered into this arrangement to provide funding for expected growth.

In 2007, the Company issued subordinated debentures of \$6.2 million to The First Bancshares, Inc. Statutory Trust 3 (“Trust 3”). The Company is the sole owner of the equity of the Trust 3. The Trust 3 issued \$6.0 million of preferred securities to investors. The Company makes interest payments and will make principal payments on the debentures to the Trust 3. These payments will be the source of funds used to retire the preferred securities, which are redeemable at any time beginning in 2012 and thereafter, and mature in 2037. The Company entered into this arrangement to provide funding for expected growth.

In 2018, the Company acquired FMB Capital Trust 1 (“Trust 1”) as part of its acquisition of FMB Banking Corporation. The Company is the sole owner of the equity of Trust 1. The Trust 1 issued \$6.0 million of preferred securities to investors. The Company makes interest payments and will make principal payments on the debentures to the Trust 1. These payments will be the source of funds used to retire the preferred securities, which are redeemable at any time beginning in 2008 and thereafter, and mature in 2033.

### **Subordinated Notes**



On April 30, 2018, The Company entered into two Subordinated Note Purchase Agreements pursuant to which the Company sold and issued \$24.0 million in aggregate principal amount of 5.875% fixed-to-floating rate subordinated notes due 2028 and \$42.0 million in aggregate principal amount of 6.40% fixed-to-floating rate subordinated notes due 2033 (collectively, the “Notes”).

The Notes are not convertible into or exchangeable for any other securities or assets of the Company or any of its subsidiaries. The Notes are not subject to redemption at the option of the holder. Principal and interest on the Notes are subject to acceleration only in limited circumstances. The Notes are unsecured, subordinated obligations of the Company and rank junior in right to payment to the Company’s current and future senior indebtedness, and each Note is pari passu in right to payment with respect to the other Notes. The Company entered into this arrangement to provide funding for expected growth.

## **Capital**

The Federal Reserve Board and bank regulatory agencies require bank holding companies and financial institutions to maintain capital at adequate levels based on a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 600%. Under the risk-based standard, capital is classified into two tiers. Tier 1 capital consists of common stockholders' equity, excluding the unrealized gain (loss) on available-for-sale securities, minus certain intangible assets. Tier 2 capital consists of the general reserve for loan losses, subject to certain limitations. An institution’s total risk-based capital for purposes of its risk-based capital ratio consists of the sum of its Tier 1 and Tier 2 capital. The risk-based regulatory minimum requirements are 6% for Tier 1 and 8% for total risk-based capital.

Bank holding companies and banks are also required to maintain capital at a minimum level based on total assets, which is known as the leverage ratio. The minimum requirement for the leverage ratio is 4%. All but the highest rated institutions are required to maintain ratios 100 to 200 basis points above the minimum. The Company and The First exceeded their minimum regulatory capital ratios as of December 31, 2018, 2017 and 2016.

The Federal Reserve and the Federal Deposit Insurance Corporation approved final capital rules in July 2013, that substantially amended the existing capital rules for banks. These new rules reflect, in part, certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010 (which standards are commonly referred to as “Basel III”) as well as requirements contemplated by the Dodd-Frank Act.

Under the Basel III capital rules, the Company is required to meet certain minimum capital requirements that differ from past capital requirements. The rules implement a new capital ratio of common equity Tier 1 capital to risk-weighted assets. Common equity Tier 1 capital generally consists of retained earnings and common stock (subject to certain adjustments) as well as accumulated other comprehensive income (“AOCI”), however, the Company exercised a one-time irrevocable option to exclude certain components of AOCI as of March 31, 2015. The Company is required to establish a “conservation buffer,” consisting of a common equity Tier 1 capital amount equal to 2.5% of risk-weighted assets effective January 2019. An institution that does not meet the conservation buffer will be subject to restrictions on certain activities including payment of dividends, stock repurchases, and discretionary bonuses to executive officers.

The prompt corrective action rules have been modified to include the common equity Tier 1 capital ratio and to increase the Tier 1 capital ratio requirements for the various thresholds. For example, the requirements for the Company to be considered well-capitalized under the rules include a 5.0% leverage ratio, a 7.0% common equity Tier 1 capital ratio, an 8.5% Tier 1 capital ratio, and a 10.5% total capital ratio.

The rules modify the manner in which certain capital elements are determined. The rules make changes to the methods of calculating the risk-weighting of certain assets, which in turn affects the calculation of the risk-weighted capital ratios. Higher risk weights are assigned to various categories of assets, including commercial real estate loans, credit facilities that finance the acquisition, development or construction of real property, certain exposures or credit that are 90 days past due or are non-accrual, securitization exposures, and in certain cases mortgage servicing rights and deferred tax assets.

The Company was required to comply with the new capital rules on January 1, 2015, with a measurement date of March 31, 2015. The conservation buffer was phased-in beginning in 2016, and took full effect on January 1, 2019. Certain calculations under the rules will also have phase-in periods.

**Analysis of Capital**

| Capital Ratios       | Adequately<br>Capitalized | Well<br>Capitalized | The Company<br>December 31, |       |       | The First<br>December 31, |       |       |
|----------------------|---------------------------|---------------------|-----------------------------|-------|-------|---------------------------|-------|-------|
|                      |                           |                     | 2018                        | 2017  | 2016  | 2018                      | 2017  | 2016  |
| Leverage             | 4.0                       | % 5.0               | % 10.2%                     | 11.7% | 11.9% | 12.2%                     | 11.4% | 13.1% |
| Risk-based capital:  |                           |                     |                             |       |       |                           |       |       |
| Common equity Tier 1 | 4.5                       | % 6.5               | % 11.5%                     | 14.2% | 13.8% | 14.8%                     | 14.5% | 16.2% |
| Tier 1               | 6.0                       | % 8.0               | % 12.2%                     | 14.9% | 14.7% | 14.8%                     | 14.5% | 16.2% |
| Total                | 8.0                       | % 10.0              | % 15.6%                     | 15.5% | 15.5% | 15.2%                     | 15.1% | 17.0% |

**Ratios**

|                                                                                                 | 2018  | 2017  | 2016  |
|-------------------------------------------------------------------------------------------------|-------|-------|-------|
| Return on assets (net income applicable to common stockholders divided by average total assets) | 0.87% | 0.60% | 0.79% |
| Return on equity (net income applicable to common stockholders divided by average equity)       | 7.6 % | 6.2 % | 8.0 % |
| Dividend payout ratio (dividends per share divided by net income per common share)              | 12.3% | 13.5% | 9.6 % |
| Equity to asset ratio (average equity divided by average total assets)                          | 11.5% | 9.7 % | 9.8 % |

**Liquidity and Capital Resources**

Liquidity management involves monitoring the Company's sources and uses of funds in order to meet its day-to-day cash flow requirements while maximizing profits. Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss and to raise additional funds by increasing liabilities. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of the investment portfolio is very predictable and subject to a high degree of control at the time investment decisions are made; however, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control. Asset liquidity is provided by cash and assets which are readily marketable, which can be pledged, or which will mature in the near future. Liability liquidity is provided by access to core funding sources, principally the ability to generate customer deposits in the Company's market area.

The Company's federal funds sold position, which includes funds due from banks and interest-bearing deposits with banks, is typically its primary source of liquidity. Federal funds sold averaged \$58.9 million during the year ended December 31, 2018 and totaled \$50.0 million at December 31, 2017. In addition, the Company has available advances from the FHLB. Advances available are generally based upon the amount of qualified first mortgage loans which can be used for collateral. At December 31, 2018, advances available totaled approximately \$603.5 million, of which \$90.5 million had been drawn, or used for letters of credit.

As of December 31, 2018, the market value of unpledged debt securities plus pledged securities in excess of current pledging requirements comprised \$110.8 million of the Company's investment balances, compared to \$95.5 million at December 31, 2017. The increase in unpledged debt from December 2018 compared to December 2017 is primarily due to an increase in unpledged investments and letters of credit utilized for pledging purposes. Other forms of balance sheet liquidity include but are not necessarily limited to any outstanding federal funds sold and vault cash. The Company has a higher level of actual balance sheet liquidity than might otherwise be the case, since we utilize a

letter of credit from the FHLB rather than investment securities for certain pledging requirements. That letter of credit, which is backed by loans that are pledged to the FHLB by the Company, totaled \$5.0 million at December 31, 2018. Management believes that available investments and other potentially liquid assets, along with the standby funding sources it has arranged, are more than sufficient to meet the Company's current and anticipated short-term liquidity needs.

The Company's liquidity ratio as of December 31, 2018 was 11.9%, as compared to internal liquidity policy guidelines of 10% minimum. Other liquidity ratios reviewed include the following along with policy guidelines for the periods indicated:

|                                             | December 31, 2018 |   | Policy Maximum |             |
|---------------------------------------------|-------------------|---|----------------|-------------|
| Loans to Deposits (including FHLB advances) | 80.5              | % | 90.0           | % In Policy |
| Net Non-core Funding Dependency Ratio       | 3.8               | % | 20.0           | % In Policy |
| Fed Funds Purchased / Total Assets          | 0.0               | % | 10.0           | % In Policy |
| FHLB Advances / Total Assets                | 2.9               | % | 20.0           | % In Policy |
| FRB Advances / Total Assets                 | 0.0               | % | 10.0           | % In Policy |
| Pledged Securities to Total Securities      | 77.8              | % | 90.0           | % In Policy |

|                                             | December 31, 2017 |   | Policy Maximum |             |
|---------------------------------------------|-------------------|---|----------------|-------------|
| Loans to Deposits (including FHLB advances) | 71.1              | % | 90.0           | % In Policy |
| Net Non-core Funding Dependency Ratio       | 5.8               | % | 30.0           | % In Policy |
| Fed Funds Purchased / Total Assets          | 0.0               | % | 10.0           | % In Policy |
| FHLB Advances / Total Assets                | 4.9               | % | 20.0           | % In Policy |
| FRB Advances / Total Assets                 | 0.0               | % | 10.0           | % In Policy |
| Pledged Securities to Total Securities      | 77.6              | % | 90.0           | % In Policy |

|                                             | December 31, 2016 |   | Policy Maximum |             |
|---------------------------------------------|-------------------|---|----------------|-------------|
| Loans to Deposits (including FHLB advances) | 79.1              | % | 90.0           | % In Policy |
| Net Non-core Funding Dependency Ratio       | 8.3               | % | 30.0           | % In Policy |
| Fed Funds Purchased / Total Assets          | 0.4               | % | 10.0           | % In Policy |
| FHLB Advances / Total Assets                | 3.9               | % | 20.0           | % In Policy |
| FRB Advances / Total Assets                 | 0.0               | % | 10.0           | % In Policy |
| Pledged Securities to Total Securities      | 66.6              | % | 90.0           | % In Policy |

Continued growth in core deposits and relatively high levels of potentially liquid investments have had a positive impact on our liquidity position in recent periods, but no assurance can be provided that our liquidity will continue at current robust levels.

The holding company's primary uses of funds are ordinary operating expenses and stockholder dividends, and its primary source of funds is dividends from the Bank since the holding company does not conduct regular banking operations. Management anticipates that the Bank will have sufficient earnings to provide dividends to the holding company to meet its funding requirements for the foreseeable future.

Management regularly reviews the liquidity position of the Company and has implemented internal policies which establish guidelines for sources of asset-based liquidity and limit the total amount of purchased funds used to support the balance sheet and funding from non-core sources.

### **Commitments and Contractual Obligations**

The following table presents, as of December 31, 2018, fixed and determinable contractual obligations to third parties by payment date. Amounts in the table do not include accrued or accruing interest. Payments related to leases are based on actual payments specified in the underlying contracts. Further discussion of the nature of each obligation is included in the referenced note to the consolidated financial statements included elsewhere in this Form 10-K.

| (\$ in thousands)                       | Note      | Within One   | After One But | After Three | After     | Total        |
|-----------------------------------------|-----------|--------------|---------------|-------------|-----------|--------------|
|                                         | Reference | Year         | Within Three  | But Within  | Five      |              |
|                                         |           |              | Years         | Five Years  | Years     |              |
| Deposits without a stated maturity      | G         | \$ 1,971,857 | \$ -          | \$ -        | \$-       | \$ 1,971,857 |
| Time deposits                           | G         | 298,585      | 145,803       | 33,436      | 7,778     | 485,602      |
| Borrowings                              | H         | 85,500       | -             | -           | -         | 85,500       |
| Operating lease obligations             | I         | 784          | 810           | 485         | 197       | 2,276        |
| Capital lease obligations               | I         | 275          | 366           | -           | -         | 641          |
| Trust preferred subordinated debentures | N         | -            | -             | -           | 14,521    | 14,521       |
| Subordinated note purchase agreement    | N         | -            | -             | -           | 66,000    | 66,000       |
| Total Contractual obligations           |           | \$ 2,357,001 | \$ 146,979    | \$ 33,921   | \$ 88,496 | \$ 2,626,397 |

### Subprime Assets

The Bank does not engage in subprime lending activities targeted towards borrowers in high risk categories.

### Accounting Matters

Information on new accounting matters is set forth in Note B – Summary of Significant Accounting Policies in the accompanying notes to the consolidated financial statements included elsewhere in this report. This information is incorporated herein by reference.

## **Impact of Inflation**

Unlike most industrial companies, the assets and liabilities of financial institutions such as the Company are primarily monetary in nature. Therefore, interest rates have a more significant effect on the Company's performance than do the effects of changes in the general rate of inflation and change in prices. In addition, interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services. As discussed previously, management seeks to manage the relationships between interest sensitive assets and liabilities in order to protect against wide interest rate fluctuations, including those resulting from inflation.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk Management**

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company does not engage in the trading of financial instruments, nor does it have exposure to currency exchange rates. Our market risk exposure is primarily that of interest rate risk, and we have established policies and procedures to monitor and limit our earnings and balance sheet exposure to changes in interest rates. The principal objective of interest rate risk management is to manage the financial components of the Company's balance sheet in a manner that will optimize the risk/reward equation for earnings and capital under a variety of interest rate scenarios.

To identify areas of potential exposure to interest rate changes, we utilize commercially available modeling software to perform earnings simulations and calculate the Company's market value of portfolio equity under varying interest rate scenarios every month. The model imports relevant information for the Company's financial instruments and incorporates Management's assumptions on pricing, duration, and optionality for anticipated new volumes. Various rate scenarios consisting of key rate and yield curve projections are then applied in order to calculate the expected effect of a given interest rate change on interest income, interest expense, and the value of the Company's financial instruments. The rate projections can be shocked (an immediate and parallel change in all base rates, up or down), ramped (an incremental increase or decrease in rates over a specified time period), economic (based on current trends and econometric models) or stable (unchanged from current actual levels).

We use seven standard interest rate scenarios in conducting our 12-month net interest income simulations: "static," upward shocks of 100, 200, 300 and 400 basis points, and downward shocks of 100, and 200 basis points. Pursuant to policy guidelines, we typically attempt to limit the projected decline in net interest income relative to the stable rate scenario to no more than 5% for a 100 basis point (bp) interest rate shock, 10% for a 200 bp shock, 15% for a 300 bp shock, and 20% for a 400 bp shock. As of December 31, 2018, the Company had the following estimated net interest income, without factoring in any potential negative impact on spreads resulting from competitive pressures or credit



quality deterioration:

| December 31, 2018   | Net Interest Income at Risk – Year 1 |         |         |         |         |         |         |
|---------------------|--------------------------------------|---------|---------|---------|---------|---------|---------|
| (\$ In Thousands)   | -200 bp                              | -100 bp | STATIC  | +100 bp | +200 bp | +300 bp | +400 bp |
| Net Interest Income | 94,278                               | 99,329  | 104,297 | 106,891 | 108,375 | 108,636 | 107,525 |
| Dollar Change       | -10,019                              | -4,968  |         | 2,594   | 4,077   | 4,339   | 3,278   |
| NII @ Year 1        | -9.6 %                               | -4.8 %  |         | 2.5 %   | 3.9 %   | 4.2 %   | 3.1 %   |

If there were an immediate and sustained downward adjustment of 200 basis points in interest rates, all else being equal, net interest income over the next twelve months would likely be approximately \$10.0 million lower than in a stable interest rate scenario, for a negative variance of 9.6%. The unfavorable variance increases if rates were to drop below 200 basis points, due to the fact that certain deposit rates are already relatively low (on NOW accounts and savings accounts, for example), and will hit a natural floor of close to zero while non-floored variable-rate loan yields continue to drop. This effect is exacerbated by accelerated prepayments on fixed-rate loans and mortgage-backed securities when rates decline, although rate floors on some of our variable-rate loans partially offset other negative pressures. While we view further interest rate reductions as highly unlikely, the potential percentage drop in net interest income exceeds our internal policy guidelines in declining interest rate scenarios and we will continue to monitor our interest rate risk profile and take corrective action as deemed appropriate.

Net interest income would likely increase by \$4.0 million, or 3.9%, if interest rates were to increase by 200 basis points relative to a stable interest rate scenario, with the favorable variance expanding the higher interest rates rise. The initial increase in rising rate scenarios will be limited to some extent by the fact that some of our variable-rate loans are currently at rate floors, resulting in a re-pricing lag while base rates are increasing to floored levels, but we believe the Company still would benefit from a material upward shift in the yield curve.

The Company's one year cumulative GAP ratio was approximately 191.6% at December 31, 2018, 221.8% at December 31, 2017 and 199.4% at December 31, 2016. The Company is considered "asset-sensitive" which means that there are more assets repricing than liabilities within the first year.

In addition to the net interest income simulations shown above, we run stress scenarios modeling the possibility of no balance sheet growth, the potential runoff of "surge" core deposits which flowed into the Company in the most recent economic cycle, and potential unfavorable movement in deposit rates relative to yields on earning assets. Even though net interest income will naturally be lower with no balance sheet growth, the rate-driven variances projected for net interest income in a static growth environment are similar to the changes noted above for our standard projections. When a greater level of non-maturity deposit runoff is assumed or unfavorable deposit rate changes are factored into the model, projected net interest income in declining rate and flat rate scenarios does not change materially relative to standard growth projections. However, the benefit we would otherwise experience in rising rate scenarios is minimized and net interest income remains relatively flat.

The economic value (or "fair value") of financial instruments on the Company's balance sheet will also vary under the interest rate scenarios previously discussed. The difference between the projected fair value of the Company's financial assets and the fair value of its financial liabilities is referred to as the economic value of equity ("EVE"), and changes in EVE under different interest rate scenarios are effectively a gauge of the Company's longer-term exposure to interest rate risk. Fair values for financial instruments are estimated by discounting projected cash flows (principal and interest) at projected replacement interest rates for each account type, while the fair value of non-financial accounts is assumed to equal their book value for all rate scenarios. An economic value simulation is a static measure utilizing balance sheet accounts at a given point in time, and the measurement can change substantially over time as the characteristics of the Company's balance sheet evolve and interest rate and yield curve assumptions are updated.

The change in economic value under different interest rate scenarios depends on the characteristics of each class of financial instrument, including stated interest rates or spreads relative to current or projected market-level interest rates or spreads, the likelihood of principal prepayments, whether contractual interest rates are fixed or floating, and the average remaining time to maturity. As a general rule, fixed-rate financial assets become more valuable in declining rate scenarios and less valuable in rising rate scenarios, while fixed-rate financial liabilities gain in value as interest rates rise and lose value as interest rates decline. The longer the duration of the financial instrument, the greater the impact a rate change will have on its value. In our economic value simulations, estimated prepayments are factored in for financial instruments with stated maturity dates, and decay rates for non-maturity deposits are projected based on historical patterns and Management's best estimates. The table below shows estimated changes in the

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Company's EVE as of the periods indicated under different interest rate scenarios relative to a base case of current interest rates:

| December 31, 2018 - Balance Sheet Shock |          |          |                  |         |         |         |         |   |   |
|-----------------------------------------|----------|----------|------------------|---------|---------|---------|---------|---|---|
| (Dollars in thousands)                  | -200 bp  | -100 bp  | STATIC<br>(Base) | +100 bp | +200 bp | +300 bp | +400 bp |   |   |
| Market Value of Equity                  | 583,220  | 635,499  | 736,005          | 801,046 | 843,268 | 867,553 | 875,626 |   |   |
| Change in EVE from base                 | -152,785 | -100,506 |                  | 65,041  | 107,263 | 131,548 | 139,621 |   |   |
| % Change                                | -20.8    | % -13.7  | %                | 8.8     | % 14.6  | % 17.9  | % 19.0  | % | % |
| Policy Limits                           | -20.0    | % -10.0  | %                | -10.0   | % -20.0 | % -30.0 | % -40.0 | % | % |

| December 31, 2017 - Balance Sheet Shock |         |         |                  |         |         |         |         |   |   |
|-----------------------------------------|---------|---------|------------------|---------|---------|---------|---------|---|---|
| (Dollars in thousands)                  | -200 bp | -100 bp | STATIC<br>(Base) | +100 bp | +200 bp | +300 bp | +400 bp |   |   |
| Market Value of Equity                  | 274,743 | 252,585 | 320,631          | 375,144 | 412,957 | 437,500 | 449,926 |   |   |
| Change in EVE from base                 | -45,888 | -68,046 |                  | 54,513  | 92,326  | 116,896 | 129,295 |   |   |
| % Change                                | -14.3   | % -21.2 | %                | 17.0    | % 28.8  | % 36.5  | % 40.3  | % | % |
| Policy Limits                           | -20.0   | % -10.0 | %                | -10.0   | % -20.0 | % -30.0 | % -40.0 | % | % |

The tables show that our EVE will generally deteriorate in declining rate scenarios, but should benefit from a parallel shift upward in the yield curve. As noted previously, however, Management is of the opinion that the potential for a significant rate decline is low. We also run stress scenarios for EVE to simulate the possibility of higher loan prepayment rates, unfavorable changes in deposit rates, and higher deposit decay rates. Model results are highly sensitive to changes in assumed decay rates for non-maturity deposits, in particular.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

### **Report of Independent Registered Public Accounting Firm**

Shareholders and the Board of Directors

The First Bancshares, Inc.

Hattiesburg, Mississippi

### **Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheet of The First Bancshares, Inc. and subsidiary (the "Company") as of December 31, 2018, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the year then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and the results of its operations and its cash flows for the year ending December 31, 2018, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 18, 2019 expressed an adverse opinion.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with

respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Crowe LLP

We have served as the Company's auditor since 2018.

Atlanta, Georgia

March 18, 2019

## **Report of Independent Registered Public Accounting Firm**

Shareholders and the Board of Directors

The First Bancshares, Inc.

Hattiesburg, Mississippi

## **Opinion on Internal Control over Financial Reporting**

We have audited The First Bancshares, Inc.'s (the "Company") internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, because of the effects of the material weaknesses discussed in the following paragraph the Company has not maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Material weaknesses related to controls over the overall design of the control environment, the completeness and accuracy of loan controls including problem loan monitoring, the allowance for loan losses, and accounting for business combinations have been identified and included in Management's Report on Internal Control over Financial Reporting.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated balance sheet of the Company as of December 31, 2018, the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the year ending December 31, 2018, and the related notes (collectively referred to as the "financial statements") and our report dated March 18, 2019, expressed an unqualified opinion. We considered the material weaknesses identified above in determining the nature, timing, and extent of audit procedures applied in our audit of the 2018 financial statements, and this report on Internal Control over Financial Reporting does not affect such report on the financial statements.

## **Basis for Opinion**

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. As permitted, the Company has excluded the operations of FMB Banking Corporation, Sunshine Financial Inc., and Southwest Banc Shares, Inc. acquired during 2018, which are described in Note C of the consolidated financial statements, from the scope of management's report on internal control over financial reporting. As such, they have also been excluded from the scope of our audit of internal control over financial reporting. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control Over Financial Reporting**

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Crowe LLP

Atlanta, Georgia

March 18, 2019



**Report of Independent Registered Public Accounting Firm**

To the Board of Directors and Shareholders

The First Bancshares, Inc.

Hattiesburg, Mississippi

We have audited the accompanying consolidated balance sheet of The First Bancshares, Inc., and subsidiary (the “Company”) as of December 31, 2017, the related consolidated statements of income, comprehensive income, changes in stockholders’ equity, and cash flows for the years ended December 31, 2017 and 2016, and the related notes (collectively referred to as the “financial statements”). In our opinion, the 2017 and 2016 financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017, and the results of its operations and its cash flows for the years ended December 31, 2017 and 2016, in conformity with accounting principles generally accepted in the United States of America.

**Basis for Opinion**

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ T. E. Lott and Company, PA

Columbus, Mississippi

March 16, 2018

We began serving as the Company's auditor in 1996. In 2018, we became the predecessor auditor.

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**THE FIRST BANCSHARES, INC.****CONSOLIDATED BALANCE SHEETS****DECEMBER 31, 2018 AND 2017**

(\$ In Thousands)

|                                                                                 | 2018        | 2017        |
|---------------------------------------------------------------------------------|-------------|-------------|
| <b>ASSETS</b>                                                                   |             |             |
| Cash and due from banks                                                         | \$71,356    | \$42,980    |
| Interest-bearing deposits with banks                                            | 87,751      | 48,467      |
| Federal funds sold                                                              | -           | 475         |
| Total cash and cash equivalents                                                 | 159,107     | 91,922      |
| Held-to-maturity securities (fair value of \$7,028 in 2018 and \$7,398 in 2017) | 6,000       | 6,000       |
| Available-for-sale securities                                                   | 492,224     | 356,893     |
| Other securities                                                                | 16,704      | 9,969       |
| Total securities                                                                | 514,928     | 372,862     |
| Loans held for sale                                                             | 4,838       | 4,790       |
| Loans, net of allowance for loan losses of \$10,065 in 2018 and \$8,288 in 2017 | 2,050,357   | 1,217,018   |
| Interest receivable                                                             | 10,778      | 6,705       |
| Premises and equipment                                                          | 74,783      | 46,426      |
| Cash surrender value of life insurance                                          | 50,796      | 27,054      |
| Goodwill                                                                        | 89,750      | 19,960      |
| Other real estate owned                                                         | 10,869      | 7,158       |
| Other assets                                                                    | 37,780      | 19,343      |
| Total assets                                                                    | \$3,003,986 | \$1,813,238 |

**LIABILITIES AND STOCKHOLDERS' EQUITY**

|                                                                                                                                                                                        |           |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| Deposits:                                                                                                                                                                              |           |           |
| Non-interest-bearing                                                                                                                                                                   | \$570,148 | \$301,989 |
| Interest-bearing                                                                                                                                                                       | 1,887,311 | 1,168,576 |
| Total deposits                                                                                                                                                                         | 2,457,459 | 1,470,565 |
| Interest payable                                                                                                                                                                       | 1,519     | 353       |
| Borrowed funds                                                                                                                                                                         | 85,500    | 104,072   |
| Subordinated debentures                                                                                                                                                                | 80,521    | 10,310    |
| Other liabilities                                                                                                                                                                      | 15,733    | 5,470     |
| Total liabilities                                                                                                                                                                      | 2,640,732 | 1,590,770 |
| Stockholders' Equity:                                                                                                                                                                  |           |           |
| Common stock, par value \$1 per share: 40,000,000 shares authorized; 14,857,092 shares issued in 2018, 20,000,000 shares authorized and 11,192,401 shares issued in 2017, respectively | 14,857    | 11,193    |
| Additional paid-in capital                                                                                                                                                             | 278,659   | 158,456   |

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|                                               |             |             |
|-----------------------------------------------|-------------|-------------|
| Retained earnings                             | 71,998      | 53,721      |
| Accumulated other comprehensive income (loss) | (1,796 )    | (438 )      |
| Treasury stock, at cost                       | (464 )      | (464 )      |
| Total stockholders' equity                    | 363,254     | 222,468     |
| Total liabilities and stockholders' equity    | \$3,003,986 | \$1,813,238 |

The accompanying notes are an integral part of these statements.

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF INCOME****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

(\$ In Thousands, except per share amount)

|                                                     | 2018     | 2017     | 2016     |
|-----------------------------------------------------|----------|----------|----------|
| <b>INTEREST INCOME</b>                              |          |          |          |
| Interest and fees on loans                          | \$86,822 | \$56,826 | \$38,496 |
| Interest and dividends on securities:               |          |          |          |
| Taxable interest and dividends                      | 9,020    | 6,341    | 4,052    |
| Tax-exempt interest                                 | 2,939    | 2,350    | 1,870    |
| Interest on federal funds sold                      | 206      | 390      | 127      |
| Interest on deposits in banks                       | 991      | 162      | 59       |
| Total interest income                               | 99,978   | 66,069   | 44,604   |
| <b>INTEREST EXPENSE</b>                             |          |          |          |
| Interest on deposits                                | 10,785   | 5,261    | 3,443    |
| Interest on borrowed funds                          | 4,306    | 1,648    | 872      |
| Total interest expense                              | 15,091   | 6,909    | 4,315    |
| Net interest income                                 | 84,887   | 59,160   | 40,289   |
| Provision for loan losses                           | 2,120    | 506      | 625      |
| Net interest income after provision for loan losses | 82,767   | 58,654   | 39,664   |
| <b>NON-INTEREST INCOME</b>                          |          |          |          |
| Service charges on deposit accounts                 | 5,792    | 3,601    | 2,452    |
| Other service charges and fees                      | 996      | 624      | 531      |
| Interchange fees                                    | 5,247    | 3,758    | 2,674    |
| Secondary market mortgage income                    | 4,048    | 4,502    | 4,433    |
| Bank owned life insurance income                    | 937      | 739      | 529      |
| Gain (loss) on sale of premises                     | (137 )   | (22 )    | (52 )    |
| Securities gains (losses)                           | 334      | (16 )    | 126      |
| Gain (loss) on sale of other real estate            | 60       | (199 )   | (114 )   |
| Financial assistance and bank enterprise awards     | 2,098    | -        | 261      |
| Other                                               | 1,186    | 1,376    | 407      |
| Total non-interest income                           | 20,561   | 14,363   | 11,247   |
| <b>NON-INTEREST EXPENSE</b>                         |          |          |          |
| Salaries                                            | 33,640   | 25,828   | 17,881   |
| Employee benefits                                   | 4,662    | 4,720    | 4,256    |
| Occupancy                                           | 6,818    | 4,828    | 3,459    |
| Furniture and equipment                             | 1,575    | 1,225    | 1,262    |
| Supplies and printing                               | 846      | 640      | 287      |

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|                                  |       |       |       |
|----------------------------------|-------|-------|-------|
| Professional and consulting fees | 5,381 | 6,757 | 1,805 |
| Marketing and public relations   | 508   | 406   | 465   |
| FDIC and OCC assessments         | 1,382 | 1,252 | 1,020 |
| ATM expense                      | 3,241 | 1,188 | 883   |
| Bank communications              | 2,014 | 1,296 | 782   |
| Data processing                  | 6,931 | 1,039 | 535   |
| Other                            | 9,313 | 6,267 | 4,227 |

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF INCOME****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

| Continued:                                    | 2018     | 2017     | 2016     |
|-----------------------------------------------|----------|----------|----------|
| Total non-interest expense                    | 76,311   | 55,446   | 36,862   |
| Income before income taxes                    | \$27,017 | \$17,571 | \$14,049 |
| Income taxes                                  | 5,792    | 6,955    | 3,930    |
| Net income                                    | 21,225   | 10,616   | 10,119   |
| Preferred dividends and stock accretion       | -        | -        | 453      |
| Net income applicable to common stockholders  | \$21,225 | \$10,616 | \$9,666  |
| Net income per share:                         |          |          |          |
| Basic                                         | \$1.63   | \$1.12   | \$1.86   |
| Diluted                                       | 1.62     | 1.11     | 1.64     |
| Net income applicable to common stockholders: |          |          |          |
| Basic                                         | \$1.63   | \$1.12   | \$1.78   |
| Diluted                                       | 1.62     | 1.11     | 1.57     |

The accompanying notes are an integral part of these statements.

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

| (\$ in thousands)                                                                         | 2018     | 2017     | 2016     |
|-------------------------------------------------------------------------------------------|----------|----------|----------|
| Net income                                                                                | \$21,225 | \$10,616 | \$10,119 |
| Other comprehensive income:                                                               |          |          |          |
| Unrealized gains/losses on securities:                                                    |          |          |          |
| Unrealized holding (loss)/gain arising during the period on available-for-sale securities | (1,484 ) | 1,160    | (3,415 ) |
| Reclassification adjustment for losses (gains) included net income                        | (334 )   | 16       | (126 )   |
| Unrealized holding (loss)/gain arising during the period on available-for-sale securities | (1,818 ) | 1,176    | (3,541 ) |
| Income tax benefit (expense)                                                              | 460      | (460 )   | 1,364    |
| Other comprehensive income (loss)                                                         | (1,358 ) | 716      | (2,177 ) |
| Comprehensive income                                                                      | \$19,867 | \$11,332 | \$7,942  |

The accompanying notes are an integral part of these statements.



**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

(\$ In Thousands)

|                                                     | <b>Accumulated</b>      |                            |                           |                                           |                              |                                                      |                           | <b>Total</b> |
|-----------------------------------------------------|-------------------------|----------------------------|---------------------------|-------------------------------------------|------------------------------|------------------------------------------------------|---------------------------|--------------|
|                                                     | <b>Common<br/>Stock</b> | <b>Preferred<br/>Stock</b> | <b>Stock<br/>Warrants</b> | <b>Additional<br/>Paid-in<br/>Capital</b> | <b>Retained<br/>Earnings</b> | <b>Other<br/>Comprehensive<br/>Income<br/>(Loss)</b> | <b>Treasury<br/>Stock</b> |              |
| Balance, January 1, 2016                            | \$ 5,403                | \$ 17,123                  | \$ -                      | \$ 44,650                                 | \$ 35,625                    | \$ 1,099                                             | \$ (464 )                 | \$ 103,436   |
| Net income 2016                                     | -                       | -                          | -                         | -                                         | 10,119                       | -                                                    | -                         | 10,119       |
| Other comprehensive loss                            | -                       | -                          | -                         | -                                         | -                            | (2,177 )                                             | -                         | (2,177 )     |
| Dividends on preferred stock                        | -                       | -                          | -                         | -                                         | (452 )                       | -                                                    | -                         | (452 )       |
| Cash dividend declared, \$ .15 per common share     | -                       | -                          | -                         | -                                         | (815 )                       | -                                                    | -                         | (815 )       |
| Grant of restricted stock                           | 61                      | -                          | -                         | (61 )                                     | -                            | -                                                    | -                         | -            |
| Compensation cost on restricted stock               | -                       | -                          | -                         | 772                                       | -                            | -                                                    | -                         | 772          |
| Repurchase of restricted stock for payment of taxes | (10 )                   | -                          | -                         | (166 )                                    | -                            | -                                                    | -                         | (176 )       |
| Repayment of CDCI Preferred shares                  | -                       | (17,123 )                  | -                         | 1,198                                     | -                            | -                                                    | -                         | (15,925 )    |
| Issuance of Preferred Stock, Series E               | -                       | 63,250                     | -                         | -                                         | -                            | -                                                    | -                         | 63,250       |
| Conversion of Preferred, Series E to common         | 3,564                   | (63,250 )                  | -                         | 59,686                                    | -                            | -                                                    | -                         | -            |
| Costs associated with capital raise                 | -                       | -                          | -                         | (3,505 )                                  | -                            | -                                                    | -                         | (3,505 )     |
| Balance, December 31, 2016                          | \$ 9,018                | \$ -                       | \$ -                      | \$ 102,574                                | \$ 44,477                    | \$ (1,078 )                                          | \$ (464 )                 | \$ 154,527   |

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

(\$ In Thousands)

Continued:

|                                                                     | <b>Accumulated</b> |                  |                   |                 |                 |                      |              |          |
|---------------------------------------------------------------------|--------------------|------------------|-------------------|-----------------|-----------------|----------------------|--------------|----------|
|                                                                     | <b>Common</b>      | <b>Stock</b>     | <b>Additional</b> | <b>Retained</b> | <b>Other</b>    | <b>Treasury</b>      | <b>Total</b> |          |
|                                                                     | <b>Stock</b>       | <b>Preferred</b> | <b>Warrants</b>   | <b>Paid-in</b>  | <b>Earnings</b> | <b>Comprehensive</b> | <b>Stock</b> |          |
|                                                                     |                    | <b>Stock</b>     |                   | <b>Capital</b>  |                 | <b>Income</b>        |              |          |
|                                                                     |                    |                  |                   |                 |                 | <b>(Loss)</b>        |              |          |
| Net income 2017                                                     | -                  | -                | -                 | -               | 10,616          | -                    | -            | 10,616   |
| Other comprehensive income                                          | -                  | -                | -                 | -               | -               | 716                  | -            | 716      |
| accumulated other comprehensive income due to statutory tax Changes | -                  | -                | -                 | -               | 76              | (76 )                | -            | -        |
| Cash dividend declared, \$.15 per common share                      | -                  | -                | -                 | -               | (1,448 )        | -                    | -            | (1,448 ) |
| Issuance of common Shares                                           | 2,013              | -                | -                 | 56,350          | -               | -                    | -            | 58,363   |
| Costs associated with capital raise                                 | -                  | -                | -                 | (3,092 )        | -               | -                    | -            | (3,092 ) |
| Repurchase of restricted stock for payment of taxes                 | (12 )              | -                | -                 | (318 )          | -               | -                    | -            | (330 )   |
| Grant of restricted Stock                                           | 84                 | -                | -                 | (84 )           | -               | -                    | -            | -        |
| Compensation cost on restricted stock                               | -                  | -                | -                 | 867             | -               | -                    | -            | 867      |

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

(\$ In Thousands)

Continued:

|                                                               |               |                  |                 |                   |                 |                      | <b>Accumulated</b> |    |              |
|---------------------------------------------------------------|---------------|------------------|-----------------|-------------------|-----------------|----------------------|--------------------|----|--------------|
|                                                               | <b>Common</b> | <b>Preferred</b> | <b>Stock</b>    | <b>Additional</b> | <b>Retained</b> | <b>Other</b>         | <b>Treasury</b>    |    |              |
|                                                               | <b>Stock</b>  | <b>Stock</b>     | <b>Warrants</b> | <b>Paid-in</b>    | <b>Earnings</b> | <b>Comprehensive</b> | <b>Stock</b>       |    | <b>Total</b> |
|                                                               |               |                  |                 | <b>Capital</b>    |                 | <b>Income</b>        |                    |    |              |
|                                                               |               |                  |                 |                   |                 | <b>(Loss)</b>        |                    |    |              |
| Issuance of shares for GCCB acquisition                       | 90            | -                | -               | 2,159             | -               | -                    | -                  | -  | 2,249        |
| Balance, December 31, 2017                                    | \$ 11,193     | \$ -             | \$ -            | \$ 158,456        | \$ 53,721       | \$ (438)             | \$ (464)           | \$ | \$ 222,468   |
| Net income, 2018                                              | -             | -                | -               | -                 | 21,225          | -                    | -                  | -  | 21,225       |
| Other comprehensive income                                    | -             | -                | -               | -                 | -               | (1,358)              | -                  | -  | (1,358)      |
| Dividend on common stock, \$0.20 per share                    | -             | -                | -               | -                 | (2,600)         | -                    | -                  | -  | (2,600)      |
| Issuance of 1,134,010 common shares for Southwest acquisition | 1,134         | -                | -               | 34,871            | -               | -                    | -                  | -  | 36,005       |
| Issuance of 726,461 common shares for Sunshine acquisition    | 726           | -                | -               | 22,702            | -               | -                    | -                  | -  | 23,428       |

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2018, 2017, AND 2016**

(\$ In Thousands)

Continued:

|                                                         | Common<br>Stock | Preferred<br>Stock | Stock<br>Warrants | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income<br>(Loss) | Treasury<br>Stock | Total      |
|---------------------------------------------------------|-----------------|--------------------|-------------------|----------------------------------|----------------------|-----------------------------------------------------------|-------------------|------------|
| Issuance of 1,763,042 common shares for FMB acquisition | 1,763           | -                  | -                 | 61,777                           | -                    | -                                                         | -                 | 63,540     |
| Restricted stock Grants                                 | 61              | -                  | -                 | (61 )                            | -                    | -                                                         | -                 | -          |
| Restricted stock grants forfeited                       | (19 )           | -                  | -                 | 19                               | -                    | -                                                         | -                 | -          |
| Expenses associated with common stock issuance          | -               | -                  | -                 | (237 )                           | -                    | -                                                         | -                 | (237 )     |
| Compensation expense                                    | -               | -                  | -                 | 1,154                            | -                    | -                                                         | -                 | 1,154      |
| ASU 2016-01 implementation                              | -               | -                  | -                 | -                                | (348 )               | -                                                         | -                 | (348 )     |
| Repurchase of restricted stock for payment of taxes     | (1 )            | -                  | -                 | (22 )                            | -                    | -                                                         | -                 | (23 )      |
| Balance, December 31, 2018                              | \$ 14,857       | \$ -               | \$ -              | \$ 278,659                       | \$ 71,998            | \$ (1,796 )                                               | \$ (464 )         | \$ 363,254 |

The accompanying notes are an integral part of these statements.

**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016**

| (\$ in thousands)                                                                 | 2018     | 2017      | 2016      |
|-----------------------------------------------------------------------------------|----------|-----------|-----------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                                       |          |           |           |
| Net income                                                                        | \$21,225 | \$10,616  | \$10,119  |
| Adjustments to reconcile net income to net cash provided by operating activities: |          |           |           |
| Depreciation and amortization                                                     | 4,300    | 2,902     | 2,302     |
| FHLB Stock dividends                                                              | (97 )    | (54 )     | (38 )     |
| Provision for loan losses                                                         | 2,120    | 506       | 625       |
| Deferred income taxes                                                             | 2,523    | 6,446     | (10 )     |
| Restricted stock expense                                                          | 1,154    | 866       | 772       |
| Increase in cash value of life insurance                                          | (937 )   | (739 )    | (529 )    |
| Amortization and accretion, net, related to acquisitions                          | (680 )   | 1,737     | 630       |
| Loss/ (Gain) on sale of land/bank premises/<br>equipment                          | 137      | 22        | 52        |
| Securities (gain)/losses                                                          | (334 )   | 16        | (126 )    |
| Loss on sale/writedown of other real estate                                       | 342      | 892       | 244       |
| Changes in:                                                                       |          |           |           |
| Loans held for sale                                                               | 6        | 1,170     | (2,005 )  |
| Interest receivable                                                               | (671 )   | (715 )    | (405 )    |
| Other assets                                                                      | 2,401    | 1,838     | (3,554 )  |
| Interest payable                                                                  | 144      | 30        | 60        |
| Other liabilities                                                                 | (133 )   | (3,935 )  | (121 )    |
| Net cash provided by operating activities                                         | 31,500   | 21,598    | 8,016     |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES</b>                                       |          |           |           |
| Purchases of available-for-sale securities                                        | (66,350) | (89,196 ) | (53,403 ) |
| Purchases of other securities                                                     | (8,644 ) | (2,891 )  | (1,433 )  |
| Proceeds from maturities and calls of available-for-sale securities               | 61,587   | 57,996    | 45,297    |
| Proceeds from maturities and calls of held-to-maturity securities                 | -        | -         | 1,094     |
| Proceeds from sales of securities available-for-sale                              | 40,289   | 7,731     | 250       |
| Proceeds from redemption of other securities                                      | 5,714    | 682       | 3,013     |
| Increase in loans                                                                 | (81,193) | (121,437) | (98,561 ) |
| Net additions to premises and equipment                                           | (4,057 ) | (4,675 )  | (2,707 )  |
| Purchase of bank owned life insurance                                             | -        | (469 )    | (5,850 )  |
| Proceeds from sale of other real estate owned                                     | 1,396    | 6,946     | 1,561     |
| Cash received (paid) in excess of cash paid for acquisition                       | 42,450   | 3,910     | -         |
| Net cash used in investing activities                                             | (8,808 ) | (141,403) | (110,739) |

The accompanying notes are an integral part of these statements.



**THE FIRST BANCSHARES, INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS****YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016**

Continued:

|                                                      | 2018       | 2017      | 2016      |
|------------------------------------------------------|------------|-----------|-----------|
| <b>CASH FLOWS FROM FINANCING ACTIVITIES</b>          |            |           |           |
| Increase in deposits                                 | 46,224     | 75,916    | 122,496   |
| Proceeds from borrowed funds                         | 105,000    | 198,800   | 252,000   |
| Repayment of borrowed funds                          | (168,680)  | (173,633) | (293,321) |
| Dividends paid on common stock                       | (2,557 )   | (1,416 )  | (783 )    |
| Dividends paid on preferred stock                    | -          | -         | (452 )    |
| Net proceeds from issuance of stock                  | (237 )     | 55,271    | 59,744    |
| Repayment of CDCI Preferred shares                   | -          | -         | (15,925 ) |
| Repurchase of restricted stock for payment of taxes  | (23 )      | (330 )    | (176 )    |
| Repayment of repurchase agreement                    | -          | (5,000 )  | -         |
| Issuance of subordinated debt, net                   | 64,766     | -         | -         |
| Net cash provided by financing activities            | 44,493     | 149,608   | 123,583   |
| Net increase (decrease) in cash and cash equivalents | 67,185     | 29,803    | 20,860    |
| Cash and cash equivalents at beginning of year       | 91,922     | 62,119    | 41,259    |
| Cash and cash equivalents at end of year             | \$ 159,107 | \$ 91,922 | \$ 62,119 |

## Supplemental disclosures:

## Cash paid during the year for:

|                              |           |          |          |
|------------------------------|-----------|----------|----------|
| Interest                     | \$ 10,982 | \$ 7,054 | \$ 4,255 |
| Income taxes, net of refunds | 2,120     | 354      | 4,726    |

## Non-cash activities:

|                                                                       |        |       |       |
|-----------------------------------------------------------------------|--------|-------|-------|
| Transfers of loans to other real estate                               | 1,528  | 1,000 | 4,723 |
| Issuance of restricted stock grants                                   | 61     | 84    | 61    |
| Stock issued in connection with Gulf Coast Community Bank acquisition | -      | 2,249 | -     |
| Stock issued in connection with Southwest acquisition                 | 36,005 | -     | -     |
| Stock issued in connection with Sunshine acquisition                  | 23,428 | -     | -     |
| Stock issued in connection with FMB acquisition                       | 63,540 | -     | -     |
| Dividends on restricted stock grants                                  | 43     | 33    | 32    |

The accompanying notes are an integral part of these statements.





**THE FIRST BANCSHARES, INC.**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

***NOTE A - NATURE OF BUSINESS***

The First Bancshares, Inc. (the “Company”) is a bank holding company whose business is primarily conducted by its wholly-owned subsidiary, The First, A National Banking Association (the “Bank”). The Bank provides a full range of banking services in its primary market area of Mississippi, Louisiana, Alabama, Florida and Georgia. The Company is regulated by the Federal Reserve Bank. Its subsidiary bank is subject to the regulation of the Office of the Comptroller of the Currency (OCC).

The principal products produced and services rendered by the Company and are as follows:

**Commercial Banking** – The Company provides a full range of commercial banking services to corporations and other business customers. Loans are provided for a variety of general corporate purposes, including financing for commercial and industrial projects, income producing commercial real estate, owner-occupied real estate and construction and land development. The Company also provides deposit services, including checking, savings and money market accounts and certificate of deposit as well as treasury management services.

**Consumer Banking** – The Company provides mortgage banking services to consumers, including checking, savings and money market accounts as well as certificate of deposit and individual retirement accounts. In addition, the Company provides consumers with installment and real estate loans and lines of credit.

**Mortgage Banking** – The Company provides residential mortgage banking services, including construction financing, for conventional and government insured home loans to be sold in the secondary market.

***NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES***

The Company and the Bank follow accounting principles generally accepted in the United States of America including, where applicable, general practices within the banking industry.

### ***1. Principles of Consolidation***

The consolidated financial statements include the accounts of the Company and the Bank. All significant intercompany accounts and transactions have been eliminated.

### ***2. Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, acquisition accounting, intangible assets, and deferred tax assets.

### ***3. Cash and Due From Banks***

Included in cash and due from banks are legal reserve requirements which must be maintained on an average basis in the form of cash and balances due from the Federal Reserve. The reserve balance varies depending upon the types and amounts of deposits. At December 31, 2018, the required reserve balance on deposit with the Federal Reserve Bank was approximately \$30.9 million.

#### *4. Debt Securities*

Investments in securities are accounted for as follows:

##### *Available-for-Sale Securities*

Securities classified as available-for-sale are those securities that are intended to be held for an indefinite period of time, but not necessarily to maturity. Any decision to sell a security classified as available-for-sale would be based on various factors, including movements in interest rates, liquidity needs, security risk assessments, changes in the mix of assets and liabilities and other similar factors. These securities are carried at their estimated fair value, and the net unrealized gain or loss is reported net of tax, as component of accumulated other comprehensive income (loss) in stockholders' equity, until realized. Premiums and discounts are recognized in interest income using the interest method. Gains and losses on the sale of available-for-sale securities are determined using the adjusted cost of the specific security sold.

##### *Securities to be Held-to-Maturity*

Securities classified as held-to-maturity are those securities for which there is a positive intent and ability to hold to maturity. These securities are carried at cost adjusted for amortization of premiums and accretion of discounts, computed by the interest method.

##### *Trading Account Securities*

Trading account securities are those securities which are held for the purpose of selling them at a profit. There were no trading account securities on hand at December 31, 2018, 2017 and 2016.

##### *Equity Securities*

Equity securities are carried at fair value, with changes in fair value reported in net income. Equity securities without readily determinable fair values are carried at cost, minus impairment, if any, plus or minus changes resulting from

observable price changes in orderly transactions for the identical or a similar investment.

#### *Other Securities*

Other securities are carried at cost and are restricted in marketability. Other securities consist of investments in the Federal Home Loan Bank (FHLB), Federal Reserve Bank and First National Bankers' Bankshares, Inc. Management reviews for impairment based on the ultimate recoverability of the cost basis.

Shares of Federal Home Loan Bank (FHLB), Federal Reserve Bank and First National Bankers' Bankshares, Inc. common stock are equity securities that do not have a readily determinable fair value because their ownership is restricted and lacks marketability. The common stock is carried at cost and evaluated for impairment. The Company's investment in member bank stock is included in other securities in the accompanying consolidated balance sheets. Management reviews for impairment based on the ultimate recoverability of the cost basis. No other-than-temporary impairment was noted for the years ended December 31, 2018, 2017 and 2016.

#### *Interest Income*

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

On January 1, 2018, the Company adopted the new accounting standard for Financial Instruments, which requires investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with the changes in fair value recognized in net income. The adoption of this guidance resulted in a \$348 thousand decrease to retained earnings.

*Other-than-Temporary Impairment (“OTTI”)*

Management evaluates investment securities for other-than-temporary impairment on a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) other-than-temporary impairment (OTTI) related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

***5. Loans held for sale***

The Bank originates fixed rate single family, residential first mortgage loans on a presold basis. The Bank issues a rate lock commitment to a customer and concurrently “locks in” with a secondary market investor under a best efforts delivery mechanism. Such loans are sold without the mortgage servicing rights being retained by the Bank. The terms of the loan are dictated by the secondary investors and are transferred within several weeks of the Bank initially funding the loan. The Bank recognizes certain origination fees and service release fees upon the sale, which are included in other income on loans in the consolidated statements of income. Between the initial funding of the loans by the Bank and the subsequent purchase by the investor, the Bank carries the loans held for sale at the lower of cost or fair value in the aggregate as determined by the outstanding commitments from investors.

***6. Loans***

Loans are carried at the principal amount outstanding, net of the allowance for loan losses. Interest income on loans is recognized based on the principal balance outstanding and the stated rate of the loan. Loan origination fees and certain direct origination costs are deferred and recognized as an adjustment of the related loan yield using the interest method.

A loan is considered impaired, in accordance with the impairment accounting guidance of Accounting Standards Codification (ASC) Section 310-10-35, *Receivables, Subsequent Measurement*, when, based upon current events and information, it is probable that the scheduled payments of principal and interest will not be collected in accordance with the contractual terms of the loan agreement. Factors considered by management in determining impairment

include payment status, collateral values, and the probability of collecting scheduled payments of principal and interest when due. Generally, impairment is measured on a loan by loan basis using the fair value of the supporting collateral.

Loans are generally placed on a non-accrual status, and the accrual of interest on such loan is discontinued, when principal or interest is past due ninety days or when specifically determined to be impaired unless the loan is well-secured and in the process of collection. When a loan is placed on non-accrual status, interest accrued but not received is generally reversed against interest income. If collectability is in doubt, cash receipts on non-accrual loans are used to reduce principal rather than recorded in interest income. Past due status is determined based upon contractual terms. Loans are returned to accrual status when the obligation is brought current or has performed in accordance with the contractual terms for a reasonable period of time and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

### ***7. Allowance for Loan Losses***

The allowance for loan losses is a valuation allowance reserved for probable incurred credit losses. A charge is taken against the allowance for loan losses when management believes the collectability of the loan principal is confirmed to be unlikely. Subsequent recoveries, if any, are credited back to the allowance. Management evaluates the adequacy of the allowance for loan losses on a regular basis. These evaluations are based upon a periodic review of the historical loan loss experience, the nature and value of the loan portfolio, underlying collateral values, internal and independent loan reviews, and prevailing economic conditions. In addition, the OCC, as a part of the regulatory examination process, reviews the loan portfolio and the allowance for loan losses and may require changes in the allowance based upon information available at the time of the examination.

The allowance consists of two components, a reserve for general pool (or formula pool) loans that are collectively evaluated for impairment, and a reserve for loans individually evaluated for impairment based on expected loan specific losses. These components represent an estimation performed pursuant to either ASC Topic 450, *Contingencies*, or ASC Subtopic 310-10, *Receivables*. Loans individually evaluated for specific impairment are loans where management has determined that all amounts due according to the contractual terms of the loan agreement are unable to be collected. Loans that are considered to be troubled debt restructurings (TDRs) are individually evaluated for specific impairment as well. Factors considered in determining impairment include the present value of estimated future cash flows when there is a possibility of collecting principal and interest payments as scheduled, or by using the fair value less liquidation costs of collateral if it is expected that this is the only future possibility of repayment. The general pool (or formula pool) loan impairment is calculated using the Bank's actual loan loss history segregated by portfolio segment grouping together loans with similar risk characteristics. The four major segments or "bands" are Commercial Real Estate, Commercial Non-Real Estate, Consumer Real Estate, and Consumer Non-Real Estate. These loss factors are also supplemented with other qualitative and economic factors including but not limited to current local and national economic conditions, changes in lending policies/management/staff, changes in credit concentrations, as well as trends in the volume and size of loans.

The Bank also has acquired loan portfolios accounted for under the acquisition method of accounting. Within these portfolios are purchased credit impaired loans accounted for under ASC Topic 310-30. Impairment may be determined specifically at an individual loan level, or estimated on various pools of loans having common risk characteristics.

#### ***8. Purchased Credit Impaired Loans ("PCI")***

The Company purchases individual loans and groups of loans, some of which have shown evidence of credit deterioration since origination. These purchased credit impaired loans are recorded at the amount paid, such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses.

Such purchased credit impaired loans are accounted for individually or aggregated into pools of loans based on common risk characteristics such as credit score, loan type, and date of origination. The Company estimates the amount and timing of expected cash flows for each loan or pool, and the expected cash flows in excess of amount paid is recorded as interest income over the remaining life of the loan or pool (accretable yield). The excess of the loan's or pool's contractual principal and interest over expected cash flows is not recorded (nonaccretable difference).

Over the life of the loan or pool, expected cash flows continue to be estimated. If the present value of expected cash flows is less than the carrying amount, a loss is recorded as a provision for loan losses. If the present value of expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

### ***9. Premises and Equipment***

Premises and equipment are stated at cost, less accumulated depreciation. The depreciation policy is to provide for depreciation over the estimated useful lives of the assets using the straight-line method. Repairs and maintenance expenditures are charged to operating expenses; major expenditures for renewals and betterments are capitalized and depreciated over their estimated useful lives. Upon retirement, sale, or other disposition of property and equipment, the cost and accumulated depreciation are eliminated from the accounts, and any gains or losses are included in operations. Building and related components are depreciated using the straight-line method with useful lives ranging from 10 to 39 years. Furniture, fixtures and equipment are depreciated using the straight-line (or accelerated) method with useful lives ranging from 3 to 10 years.

### ***10. Other Real Estate Owned***

Other real estate owned consists of properties acquired through foreclosure and, as held for sale property, are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or through similar legal agreement. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operation costs after acquisition are expensed. Any write-down to fair value required at the time of foreclosure is charged to the allowance for loan losses. Subsequent gains or losses on other real estate are reported in other operating income or expenses. At December 31, 2018 and 2017, other real estate owned totaled \$10.9 million and \$7.2 million, respectively.



**11. Goodwill and Other Intangible Assets**

Goodwill totaled \$89.8 million and \$20.0 million for the years ended December 31, 2018, and 2017, respectively.

Goodwill totaling \$69.8 million was recorded during the year ended December 31, 2018, as a result of the acquisitions of First Community Bank, Sunshine Community Bank and Famers and Merchants Bank. See Note C – Business Combinations to these consolidated financial statements for additional information on the acquisitions during 2018.

The Company performed the required annual impairment tests of goodwill and other intangibles as of December 1, 2018. The Company’s annual impairment test did not indicate impairment as of the testing date, and subsequent to that date, management is not aware of any events or changes in circumstances since the impairment test that would indicate that goodwill or other intangibles might be impaired.

The Company’s acquisition method recognized intangible assets, which are subject to amortization, and included in other assets in the accompanying consolidated balance sheets, are core deposit intangibles, amortized on a straight-line basis, over a 10 year average life. The definite-lived intangible assets had the following carrying values at December 31, 2018 and 2017:

| (\$ in thousands)        | 2018                        |                             | Net<br>Carrying<br>Amount |
|--------------------------|-----------------------------|-----------------------------|---------------------------|
|                          | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization |                           |
| Core deposit intangibles | \$27,752                    | \$ (4,586)                  | ) \$ 23,166               |
|                          | 2017                        |                             |                           |
|                          | Gross<br>Carrying<br>Amount | Accumulated<br>Amortization | Net<br>Carrying<br>Amount |
| Core deposit intangibles | \$7,640                     | \$ (2,930)                  | ) \$ 4,710                |

The related amortization expense of business combination related intangible assets is as follows:

| (\$ in thousands)                                               |  | Amount   |
|-----------------------------------------------------------------|--|----------|
| Aggregate amortization expense for the year ended December 31:  |  |          |
| 2016                                                            |  | \$ 383   |
| 2017                                                            |  | 664      |
| 2018                                                            |  | 1,656    |
|                                                                 |  |          |
|                                                                 |  | Amount   |
| Estimated amortization expense for the year ending December 31: |  |          |
| 2019                                                            |  | \$2,706  |
| 2020                                                            |  | 2,706    |
| 2021                                                            |  | 2,636    |
| 2022                                                            |  | 2,466    |
| 2023                                                            |  | 2,420    |
| Thereafter                                                      |  | 10,232   |
|                                                                 |  | \$23,166 |

### ***12. Other Assets and Cash Surrender Value***

The Company invests in bank owned life insurance (BOLI). BOLI involves the purchase of life insurance by the Company on a chosen group of employees. The Company is the owner of the policies and, accordingly, the cash surrender value of the policies is reported as an asset, and increases in cash surrender values are reported as income.

### ***13. Other Liabilities***

Financing costs related to the issuance of junior subordinated debentures are being amortized over the life of the instruments and are included in other liabilities.

### ***14. Restricted Stock***

The Company accounts for stock based compensation in accordance with ASC Topic 718, *Compensation - Stock Compensation*. Compensation cost is recognized for all restricted stock granted based on the weighted average fair value stock price at the grant date.

### ***15. Income Taxes***

The Company and its subsidiary file consolidated income tax returns. The subsidiary provides for income taxes on a separate return basis and remits to the Company amounts determined to be payable.

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently payable plus deferred taxes related primarily to differences between the bases of assets and liabilities as measured by income tax laws and their bases as reported in the financial statements. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled.

ASC Topic 740, *Income Taxes*, provides guidance on financial statement recognition and measurement of tax positions taken, or expected to be taken, in tax returns. ASC Topic 740 requires an evaluation of tax positions to determine if the tax positions will more likely than not be sustainable upon examination by the appropriate taxing authority. The Company, at December 31, 2018 and 2017, had no uncertain tax positions that qualify for either recognition or disclosure in the financial statements.

***16. Advertising Costs***

Advertising costs are expensed in the period in which they are incurred. Advertising expense for the years ended December 31, 2018, 2017 and 2016, was \$382 thousand, \$336 thousand, and \$402 thousand, respectively.

***17. Statements of Cash Flows***

For purposes of reporting cash flows, cash and cash equivalents include cash, amounts due from banks, interest-bearing deposits with banks and federal funds sold. Generally, federal funds are sold for a one to seven day period.

**18. Off-Balance Sheet Financial Instruments**

In the ordinary course of business, the subsidiary bank enters into off-balance sheet financial instruments consisting of commitments to extend credit, credit card lines and standby letters of credit. Such financial instruments are recorded in the financial statements when they are exercised.

**19. Earnings Applicable to Common Stockholders**

Per share amounts are presented in accordance with ASC Topic 260, *Earnings Per Share*. Under ASC Topic 260, two per share amounts are considered and presented, if applicable. Basic per share data is calculated based on the weighted-average number of common shares outstanding during the reporting period. Diluted per share data includes any dilution from securities that may be converted into common stock, such as outstanding restricted stock.

The following tables disclose the reconciliation of the numerators and denominators of the basic and diluted computations applicable to common stockholders (\$ in thousands, except per share amount):

| For the Year Ended December 31, 2018 |                    |                         |                  |
|--------------------------------------|--------------------|-------------------------|------------------|
|                                      | <b>Net</b>         | <b>Weighted Average</b> |                  |
|                                      | <b>Income</b>      | <b>Shares</b>           | <b>Per Share</b> |
|                                      | <b>(Numerator)</b> | <b>(Denominator)</b>    | <b>Amount</b>    |
| Basic per common Share               | \$ 21,225          | 12,986                  | \$ 1.63          |
| Effect of dilutive shares:           |                    |                         |                  |
| Restricted Stock                     |                    | 108                     |                  |
|                                      | \$ 21,225          | 13,094                  | \$ 1.62          |
| For the Year Ended December 31, 2017 |                    |                         |                  |
|                                      | <b>Net</b>         | <b>Weighted Average</b> |                  |
|                                      | <b>Income</b>      | <b>Shares</b>           | <b>Per Share</b> |
|                                      | <b>(Numerator)</b> | <b>(Denominator)</b>    | <b>Amount</b>    |
| Basic per common Share               | \$ 10,616          | 9,484                   | \$ 1.12          |
| Effect of dilutive shares:           |                    |                         |                  |
| Restricted Stock                     |                    | 77                      |                  |

|           |       |         |
|-----------|-------|---------|
| \$ 10,616 | 9,561 | \$ 1.11 |
|-----------|-------|---------|

| For the Year Ended December 31, 2016 |                    |                         |                  |
|--------------------------------------|--------------------|-------------------------|------------------|
|                                      | <b>Net</b>         | <b>Weighted Average</b> |                  |
|                                      | <b>Income</b>      | <b>Shares</b>           | <b>Per Share</b> |
|                                      | <b>(Numerator)</b> | <b>(Denominator)</b>    | <b>Amount</b>    |
| Basic per common share               | \$ 9,666           | 5,435                   | \$ 1.78          |
| Convertible Preferred dividend       | 134                |                         |                  |
| Effect of dilutive shares:           |                    |                         |                  |
| Convertible Preferred, Series E      |                    | 742                     |                  |
| Restricted Stock                     |                    | 82                      |                  |
|                                      | \$ 9,800           | 6,259                   | \$ 1.57          |

The diluted per share amounts were computed by applying the treasury stock method.

## ***20. Mergers and Acquisitions***

Business combinations are accounted for under ASC 805, “*Business Combinations*”, using the acquisition method of accounting. The acquisition method of accounting requires an acquirer to recognize the assets acquired and the liabilities assumed at the acquisition date measured at their fair values as of that date. To determine the fair values, the Company relies on third party valuations, such as appraisals, or internal valuations based on discounted cash flow analyses or other valuation techniques. Under the acquisition method of accounting, the Company identifies the acquirer and the closing date and applies applicable recognition principles and conditions. Acquisition-related costs are costs the Company incurs to effect a business combination. Those costs include advisory, legal, accounting, valuation, and other professional or consulting fees. Some other examples of costs to the Company include systems conversion, integration planning consultants and advertising costs. The Company accounts for acquisition-related costs as expenses in the periods in which the costs are incurred and the services are received, with one exception. The costs to issue debt or equity securities is recognized in accordance with other applicable GAAP. These acquisition-related costs have been and will be included within the Consolidated Statements of Income classified within the non-interest expense caption.

## ***21. Investment in Limited Partnership***

The Company invested \$4.4 million in a limited partnership that provides low-income housing. The Company is not the general partner and does not have controlling ownership. The carrying value of the Company’s investment in the limited partnership was \$3.4 million at December 31, 2018 and \$3.8 million at December 31, 2017, net of amortization, using the proportional method and is reported in other assets on the Consolidated Balance Sheets. The Company’s maximum exposure to loss is limited to the carrying value of its investment. The Company received \$481 thousand in low-income housing tax credits during 2018, \$481 thousand in 2017 and \$160 thousand in 2016.

***22. Reclassifications***

Certain reclassifications have been made to the 2017 and 2016 financial statements to conform with the classifications used in 2018. These reclassifications did not impact the Company's consolidated financial condition or results of operations.



### ***23. Accounting Pronouncements***

In August 2018, the FASB issued ASU No. 2018-13, *Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement*. ASU 2018-11 eliminates, adds and modifies certain disclosure requirements for fair value measurements. Among the changes, entities will no longer be required to disclose the amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy, but will be required to disclose the range and weighted average used to develop significant unobservable inputs for Level 3 fair value measurements. ASU 2018-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted. Entities are also allowed to elect for early adoption the eliminated or modified disclosure requirements and delay adoption of the new disclosure requirements until their effective date. The revised disclosure requirements will not have a material impact on the Company's Consolidated Financial Statements.

In June 2018, the FASB issued ASU No. 2018-07, *Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting*. ASU 2018-07 has been issued as part of a simplification initiative which will expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from non-employees and expands the scope through the amendments to address and improve aspects of the accounting for non-employee share-based payment transactions. The amendments will be effective for interim and annual reporting periods beginning after December 15, 2018. The Company is currently evaluating the provisions of ASU 2018-07 to determine the potential impact the new standard will have on its Consolidated Financial Statements.

In January 2016, the FASB issued ASU No. 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*. This ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments by making targeted improvements to GAAP as follows: (1) require equity investments (except those accounted for under the equity method of accounting for those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; however, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment, if any, plus or minus changes resulting from observable price changes in orderly transactions for the identical or a similar investment of the same issuer; (2) simplify the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; when a qualitative assessment indicates that impairment exists, an entity is required to measure the investment at fair value; (3) eliminate the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (4) eliminate the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (5) require public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (6) require an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (7) require separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (8) clarify that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. ASU 2016-01 is effective for interim and annual reporting periods beginning after December 15, 2017.

Starting with the first quarter of 2018, the Company began using an exit price notion when measuring the fair value of its loan portfolio, excluding loans held for sale, for disclosure purposes. The Company's investment in member banks stock, which are equity securities that do not have readily determinable fair values, are not within the scope of ASU 2016-01. See Note B. 4 – Equity Securities for information pertaining to the Company's investment in member banks and the impact of adoption of this standard. The new guidance did not materially impact the Company's Consolidated Financial Statements.

In February, 2018, the FASB issued ASU No. 2018-02, *Income Statement - Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income*. ASU No. 2018-02 allows for the reclassification from other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (the Act). ASU 2018-02 also allows an accounting policy election to reclassify other stranded tax effects that relate to the Act but are not directly related to the change in federal tax rate. ASU 2018-02 is effective in the first quarter of 2019. Early adoption is permitted for reporting periods for which financial statements have not yet been issued. The Company adopted ASU 2018-02 in the fourth quarter of 2017 by retrospective application. Upon adoption, the Company made a policy election to reclassify stranded tax effects of approximately \$76 thousand from Accumulated Other Comprehensive Income to retained earnings using the specific identification method.

In May 2017, the FASB issued ASU No. 2017-09, “*Stock Compensation, Scope of Modification Accounting*.” ASU 2017-09 clarifies when changes to the terms of conditions of a share-based payment award must be accounted for as modifications. Companies will apply the modification accounting guidance if any change in the value, vesting conditions or classification of the award occurs. The guidance reduces diversity in practice and result in fewer changes to the terms of an award being accounted for as modifications, as the guidance allows companies to make certain non-substantive changes to awards without accounting for them as modifications. It does not change the accounting for modifications. ASU 2017-09 is effective for interim and annual reporting periods beginning after December 15, 2017. ASU 2017-09 did not have a material impact on the Company’s Consolidated Financial Statements.

In March 2017, the FASB issued ASU No. 2017-08, “*Premium Amortization on Purchased Callable Debt Securities*.” ASU 2017-08 shortens the amortization period for the premium on certain purchased callable debt securities to the earliest call date. Currently, entities generally amortize the premium as an adjustment of yield over the contractual life of the security. ASU 2017-08 does not change the accounting for purchased callable debt securities held at a discount as the discount will continue to be accreted to maturity. ASU 2017-08 is effective for interim and annual reporting periods beginning after December 15, 2018; early adoption is permitted. The guidance calls for a modified retrospective transition approach under which a cumulative-effect adjustment will be made to retained earnings as of the beginning of the first reporting period in which ASU 2017-08 is adopted. As of December 31, 2018, the Company’s total unamortized premium for purchased debt securities related to ASU 2017-08 was immaterial. ASU 2017-08 did not have a material impact on the Company’s Consolidated Financial Statements.

In January 2017, the FASB issued ASU No. 2017-04, “*Simplifying the Test for Goodwill Impairment*.” ASU 2017-04 removes Step 2 of the goodwill impairment test, which requires a hypothetical purchase price allocation. Under the amended guidance, a goodwill impairment charge will now be recognized for the amount by which the carrying value of a reporting unit exceeds its fair value, not to exceed the carrying amount of goodwill. This guidance is effective for interim and annual periods beginning after December 15, 2019, with early adoption permitted for any impairment tests performed after January 1, 2017. The Company is currently assessing the impact of ASU 2017-04 on its Consolidated Financial Statements.

In August 2016, the FASB issued ASU No. 2016-15, "*Classification of Certain Cash Receipts and Cash Payments.*" ASU 2016-15 included specific guidance on how to classify certain transactions in the statement of cash flows and reduced diversity in practice in how eight particular transactions are classified in the statement of cash flows. ASU 2016-15 is effective for interim and annual reporting periods beginning after December 15, 2017. Entities were required to apply the guidance retrospectively unless it would have been impracticable to do, in which case the amendments could have been applied prospectively. The Company applied the guidance retrospectively. As this guidance only affects the classification within the statement of cash flows, ASU 2016-15 did not have a material impact on the Company's Consolidated Financial Statements.

In June 2016, the Financial Accounting Standards Board (FASB) issued ASU No. 2016-13, “*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*”. ASU 2016-13 requires a new impairment model known as the current expected credit loss (“CECL”) which significantly changes the way impairment of financial instruments is recognized by requiring immediate recognition of estimated credit losses expected to occur over the remaining life of financial instruments. The main provisions of ASU 2016-13 include (1) replacing the “incurred loss” approach under current GAAP with an “expected loss” model for instruments measured at amortized cost, (2) requiring entities to record an allowance for credit losses related to available-for-sale debt securities rather than a direct write-down of the carrying amount of the investments, as is required by the other-than-temporary-impairment model under current GAAP, and (3) a simplified accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted. The Company is currently working with a third party to assess the impact of the adoption of ASU 2016-13 on its Consolidated Financial Statements. While we are currently unable to reasonably estimate the impact of adopting ASU 2016-13, we expect that the impact of adoption could be influenced by the composition, characteristics and quality of our loan portfolio as well as the prevailing economic conditions and forecasts as of the adoption date. As part of our implementation process, we have established a working group that includes individuals from various functional areas that made initial assessments regarding portfolio segmentation, reviewed system requirements, engaged a third party software vendor, and have begun to model expected loss estimates.

In February 2016, the FASB issued ASU No. 2016-02 “*Leases (Topic 842)*.” ASU 2016-02 establishes a right of use model that requires a lessee to record a right of use asset and a lease liability for all leases with terms longer than 12 months. Leases will be classified as either finance or operating with classification affecting the pattern of expense recognition in the income statement. For lessors, the guidance modifies the classification criteria and the accounting for sales-type and direct financing leases. A lease will be treated as a sale if it transfers all of the risks and rewards, as well as control of the underlying asset, to the lessee. If risks and rewards are conveyed without the transfer of control, the lease is treated as a financing. If neither risks and rewards nor control is conveyed, an operating lease results. The amendments are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years for public business entities. Entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements, with certain practical expedients available. Early adoption is permitted. In July 2018, the FASB issued ASU No. 2018-11, *Leases – Targeted Improvements*. ASU 2018-11 provides entities with relief from the costs of implementing certain aspects of ASU 2016-02. Under the amendments in ASU 2018-11 entities may elect not to recast the comparative periods presented when transitioning to the new leasing standard and lessors may elect not to separate lease and non-lease components when certain conditions are met. The amendments have the same effective date as ASU 2016-02, January 1, 2019. We have elected to apply ASU 2016-02 as of the beginning of the period of adoption (January 1, 2019) and will not restate comparative periods. Our operating leases relate primarily to bank branches. Based on our lease portfolio as of December 31, 2018, we anticipate recognizing a lease liability on our balance sheet of approximately \$1.8 million with an offsetting right-of-use asset.

In May 2014, the FASB issued ASU No. 2014-09 “*Revenue from Contracts with Customers (Topic 606)*”, which amended existing guidance related to revenue from contracts with customers. This amendment supersedes and replaces nearly all existing revenue recognition guidance, including industry-specific guidance, establishes a new control based revenue recognition model, changes the basis for deciding when the revenue is recognized over time or

at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, this amendment specifies the accounting for some costs to obtain or fulfill a contract with a customer. These amendments are effective for public business entities for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period. Early application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that period. The amendments allow for one of two transition methods: full retrospective or modified retrospective. The full retrospective approach requires application to all periods presented. The modified retrospective transition requires application to uncompleted contracts at the date of adoption. Periods prior to the date of adoption are not retrospective revised, but a cumulative effect is recognized at the date of initial application on uncompleted contracts. Revenue streams within Other Noninterest Income the Company is evaluating include Service Charges on Deposit Accounts, Interchange Income and Gains/Losses on Sales of OREO. The adoption of ASU 2014-09 did not have a material impact on the consolidated financial statements.

**NOTE C – BUSINESS COMBINATIONS**

The Company accounts for its business combinations using the acquisition method. Acquisition accounting requires the total purchase price to be allocated to the estimated fair values of assets acquired and liabilities assumed, including certain intangible assets that must be recognized. Typically, this allocation results in the purchase price exceeding the fair value of net assets acquired, which is recorded as goodwill. Core deposit intangibles are a measure of the value of checking, money market and savings deposits acquired in business combinations accounted for under the acquisition method. Core deposit intangibles and other identified intangibles with finite useful lives are amortized using the straight-line method over their estimated useful lives of up to ten years. Loans that the Company acquires in connection with acquisitions are recorded at fair value with no carryover of the related allowance for credit losses. Fair value of the loans involves estimating the amount and timing of principal and interest cash flows expected to be collected on the loans and discounting those cash flows at a market rate of interest. The excess or deficit of cash flows expected at acquisition over the estimated fair value is referred to as the accretible discount or amortizable premium and is recognized into interest income over the remaining life of the loan.

Acquisitions

**FMB Financial Corp.**

On November 1, 2018, the Company completed its acquisition of FMB Banking Corporation (“FMB”), and immediately thereafter merged its wholly-owned subsidiary, Farmers & Merchants Bank, with and into The First. The Company paid a total consideration of approximately \$79.5 million to the former FMB shareholders including 1,763,042 shares of the Company’s common stock and approximately \$16.0 million in cash.

In Connection with the acquisition, the Company recorded approximately \$36.4 million of goodwill and \$10.2 million of core deposit intangible. Goodwill is not deductible for income taxes. The core deposit intangible will be amortized to expense over 10 years.

The Company acquired FMB’s \$325.5 million loan portfolio at an estimated fair value discount of \$7.6 million. The discount represents expected credit losses, adjusted for market interest rates and liquidity adjustments.

Expenses associated with the acquisition were \$4.1 million and \$4.2 million for the three and twelve month period ended December 31, 2018, respectively. These costs included system conversion and integrating operations charges,

as well as legal and consulting expenses, which have been expensed as incurred.

The following table summarized the provisional fair values of the assets acquired and liabilities assumed on November 1, 2018:

**(\$ in thousands)**

|                                     |          |
|-------------------------------------|----------|
| Purchase price:                     |          |
| Cash and stock                      | \$79,547 |
| Total purchase price                | 79,547   |
| Identifiable assets:                |          |
| Cash and due from banks             | 28,556   |
| Investments                         | 97,331   |
| Loans                               | 317,909  |
| Bank owned life insurance           | 13,639   |
| Core deposit intangible             | 10,203   |
| Personal and real property          | 15,204   |
| Other assets                        | 2,902    |
| Total assets                        | 485,744  |
| Liabilities and equity:             |          |
| Deposits                            | 431,276  |
| Borrowed funds                      | 5,369    |
| Other liabilities                   | 5,894    |
| Total liabilities                   | 442,539  |
| Net assets acquired                 | 43,205   |
| Goodwill resulting from acquisition | \$36,342 |



The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at December 31, 2018, are as follows (\$ in thousands):

|                               |            |
|-------------------------------|------------|
| Outstanding principal balance | \$ 308,982 |
| Carrying amount               | 301,675    |

Purchased credit impaired loans are detailed in Note E – Loans.

### **Sunshine Financial, Inc.**

On April 1, 2018, the Company completed its acquisition of Sunshine Financial, Inc. (“Sunshine”), and immediately thereafter merged its wholly-owned subsidiary, Sunshine Community Bank, with and into The First. The Company paid a total consideration of \$30.5 million to the former Sunshine shareholders including 726,461 shares of the Company’s common stock and \$7.0 million in cash.

In connection with the acquisition, the Company recorded \$9.5 million of goodwill and \$4.1 million of core deposit intangible. Goodwill is not deductible for income tax purposes. The core deposit intangible will be amortized to expense over 10 years.

The Company acquired Sunshine’s \$173.1 million loan portfolio at an estimated fair value discount of \$4.5 million. The discount represents expected credit losses, adjusted for market interest rates and liquidity adjustments.

Expenses associated with the acquisition were \$94 thousand and \$5.0 million for the three and twelve month period ended December 31, 2018, respectively. These costs included system conversion and integrating operations charges, as well as legal and consulting expenses, which have been expensed as incurred.

The following table summarizes the finalized fair values of the assets acquired and liabilities assumed on April 1, 2018:

| (\$ in thousands) | Measurement |
|-------------------|-------------|
|-------------------|-------------|

|                                     | <b>As Initially<br/>Reported</b> | <b>Period<br/>Adjustments</b> | <b>As Adjusted</b> |
|-------------------------------------|----------------------------------|-------------------------------|--------------------|
| Identifiable assets:                |                                  |                               |                    |
| Cash and due from banks             | \$ 16,099                        | \$ -                          | \$ 16,099          |
| Investments                         | 13,812                           | -                             | 13,812             |
| Loans                               | 170,843                          | (2,000 )                      | 168,843            |
| Bank owned life insurance           | 3,284                            | -                             | 3,284              |
| Core deposit intangible             | 2,831                            | 1,304                         | 4,135              |
| Personal and real property          | 4,121                            | -                             | 4,121              |
| Other assets                        | 2,576                            | 1,195                         | 3,771              |
| Total assets                        | 213,566                          | 499                           | 214,065            |
| Liabilities and equity:             |                                  |                               |                    |
| Deposits                            | 151,973                          | -                             | 151,973            |
| Borrowed funds                      | 38,250                           | -                             | 38,250             |
| Other liabilities                   | 2,920                            | -                             | 2,920              |
| Total liabilities                   | 193,143                          | -                             | 193,143            |
| Net assets acquired                 | 20,423                           | 499                           | 20,922             |
| Consideration paid                  | 30,461                           | -                             | 30,461             |
| Goodwill resulting from Acquisition | \$ 10,038                        | \$ (499 )                     | \$ 9,539           |

Valuation adjustments have been made to loans, other assets, and core deposit intangible since initially reported.

The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at December 31, 2018, are as follows (\$ in thousands):

|                               |            |
|-------------------------------|------------|
| Outstanding principal balance | \$ 161,121 |
| Carrying amount               | 157,483    |

Purchased credit impaired loans are detailed in Note E – Loans.

#### **Southwest Banc Shares, Inc.**

On March 1, 2018, the Company completed its acquisition of Southwest Banc Shares, Inc. (“Southwest”), and immediately thereafter merged its wholly-owned subsidiary, First Community Bank, with and into The First. The Company paid a total consideration of \$60.0 million to the former Southwest shareholders including 1,134,010 shares of the Company’s common stock and \$24.0 million in cash.

In connection with the acquisition, the Company recorded \$23.9 million of goodwill and \$5.8 million of core deposit intangible. Goodwill is not deductible for income tax purposes. The core deposit intangible will be amortized to expense over 10 years.

The Company acquired Southwest’s \$274.7 million loan portfolio at an estimated fair value discount of \$3.5 million. The discount represents expected credit losses, adjusted for market interest rates and liquidity adjustments.

Expenses associated with the acquisition were \$0 thousand and \$4.2 million for the three and twelve month period ended December 31, 2018, respectively. These costs included system conversion and integrating operations charges, as well as legal and consulting expenses, which have been expensed as incurred.

The following table summarizes the finalized fair values of the assets acquired and liabilities assumed on March 1, 2018:

| (\$ in thousands)                   | As Initially<br>Reported | Measurement<br>Period<br>Adjustments | As Adjusted |
|-------------------------------------|--------------------------|--------------------------------------|-------------|
| Identifiable assets:                |                          |                                      |             |
| Cash and due from banks             | \$ 44,836                | \$ -                                 | \$ 44,836   |
| Investments                         | 66,940                   | -                                    | 66,940      |
| Loans                               | 266,307                  | -                                    | 266,307     |
| Bank owned life insurance           | 5,885                    | -                                    | 5,885       |
| Core deposit intangible             | 4,177                    | 1,597                                | 5,774       |
| Personal and real property          | 10,500                   | (206 )                               | 10,294      |
| Other assets                        | 3,226                    | (526 )                               | 2,700       |
| Total assets                        | 401,871                  | 865                                  | 402,736     |
| Liabilities and equity:             |                          |                                      |             |
| Deposits                            | 357,221                  | -                                    | 357,221     |
| Borrowed funds                      | 6,858                    | -                                    | 6,858       |
| Other liabilities                   | 2,561                    | -                                    | 2,561       |
| Total liabilities                   | 366,640                  | -                                    | 366,640     |
| Net assets acquired                 | 35,231                   | -                                    | 36,096      |
| Consideration paid                  | 60,005                   | -                                    | 60,005      |
| Goodwill resulting from Acquisition | \$ 24,774                | \$ (865 )                            | \$ 23,909   |

Valuation adjustments have been made to other assets and core deposit intangible since reported.

The outstanding principal balance and the carrying amount of these loans included in the consolidated balance sheet at December 31, 2018, are as follows (\$ in thousands):

|                               |            |
|-------------------------------|------------|
| Outstanding principal balance | \$ 195,374 |
| Carrying amount               | 193,026    |

Purchased credit impaired loan are detailed in Note E – Loans.

The following table presents certain supplemental pro forma information, for illustrative purposes only, for the years December 31, 2018 and 2017 as if the Southwest Banc Shares, Sunshine Financial and FMB acquisitions had occurred on January 1, 2017. The pro forma financial information is not necessarily indicative of the results of operations had the acquisitions been effective as of this date.

| (\$ in thousands)          | Pro Forma for the Year Ended |             |
|----------------------------|------------------------------|-------------|
|                            | December 31,                 |             |
|                            | 2018                         | 2017        |
|                            | (unaudited)                  | (unaudited) |
| Net interest income        | \$ 107,031                   | \$ 97,450   |
| Non-interest income        | 21,690                       | 21,197      |
| Total revenue              | 128,721                      | 118,647     |
| Income before income taxes | 53,347                       | 37,746      |

Supplemental pro-forma earnings were adjusted to exclude acquisition costs incurred.

### **Iberville Bank**

On January 1, 2017, the Company completed its acquisition of 100% of the common stock of Iberville Bank, Plaquemine, Louisiana, from A. Wilbert's Sons Lumber and Shingle Co. ("Iberville Parent"), and immediately thereafter merged Iberville Bank ("Iberville"), the wholly-owned subsidiary of Iberville Parent, with and into The First. The Company paid a total of \$31.1 million in cash. Approximately \$2.5 million of the purchase price was held in escrow

as contingency for flood-related losses in the loan portfolio incurred due to flooding in Iberville's market area in the fall of 2016. The Company received \$498,207 from the escrow for settlement of flood-related loans. Goodwill at December 31, 2018, reflects the escrow settlement.

In connection with the acquisition, the Company recorded \$5.1 million of goodwill and \$2.7 million of core deposit intangible. The core deposit intangible will be amortized to expense over 10 years.

The Company acquired Iberville's \$149.4 million loan portfolio at an estimated fair value discount of \$0.8 million. The discount represents expected credit losses, adjusted for market interest rates and liquidity adjustments.

### **Gulf Coast Community Bank**

Also on January 1, 2017, the Company completed the merger of Gulf Coast Community Bank ("GCCB"), Pensacola, Florida, with and into The First. The Company issued to GCCB's shareholders shares of the Company's common stock which, for purposes of the GCCB acquisition, were valued through averaging the trading price of the Company's common stock price over a 30 day trading period ending on the fifth business day prior to the closing of the acquisition. Fractional shares were acquired with cash. The consideration totaled approximately \$2.3 million.

In connection with the acquisition, the Company recorded approximately \$1.1 million of goodwill and \$1.0 million of core deposit intangible. The core deposit intangible will be amortized to expense over 10 years.

The Company acquired GCCB's \$91.0 million loan portfolio at a fair value discount of approximately \$2.2 million. The discount represents expected credit losses, adjusted for market interest rates and liquidity adjustments.

Non-credit impaired loans acquired in the acquisitions were accounted for in accordance with ASC 310-20, *Receivables-Nonrefundable Fees and Other Costs*. Purchased credit impaired loans acquired in the Southwest and FMB acquisitions were accounted for in accordance with ASC 310-30 *Accounting for Purchased Loans with Deteriorated Credit Quality*.

#### Recent Acquisitions

See Note U – Subsequent Events for more information on the acquisition of FPB Financial Corp. that closed March 2, 2019.

#### **NOTE D – SECURITIES**

A summary of the amortized cost and estimated fair value of available-for-sale securities and held-to-maturity securities at December 31, 2018 and 2017 follows:

| (\$ in thousands)                                                          | December 31, 2018 |                              |                               | Estimated<br>Fair<br>Value |
|----------------------------------------------------------------------------|-------------------|------------------------------|-------------------------------|----------------------------|
|                                                                            | Amortized<br>Cost | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses |                            |
| Available-for-sale securities:                                             |                   |                              |                               |                            |
| Obligations of U.S. Government<br>Agencies and sponsored entities          | \$ 47,212         | \$ 405                       | \$ 275                        | \$ 47,342                  |
| Tax-exempt and taxable obligations of states and municipal<br>subdivisions | 150,215           | 1,070                        | 1,221                         | 150,064                    |
| Mortgage-backed securities – residential                                   | 250,132           | 727                          | 3,407                         | 247,452                    |

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|                                         |            |          |          |            |
|-----------------------------------------|------------|----------|----------|------------|
| Mortgage-backed securities – commercial | 39,613     | 444      | 39       | 40,018     |
| Corporate obligations                   | 7,518      | 15       | 185      | 7,348      |
|                                         | \$ 494,690 | \$ 2,661 | \$ 5,127 | \$ 492,224 |

Held-to-maturity securities:

|                                                             |          |          |      |          |
|-------------------------------------------------------------|----------|----------|------|----------|
| Taxable obligations of states and<br>municipal subdivisions | \$ 6,000 | \$ 1,028 | \$ - | \$ 7,028 |
|-------------------------------------------------------------|----------|----------|------|----------|



| (\$ in thousands)                                                       | December 31, 2017 |                        |                         |                      |
|-------------------------------------------------------------------------|-------------------|------------------------|-------------------------|----------------------|
|                                                                         | Amortized Cost    | Gross Unrealized Gains | Gross Unrealized Losses | Estimated Fair Value |
| Available-for-sale securities:                                          |                   |                        |                         |                      |
| Obligations of U.S. Government Agencies                                 | \$4,996           | \$ -                   | \$ 4                    | \$4,992              |
| Tax-exempt and taxable obligations of states and municipal subdivisions | 137,281           | 2,028                  | 725                     | 138,584              |
| Mortgage-backed securities                                              | 197,347           | 785                    | 1,554                   | 196,578              |
| Corporate obligations                                                   | 16,599            | 21                     | 801                     | 15,819               |
| Other                                                                   | 1,255             | -                      | 335                     | 920                  |
|                                                                         | \$357,478         | \$ 2,834               | \$ 3,419                | \$ 356,893           |
| Held-to-maturity securities:                                            |                   |                        |                         |                      |
| Taxable obligations of states and municipal subdivisions                | \$6,000           | \$ 1,398               | \$ -                    | \$ 7,398             |

The scheduled maturities of securities at December 31, 2018, were as follows (\$ in thousands):

|                                        | Available-for-Sale |                      | Held-to-Maturity |                      |
|----------------------------------------|--------------------|----------------------|------------------|----------------------|
|                                        | Amortized Cost     | Estimated Fair Value | Amortized Cost   | Estimated Fair Value |
| Due less than one year                 | \$19,825           | \$19,794             | \$ -             | \$ -                 |
| Due after one year through five years  | 64,933             | 64,925               | -                | -                    |
| Due after five years through ten years | 82,455             | 82,687               | 6,000            | 7,028                |
| Due greater than ten years             | 37,732             | 37,348               | -                | -                    |
| Mortgage-backed securities             | 289,745            | 287,470              | -                | -                    |
|                                        | \$494,690          | \$492,224            | \$ 6,000         | \$ 7,208             |

Actual maturities can differ from contractual maturities because the obligations may be called or prepaid with or without penalties.

In 2018, there was gross gains of \$880 thousand and gross losses of \$546 thousand resulting in a net gain of \$334 thousand realized on sales and calls of available-for-sale securities. In 2017, there was gross gains of \$5 thousand and gross losses of \$21 thousand resulting in a realized net loss of \$16 thousand. In 2016, there was gross gains of \$130 thousand and gross losses of \$4 thousand resulting in a realized net gain of \$126 thousand. No other-than-temporary impairment losses were recognized for each of the three years ended December 31, 2018.

Securities with a carrying value of \$411.9 million and \$289.0 million at December 31, 2018 and 2017, respectively, were pledged to secure public deposits, repurchase agreements, and for other purposes as required or permitted by law.

The details concerning securities classified as available-for-sale with unrealized losses as of December 31, 2018 and 2017, were as follows:

| (\$ in thousands)                                                         | 2018               |                         |                       |                         |            |                         |
|---------------------------------------------------------------------------|--------------------|-------------------------|-----------------------|-------------------------|------------|-------------------------|
|                                                                           | Losses < 12 Months |                         | Losses 12 Months or > |                         | Total      |                         |
|                                                                           | Fair Value         | Gross Unrealized Losses | Fair Value            | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Obligations of U.S. government agencies                                   | \$ 11,034          | \$ 52                   | \$ 7,838              | \$ 223                  | \$ 18,872  | \$ 275                  |
| Tax-exempt and tax- able obligations of states and municipal subdivisions | 38,200             | 311                     | 42,102                | 910                     | 80,302     | 1,221                   |
| Mortgage-backed securities                                                | 93,294             | 843                     | 101,005               | 2,603                   | 194,299    | 3,446                   |
| Corporate obligations                                                     | 1,962              | 40                      | 4,969                 | 145                     | 6,931      | 185                     |
|                                                                           | \$ 144,490         | \$ 1,246                | \$ 155,914            | \$ 3,881                | \$ 300,404 | \$ 5,127                |

  

|                                                                           | 2017               |                         |                       |                         |            |                         |
|---------------------------------------------------------------------------|--------------------|-------------------------|-----------------------|-------------------------|------------|-------------------------|
|                                                                           | Losses < 12 Months |                         | Losses 12 Months or > |                         | Total      |                         |
|                                                                           | Fair Value         | Gross Unrealized Losses | Fair Value            | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| Obligations of U.S. government Agencies                                   | \$ 4,992           | \$ 4                    | \$ -                  | \$ -                    | \$ 4,992   | \$ 4                    |
| Tax-exempt and tax- able obligations of states and municipal subdivisions | 40,559             | 501                     | 8,723                 | 224                     | 49,282     | 725                     |
| Mortgage-backed Securities                                                | 89,313             | 807                     | 33,287                | 747                     | 122,600    | 1,554                   |
| Corporate obligations                                                     | 5,666              | 9                       | 3,156                 | 792                     | 8,822      | 801                     |
| Other                                                                     | -                  | -                       | 920                   | 335                     | 920        | 335                     |
|                                                                           | \$ 140,530         | \$ 1,321                | \$ 46,086             | \$ 2,098                | \$ 186,616 | \$ 3,419                |

At December 31, 2018 and December 31, 2017, the Company's security portfolio consisted of 427 and 235 securities, respectively, that were in an unrealized loss position. The Company reviews its investment portfolio quarterly for indications of other-than-temporary impairment ("OTTI"), with attention given to securities in a continuous loss position of at least ten percent for over twelve months. Management believes that none of the losses on available-for-sale securities noted above constitute an OTTI and does not have the intent to sell these securities and it is likely that it will not be required to sell the securities before their anticipated recovery. The noted losses are considered temporary due to market fluctuations in available interest rates. Management considers the issuers of the securities to be financially sound, the corporate bonds are investment grade, and the collectability of all contractual principal and interest payments is reasonably expected. On January 1, 2018, the Company adopted the new accounting standard for Financial Instruments, which requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with the changes in fair value recognized in net income. The adoption of this guidance resulted in a \$348 thousand decrease to retained earnings. No OTTI losses were recognized during December 31, 2017.

***NOTE E - LOANS***

Loans typically provide higher yields than the other types of earning assets, and thus one of the Company's goals is for loans to be the largest category of the Company's earning assets. At December 31, 2018 and 2017, respectively, loans accounted for 77.0% and 74.5% of earning assets. The Company controls and mitigates the inherent credit and liquidity risks through the composition of its loan portfolio.

The following table shows the composition of the loan portfolio by category:

| (\$ in thousands)                                   | December 31, 2018 |                  | December 31, 2017 |                  |
|-----------------------------------------------------|-------------------|------------------|-------------------|------------------|
|                                                     | Amount            | Percent of Total | Amount            | Percent of Total |
| Mortgage loans held for sale                        | \$ 4,838          | 0.3 %            | \$ 4,790          | 0.3 %            |
| Commercial, financial and agricultural Real Estate: | 301,182           | 14.6 %           | 165,780           | 13.5 %           |
| Mortgage-commercial                                 | 776,880           | 37.6 %           | 467,484           | 38.0 %           |
| Mortgage-residential                                | 617,804           | 29.9 %           | 385,099           | 31.3 %           |
| Construction                                        | 298,718           | 14.5 %           | 183,328           | 14.9 %           |
| Lease financing receivable                          | 2,891             | 0.1 %            | 2,450             | 0.2 %            |
| Obligations of states and subdivisions              | 16,941            | 0.8 %            | 3,109             | 0.3 %            |
| Installment and other                               | 46,006            | 2.2 %            | 18,056            | 1.5 %            |
| Total loans                                         | 2,065,260         | 100 %            | 1,230,096         | 100 %            |
| Allowance for loan losses                           | (10,065 )         |                  | (8,288 )          |                  |
| Net loans                                           | \$ 2,055,195      |                  | \$ 1,221,808      |                  |

Loans held for sale consist of mortgage loans originated by the Bank and sold into the secondary market. Commitments from investors to purchase the loans are obtained upon origination.

Activity in the allowance for loan losses for December 31, 2018, 2017 and 2016 was as follows:

| (\$ in thousands)                                        | 2018    | 2017    | 2016    |
|----------------------------------------------------------|---------|---------|---------|
| Balance at beginning of period                           | \$8,288 | \$7,510 | \$6,747 |
| Prior period reclassification – Mortgage Reserve Funding | (181 )  | -       | -       |
| Beginning balance of allowance restated                  | 8,107   | 7,510   | 6,747   |
| Loans charged-off:                                       |         |         |         |
| Commercial Real Estate                                   | (222 )  | (110 )  | (275 )  |
| Consumer Real Estate                                     | (7 )    | (152 )  | (352 )  |
| Installment and Other                                    | (87 )   | (81 )   | (73 )   |

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|                                       |        |        |        |
|---------------------------------------|--------|--------|--------|
| Commercial, Financial and Agriculture | (265 ) | (62 )  | (71 )  |
| Total                                 | (581 ) | (405 ) | (771 ) |

Recoveries on loans previously charged-off:

|                                       |          |         |         |
|---------------------------------------|----------|---------|---------|
| Commercial Real Estate                | 44       | 279     | 226     |
| Consumer Real Estate                  | 183      | 243     | 529     |
| Installment and Other                 | 148      | 105     | 70      |
| Commercial, Financial and Agriculture | 44       | 50      | 84      |
| Total                                 | 419      | 677     | 909     |
| Net (Charge-offs) Recoveries          | (162 )   | 272     | 138     |
| Provision for Loan Losses             | 2,120    | 506     | 625     |
| Balance at end of period              | \$10,065 | \$8,288 | \$7,510 |

The following tables represent how the allowance for loan losses is allocated to a particular loan type as well as the percentage of the category to total loans at December 31, 2018 and 2017.

Allocation of the Allowance for Loan Losses

|                                       | <b>December 31, 2018</b>      |                         |   |
|---------------------------------------|-------------------------------|-------------------------|---|
|                                       | <b>(Dollars in thousands)</b> |                         |   |
|                                       |                               | <b>% of loans</b>       |   |
|                                       | <b>Amount</b>                 | <b>in each category</b> |   |
|                                       |                               | <b>to total loans</b>   |   |
| Commercial, Financial and Agriculture | \$ 2,060                      | 14.8                    | % |
| Commercial Real Estate                | 6,258                         | 64.6                    | % |
| Consumer Real Estate                  | 1,743                         | 18.9                    | % |
| Installment and other                 | 201                           | 1.7                     | % |
| Unallocated                           | (197 )                        | -                       |   |
| Total                                 | \$ 10,065                     | 100                     | % |

|                                       | <b>December 31, 2017</b>      |                         |   |
|---------------------------------------|-------------------------------|-------------------------|---|
|                                       | <b>(Dollars in thousands)</b> |                         |   |
|                                       |                               | <b>% of loans</b>       |   |
|                                       | <b>Amount</b>                 | <b>in each category</b> |   |
|                                       |                               | <b>to total loans</b>   |   |
| Commercial, Financial and Agriculture | \$ 1,608                      | 14.0                    | % |
| Commercial Real Estate                | 4,644                         | 64.8                    | % |
| Consumer Real Estate                  | 1,499                         | 18.9                    | % |
| Installment and other                 | 173                           | 2.3                     | % |
| Unallocated                           | 364                           | -                       |   |
| Total                                 | \$ 8,288                      | 100                     | % |

The following table represents the Company's impaired loans at December 31, 2018 and 2017. This table includes performing troubled debt restructurings.

**December 31,**

| (\$ in thousands)                                         | December    |           |
|-----------------------------------------------------------|-------------|-----------|
|                                                           | 31,<br>2018 | 2017      |
| Impaired Loans:                                           |             |           |
| Impaired loans without a valuation allowance (1)          | \$25,247    | \$ 6,559  |
| Impaired loans with a valuation allowance                 | 5,864       | 4,015     |
| Total impaired loans                                      | \$31,111    | \$ 10,574 |
| Allowance for loan losses on impaired loans at period end | 1,179       | 661       |
| Total non-accrual loans (2)                               | 25,073      | 5,674     |
| Past due 90 days or more and still accruing               | 1,265       | 285       |
| Average investment in impaired loans                      | 16,257      | 9,041     |

- (1) Impaired loans without a valuation allowance at December 31, 2018 includes \$17,652 in PCI loans.  
(2) Non-accruals at December 31, 2018 includes \$13,405 in PCI loans.



The following table is a summary of interest recognized and cash-basis interest earned on impaired loans for the years ended December 31, 2018, 2017 and 2016 (\$ in thousands):

|                                              | 2018  | 2017 | 2016 |
|----------------------------------------------|-------|------|------|
| Interest income recognized during impairment | \$256 | \$-  | \$-  |
| Cash-basis interest income recognized        | 721   | 326  | 188  |

The gross interest income that would have been recorded in the period that ended if the non-accrual loans had been current in accordance with their original terms and had been outstanding throughout the period or since origination, if held for part of the twelve months for the years ended December 31, 2018, 2017 and 2016, was \$782 thousand, \$342 thousand and \$389 thousand, respectively. The Company had no loan commitments to borrowers in non-accrual status at December 31, 2018 and 2017.

The following tables provide the ending balances in the Company's loans (excluding mortgage loans held for sale) and allowance for loan losses, broken down by portfolio segment as of December 31, 2018 and 2017. The tables also provide additional detail as to the amount of our loans and allowance that correspond to individual versus collective impairment evaluation. The impairment evaluation corresponds to the Company's systematic methodology for estimating its Allowance for Loan Losses.

#### December 31, 2018

(\$ in thousands)

|                                  | Commercial<br>Real Estate | Consumer<br>Real Estate | Installment<br>and<br>Other | Commercial,<br>Financial and<br>Agriculture | Total              |
|----------------------------------|---------------------------|-------------------------|-----------------------------|---------------------------------------------|--------------------|
| <b>Loans</b>                     |                           |                         |                             |                                             |                    |
| Individually evaluated (1)       | \$22,558                  | \$6,581                 | \$118                       | \$1,854                                     | \$31,111           |
| Collectively evaluated           | 1,309,322                 | 383,368                 | 34,292                      | 302,329                                     | 2,029,311          |
| <b>Total</b>                     | <b>\$1,331,880</b>        | <b>\$389,949</b>        | <b>\$34,410</b>             | <b>\$304,183</b>                            | <b>\$2,060,422</b> |
| <b>Allowance for Loan Losses</b> |                           |                         |                             |                                             |                    |
| Individually evaluated           | \$758                     | \$66                    | \$26                        | \$329                                       | \$1,179            |
| Collectively evaluated           | 5,303                     | 1,677                   | 175                         | 1,731                                       | 8,886              |
| <b>Total</b>                     | <b>\$6,061</b>            | <b>\$1,743</b>          | <b>\$201</b>                | <b>\$2,060</b>                              | <b>\$10,065</b>    |

(1) Impaired loans individually evaluated at December 31, 2018 include \$17,652 in PCI loans.

#### December 31, 2017

(In thousands)

**Installment Commercial,**

|                           | <b>Commercial<br/>Real Estate</b> | <b>Consumer<br/>Real Estate</b> | <b>and<br/>Other</b> | <b>Financial and<br/>Agriculture</b> | <b>Total</b> |
|---------------------------|-----------------------------------|---------------------------------|----------------------|--------------------------------------|--------------|
| Loans                     |                                   |                                 |                      |                                      |              |
| Individually evaluated    | \$ 6,717                          | \$ 2,685                        | \$ 52                | \$ 1,120                             | \$10,574     |
| Collectively evaluated    | 803,476                           | 212,458                         | 28,511               | 170,287                              | 1,214,732    |
| Total                     | \$ 810,193                        | \$ 215,143                      | \$ 28,563            | \$ 171,407                           | \$1,225,306  |
| Allowance for Loan Losses |                                   |                                 |                      |                                      |              |
| Individually evaluated    | \$ 234                            | \$ 137                          | \$ 23                | \$ 267                               | \$661        |
| Collectively evaluated    | 4,516                             | 1,436                           | 334                  | 1,341                                | 7,627        |
| Total                     | \$ 4,750                          | \$ 1,573                        | \$ 357               | \$ 1,608                             | \$8,288      |

The following tables provide additional detail of impaired loans broken out according to class as of December 31, 2018, 2017 and 2016. The recorded investment included in the following table represents customer balances net of any partial charge-offs recognized on the loans, net of any deferred fees and costs. Recorded investment excludes any insignificant amount of accrued interest receivable on loans 90-days or more past due and still accruing. The unpaid balance represents the recorded balance prior to any partial charge-offs.

December 31, 2018

(\$ in thousands)

|                                           | Recorded<br>Investment | Unpaid<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment<br>YTD | Interest<br>Income<br>Recognized<br>YTD |
|-------------------------------------------|------------------------|-------------------|----------------------|------------------------------------------|-----------------------------------------|
| Impaired loans with no related allowance: |                        |                   |                      |                                          |                                         |
| Commercial, financial and<br>agriculture  | \$ 894                 | \$894             | \$ -                 | \$ 379                                   | \$ 27                                   |
| Commercial real estate                    | 18,046                 | 19,775            | -                    | 7,685                                    | 427                                     |
| Consumer real estate                      | 6,215                  | 6,530             | -                    | 4,522                                    | 69                                      |
| Consumer installment                      | 92                     | 92                | -                    | 82                                       | 3                                       |
| Total                                     | \$ 25,247              | \$27,291          | \$ -                 | \$ 12,668                                | \$ 526                                  |
| Impaired loans with a related allowance:  |                        |                   |                      |                                          |                                         |
| Commercial, financial and<br>agriculture  | \$ 960                 | \$960             | \$ 329               | \$ 968                                   | \$ 3                                    |
| Commercial real estate                    | 4,512                  | 4,512             | 758                  | 2,868                                    | 176                                     |
| Consumer real estate                      | 366                    | 366               | 66                   | 555                                      | 16                                      |
| Consumer installment                      | 26                     | 26                | 26                   | 24                                       | -                                       |
| Total                                     | \$ 5,846               | \$5,864           | \$ 1,179             | \$ 4,415                                 | \$ 195                                  |
| Total Impaired Loans:                     |                        |                   |                      |                                          |                                         |
| Commercial, financial and<br>agriculture  | \$ 1,854               | \$1,854           | \$ 329               | \$ 1,347                                 | \$ 30                                   |
| Commercial real estate                    | 22,558                 | 24,287            | 758                  | 10,553                                   | 603                                     |
| Consumer real estate                      | 6,581                  | 6,896             | 66                   | 5,077                                    | 85                                      |
| Consumer installment                      | 118                    | 118               | 26                   | 106                                      | 3                                       |
| Total Impaired Loans (1)                  | \$ 31,111              | \$33,155          | \$ 1,179             | \$ 17,083                                | \$ 721                                  |

(1)– Total impaired loans as of December 31, 2018 include \$17,652 in PCI loans.

**December 31, 2017****(In thousands)**

|                                           | <b>Recorded<br/>Investment</b> | <b>Unpaid<br/>Balance</b> | <b>Related<br/>Allowance</b> | <b>Average<br/>Recorded<br/>Investment<br/>YTD</b> | <b>Interest<br/>Income<br/>Recognized<br/>YTD</b> |
|-------------------------------------------|--------------------------------|---------------------------|------------------------------|----------------------------------------------------|---------------------------------------------------|
| Impaired loans with no related allowance: |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture     | \$ 270                         | \$270                     | \$ -                         | \$ 90                                              | \$ 1                                              |
| Commercial real estate                    | 4,080                          | 4,176                     | -                            | 3,502                                              | 101                                               |
| Consumer real estate                      | 2,180                          | 2,424                     | -                            | 1,897                                              | 83                                                |
| Consumer installment                      | 29                             | 29                        | -                            | 17                                                 | -                                                 |
| Total                                     | \$ 6,559                       | \$6,899                   | \$ -                         | \$ 5,506                                           | \$ 185                                            |
| Impaired loans with a related allowance:  |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture     | \$ 850                         | \$850                     | \$ 267                       | \$ 262                                             | \$ 14                                             |
| Commercial real estate                    | 2,638                          | 2,638                     | 234                          | 2,756                                              | 112                                               |
| Consumer real estate                      | 504                            | 504                       | 137                          | 493                                                | 15                                                |
| Consumer installment                      | 23                             | 23                        | 23                           | 24                                                 | -                                                 |
| Total                                     | \$ 4,015                       | \$4,015                   | \$ 661                       | \$ 3,535                                           | \$ 141                                            |
| Total Impaired Loans:                     |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture     | \$ 1,120                       | \$1,120                   | \$ 267                       | \$ 352                                             | \$ 15                                             |
| Commercial real estate                    | 6,718                          | 6,814                     | 234                          | 6,258                                              | 213                                               |
| Consumer real estate                      | 2,684                          | 2,928                     | 137                          | 2,390                                              | 98                                                |
| Consumer installment                      | 52                             | 52                        | 23                           | 41                                                 | -                                                 |
| Total Impaired Loans                      | \$ 10,574                      | \$10,914                  | \$ 661                       | \$ 9,041                                           | \$ 326                                            |

**December 31, 2016****(In thousands)**

|                                           | <b>Recorded<br/>Investment</b> | <b>Unpaid<br/>Balance</b> | <b>Related<br/>Allowance</b> | <b>Average<br/>Recorded<br/>Investment<br/>YTD</b> | <b>Interest<br/>Income<br/>Recognized<br/>YTD</b> |
|-------------------------------------------|--------------------------------|---------------------------|------------------------------|----------------------------------------------------|---------------------------------------------------|
| Impaired loans with no related allowance: |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture     | \$-                            | \$ -                      | \$ -                         | \$ -                                               | \$ -                                              |
| Commercial real estate                    | 2,324                          | 2,570                     | -                            | 4,368                                              | 37                                                |
| Consumer real estate                      | 329                            | 329                       | -                            | 291                                                | 1                                                 |
| Consumer installment                      | 14                             | 14                        | -                            | 9                                                  | -                                                 |
| Total                                     | \$2,667                        | \$2,913                   | \$ -                         | \$ 4,668                                           | \$ 38                                             |
| Impaired loans with a related allowance:  |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture     | \$153                          | \$ 153                    | \$ 10                        | \$ 244                                             | \$ 9                                              |
| Commercial real estate                    | 2,726                          | 2,726                     | 343                          | 2,832                                              | 127                                               |

**Continued:**

|                                       | <b>Recorded<br/>Investment</b> | <b>Unpaid<br/>Balance</b> | <b>Related<br/>Allowance</b> | <b>Average<br/>Recorded<br/>Investment<br/>YTD</b> | <b>Interest<br/>Income<br/>Recognized<br/>YTD</b> |
|---------------------------------------|--------------------------------|---------------------------|------------------------------|----------------------------------------------------|---------------------------------------------------|
| Consumer real estate                  | 556                            | 669                       | 308                          | 733                                                | 14                                                |
| Consumer installment                  | 26                             | 27                        | 21                           | 32                                                 | -                                                 |
| Total                                 | \$ 3,461                       | \$ 3,575                  | \$ 682                       | \$ 3,841                                           | \$ 150                                            |
| <b>Total Impaired Loans:</b>          |                                |                           |                              |                                                    |                                                   |
| Commercial, financial and agriculture | \$ 153                         | \$ 153                    | \$ 10                        | \$ 244                                             | \$ 9                                              |
| Commercial real estate                | 5,050                          | 5,296                     | 343                          | 7,200                                              | 164                                               |
| Consumer real estate                  | 885                            | 998                       | 308                          | 1,024                                              | 15                                                |
| Consumer installment                  | 40                             | 41                        | 21                           | 41                                                 | -                                                 |
| Total Impaired Loans                  | \$ 6,128                       | \$ 6,488                  | \$ 682                       | \$ 8,509                                           | \$ 188                                            |

We acquired loans with deteriorated credit quality in 2014, 2017 and 2018. These loans were recorded at estimated fair value at the acquisition date with no carryover of the related allowance for loan losses. The acquired loans were segregated as of the acquisition date between those considered to be performing (acquired non-impaired loans) and those with evidence of credit deterioration (purchased credit impaired loans). Acquired loans are considered to be impaired if it is probable, based on current available information, that the Company will be unable to collect all cash flows as expected. If expected cash flows cannot reasonably be estimated as to what will be collected, there will not be any interest income recognized on these loans.

The following presents information regarding the contractually required payments receivable, cash flows expected to be collected and the estimated fair value of PCI loans acquired in the acquisitions from 2014, 2017 and 2018.

PCI loans were pooled for the Sunshine acquisition due to having common characteristics. The contractually required payments totaled \$4.2 million, the cash flow expected to be collected totaled \$3.9 million and the fair value of loans acquired totaled \$3.8 million.

**Southwest****March 1, 2018**

|                                 | <b>Commercial,<br/>financial<br/>and agricultural</b> | <b>Mortgage-<br/>Commercial</b> | <b>Mortgage-<br/>Residential</b> | <b>Commercial<br/>and other</b> | <b>Total</b> |
|---------------------------------|-------------------------------------------------------|---------------------------------|----------------------------------|---------------------------------|--------------|
| Contractually required payments | \$437                                                 | \$ 168                          | \$ 111                           | \$ 210                          | \$925        |

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|                                     |     |    |     |     |     |
|-------------------------------------|-----|----|-----|-----|-----|
| Cash flows expected to be collected | 355 | 62 | 109 | 180 | 706 |
| Fair value of loans acquired        | 329 | 58 | 101 | 169 | 657 |

Total outstanding purchased credit impaired loans were \$467 thousand as of December 31, 2018. The outstanding balance of these loans is the undiscounted sum of all amounts, including amounts deemed principal, interest, fees, penalties, and other under the loans, owed at the reporting date, whether or not currently due and whether or not any such amounts have been charged off.

|                                     | <b>November 1, 2018</b>                               |                                 |                                  |                                 |              |
|-------------------------------------|-------------------------------------------------------|---------------------------------|----------------------------------|---------------------------------|--------------|
| <b>FMB</b>                          | <b>Commercial,<br/>financial<br/>and agricultural</b> | <b>Mortgage-<br/>Commercial</b> | <b>Mortgage-<br/>Residential</b> | <b>Commercial<br/>and other</b> | <b>Total</b> |
| Contractually required payments     | \$700                                                 | \$ 6,803                        | \$ 890                           | \$ 1,546                        | \$9,939      |
| Cash flows expected to be collected | 608                                                   | 6,104                           | 828                              | 1,064                           | 8,604        |
| Fair value of loans acquired        | 567                                                   | 5,653                           | 768                              | 990                             | 7,978        |

As of December 31, 2018, total outstanding purchased credit impaired loans were \$9.9 million and the accretable yield was \$626 thousand. The outstanding balance of these loans is the undiscounted sum of all amounts, including amounts deemed principal, interest, fees, penalties, and other under the loans, owed at the reporting date, whether or not currently due and whether or not any such amounts have been charged off.

Changes in the carrying amount and accretable yield for purchased credit impaired loans were as follows for the year ended December 31, 2018 (\$ in thousands):

|                                   | <b>Accretable<br/>Yield</b> | <b>Carrying Amount<br/>of Loans</b> |
|-----------------------------------|-----------------------------|-------------------------------------|
| Balance at beginning of period    | \$ 836                      | \$ 1,185                            |
| Reclassification from prior years | 859                         | 3,229                               |
| Additions                         | 2,487                       | 12,290                              |
| Accretion                         | (83 )                       | 217                                 |
| Transfer from non-accretable      | (254 )                      | 120                                 |
| Payments received, net            | -                           | (3,214 )                            |
| Charge-off                        | (10 )                       | (10 )                               |
| Balance at end of period          | \$ 3,835                    | \$ 13,817                           |

The following tables provide additional detail of troubled debt restructurings (TDRs) during the twelve months ended December 31, 2018, 2017 and 2016 (\$ in thousands, except for number of loans).

|                                       | <b>December 31, 2018</b> |                          |                  |                   |
|---------------------------------------|--------------------------|--------------------------|------------------|-------------------|
|                                       | <b>Outstanding</b>       | <b>Outstanding</b>       |                  | <b>Interest</b>   |
|                                       | <b>Recorded</b>          | <b>Recorded</b>          | <b>Number of</b> | <b>Income</b>     |
|                                       | <b>Investment</b>        | <b>Investment</b>        | <b>Loans</b>     | <b>Recognized</b> |
|                                       | <b>Pre-Modification</b>  | <b>Post-Modification</b> |                  |                   |
| Commercial, financial and agriculture | \$ 681                   | \$ 663                   | 2                | \$ 23             |
| Commercial real estate                | 3,536                    | 3,532                    | 3                | 80                |
| Residential real estate               | -                        | -                        | -                | -                 |
| Consumer installment                  | -                        | -                        | -                | -                 |
| <b>Total</b>                          | <b>\$ 4,217</b>          | <b>\$ 4,195</b>          | <b>5</b>         | <b>\$ 103</b>     |



|                                       | <b>December 31, 2017</b> |                          |                  |                   |
|---------------------------------------|--------------------------|--------------------------|------------------|-------------------|
|                                       | <b>Outstanding</b>       | <b>Outstanding</b>       |                  | <b>Interest</b>   |
|                                       | <b>Recorded</b>          | <b>Recorded</b>          | <b>Number of</b> | <b>Income</b>     |
|                                       | <b>Investment</b>        | <b>Investment</b>        | <b>Loans</b>     | <b>Recognized</b> |
|                                       | <b>Pre-Modification</b>  | <b>Post-Modification</b> |                  |                   |
| Commercial, financial and agriculture | \$-                      | \$ -                     | -                | \$ -              |
| Commercial real estate                | 526                      | 494                      | 4                | 17                |
| Residential real estate               | 66                       | 64                       | 1                | 4                 |
| Consumer installment                  | -                        | -                        | -                | -                 |
| Total                                 | \$ 592                   | \$ 558                   | 5                | \$ 21             |

|                                       | <b>December 31, 2016</b> |                          |                  |                   |
|---------------------------------------|--------------------------|--------------------------|------------------|-------------------|
|                                       | <b>Outstanding</b>       | <b>Outstanding</b>       |                  | <b>Interest</b>   |
|                                       | <b>Recorded</b>          | <b>Recorded</b>          | <b>Number of</b> | <b>Income</b>     |
|                                       | <b>Investment</b>        | <b>Investment</b>        | <b>Loans</b>     | <b>Recognized</b> |
|                                       | <b>Pre-Modification</b>  | <b>Post-Modification</b> |                  |                   |
| Commercial, financial and agriculture | \$-                      | \$ -                     | -                | \$ -              |
| Commercial real estate                | 296                      | 269                      | 1                | 13                |
| Residential real estate               | -                        | -                        | -                | -                 |
| Consumer installment                  | -                        | -                        | -                | -                 |
| Total                                 | \$ 296                   | \$ 269                   | 1                | \$ 13             |

The TDRs presented above increased the allowance for loan losses and resulted in charge-offs of \$0, \$0 and \$208 thousand for the years ended December 31, 2018, 2017 and 2016, respectively.

The balance of troubled debt restructurings at December 31, 2018, 2017 and 2016, was \$14.3 million, \$6.9 million and \$4.1 million, respectively, calculated for regulatory reporting purpose. As of December 31, 2018, the Company had no additional amount committed on any loan classified as troubled debt restructuring.

During the twelve month periods ended December 31, 2018, 2017 and 2016, the terms of 2, 5 and 1 loans, respectively, were modified as TDRs. The modifications included one of the following or a combination of the following: maturity date extensions, interest only payments, amortizations were extended beyond what would be available on similar type loans, and payment waiver. No interest rate concessions were given on these nor were any of these loans written down.

The following tables represents the Company's TDRs for the year ended December 31, 2018, 2017 and 2016:

| (\$ in thousands)                     | December 31, 2018 |        |                |             |           |
|---------------------------------------|-------------------|--------|----------------|-------------|-----------|
|                                       |                   |        | Past Due 90    |             |           |
|                                       | Current Past Due  |        | days and still | Non-Accrual | Total     |
|                                       | Loans             | 30-89  |                |             |           |
| Commercial, financial and agriculture | \$ 13             | \$ 646 | \$ -           | \$ 18       | \$ 676    |
| Commercial real estate                | 4,827             | -      | -              | 5,425       | 10,252    |
| Residential real estate               | 442               | 86     | -              | 2,801       | 3,329     |
| Consumer installment                  | 25                | -      | -              | 13          | 38        |
| Total                                 | \$ 5,307          | \$ 732 | \$ -           | \$ 8,257    | \$ 14,295 |
| Allowance for loan losses             | \$ 80             | \$ 13  | \$ -           | \$ 110      | \$ 203    |

| (\$ in thousands)                     | December 31, 2017 |        |                |             |          |
|---------------------------------------|-------------------|--------|----------------|-------------|----------|
|                                       |                   |        | Past Due 90    |             |          |
|                                       | Current Past Due  |        | days and still | Non-Accrual | Total    |
|                                       | Loans             | 30-89  |                |             |          |
| Commercial, financial and agriculture | \$ -              | \$ -   | \$ -           | \$ -        | \$ -     |
| Commercial real estate                | 3,702             | 92     | -              | 1,024       | 4,818    |
| Residential real estate               | 1,013             | 89     | -              | 987         | 2,089    |
| Consumer installment                  | -                 | -      | 5              | 18          | 23       |
| Total                                 | \$ 4,715          | \$ 181 | \$ 5           | \$ 2,029    | \$ 6,930 |
| Allowance for loan losses             | \$ 100            | \$ 22  | \$ 5           | \$ 27       | \$ 154   |

| (\$ in thousands)                     | December 31, 2016 |       |                |             |        |
|---------------------------------------|-------------------|-------|----------------|-------------|--------|
|                                       |                   |       | Past Due 90    |             |        |
|                                       | Current Past Due  |       | days and still | Non-Accrual | Total  |
|                                       | Loans             | 30-89 |                |             |        |
| Commercial, financial and agriculture | \$ 151            | \$ -  | \$ -           | \$ -        | \$ 151 |
| Commercial real estate                | 2,463             | -     | -              | 1,101       | 3,564  |
| Residential real estate               | 154               | 90    | -              | 122         | 366    |

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|                           |         |       |      |          |         |
|---------------------------|---------|-------|------|----------|---------|
| Consumer installment      | 6       | -     | -    | 23       | 29      |
| Total                     | \$2,774 | \$ 90 | \$ - | \$ 1,246 | \$4,110 |
| Allowance for loan losses | \$125   | \$ -  | \$ - | \$ 40    | \$165   |

The following tables summarize by class our loans classified as past due in excess of 30 days or more in addition to those loans classified as non-accrual:

| (\$ in thousands)                                             | December 31, 2018      |                                             |                 |                                |             |
|---------------------------------------------------------------|------------------------|---------------------------------------------|-----------------|--------------------------------|-------------|
|                                                               | Past Due 30 to 89 Days | Past Due 90 Days or More and Still Accruing | Non-Accrual (1) | Total Past Due and Non-Accrual | Total Loans |
| Real Estate-construction                                      | \$818                  | \$ 114                                      | \$ 1,838        | \$ 2,770                       | \$298,718   |
| Residential secured loans including multi-family and farmland | 5,528                  | 650                                         | 9,192           | 15,370                         | 617,804     |
| Real Estate-nonfarm nonresidential                            | 4,319                  | 456                                         | 12,755          | 17,530                         | 776,880     |
| Commercial                                                    | 1,650                  | -                                           | 1,208           | 2,858                          | 301,182     |
| Lease financing receivable                                    | -                      | -                                           | -               | -                              | 2,891       |
| Obligations of states and subdivisions                        | -                      | -                                           | -               | -                              | 16,941      |
| Installment and other                                         | 507                    | 45                                          | 80              | 632                            | 46,006      |
| Total                                                         | \$12,822               | \$ 1,265                                    | \$ 25,073       | \$ 39,160                      | \$2,060,422 |

(1) – Non-Accruals include \$13,405 in PCI loans

| (\$ in thousands)        | December 31, 2017      |                                             |             |                                |             |
|--------------------------|------------------------|---------------------------------------------|-------------|--------------------------------|-------------|
|                          | Past Due 30 to 89 Days | Past Due 90 Days or More and Still Accruing | Non-Accrual | Total Past Due and Non-Accrual | Total Loans |
| Real Estate-construction | \$192                  | \$ 27                                       | \$ 92       | \$ 311                         | \$183,328   |

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|                                                               |         |        |          |           |             |
|---------------------------------------------------------------|---------|--------|----------|-----------|-------------|
| Residential secured loans including multi-family and farmland | 2,656   | 176    | 2,692    | 5,524     | 385,099     |
| Real Estate- nonfarm nonresidential                           | 1,487   | 82     | 1,724    | 3,293     | 467,484     |
| Commercial                                                    | 393     | -      | 1,120    | 1,513     | 165,780     |
| Lease finance receivable                                      | -       | -      | -        | -         | 2,450       |
| Obligations of states and subdivisions                        | -       | -      | -        | -         | 3,109       |
| Installment and other                                         | 57      | -      | 46       | 103       | 18,056      |
| Total                                                         | \$4,785 | \$ 285 | \$ 5,674 | \$ 10,744 | \$1,225,306 |

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt, such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company uses the following definitions for risk ratings, which are consistent with the definitions used in supervisory guidance:

**Special Mention:** Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the Company's credit position at some future date.

**Substandard:** Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

**Doubtful:** Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass rated loans.

As of December 31, 2018 and 2017, and based on the most recent analysis performed, the risk category of loans by class of loans (excluding mortgage loans held for sale) was as follows:

**December 31, 2018**  
**(\$ in thousands)**

|                 | <b>Commercial<br/>Real Estate</b> | <b>Consumer<br/>Real Estate</b> | <b>Installment and<br/>Other</b> | <b>Commercial,<br/>Financial and<br/>Agriculture</b> | <b>Total</b> |
|-----------------|-----------------------------------|---------------------------------|----------------------------------|------------------------------------------------------|--------------|
| Pass            | \$ 1,286,151                      | \$ 377,028                      | \$ 34,127                        | \$ 300,685                                           | \$ 1,997,991 |
| Special Mention | 12,401                            | 1,962                           | 13                               | 842                                                  | 15,218       |
| Substandard     | 33,856                            | 10,959                          | 270                              | 2,640                                                | 47,725       |
| Doubtful        | 85                                | -                               | -                                | 16                                                   | 101          |

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|                                 |              |            |           |            |             |
|---------------------------------|--------------|------------|-----------|------------|-------------|
| Subtotal                        | \$ 1,332,493 | \$ 389,949 | \$ 34,410 | \$ 304,183 | \$2,061,035 |
| Less:                           |              |            |           |            |             |
| Unearned Discount               | 613          | -          | -         | -          | 613         |
| Loans, net of unearned discount | \$ 1,331,880 | \$ 389,949 | \$ 34,410 | \$ 304,183 | \$2,060,422 |

**December 31, 2017**

(\$ in Thousands)

|                                 | Commercial<br>Real Estate | Consumer<br>Real Estate | Installment and<br>Other | Commercial,<br>Financial and<br>Agriculture | Total        |
|---------------------------------|---------------------------|-------------------------|--------------------------|---------------------------------------------|--------------|
| Pass                            | \$ 763,572                | \$ 226,178              | \$ 28,482                | \$ 166,819                                  | \$ 1,185,051 |
| Special Mention                 | 15,987                    | 680                     | -                        | 2,908                                       | 19,575       |
| Substandard                     | 14,979                    | 4,622                   | 80                       | 1,905                                       | 21,586       |
| Doubtful                        | 94                        | -                       | -                        | 23                                          | 117          |
| Subtotal                        | 794,632                   | 231,480                 | 28,562                   | 171,655                                     | 1,226,329    |
| Less:                           |                           |                         |                          |                                             |              |
| Unearned Discount               | 710                       | 65                      | -                        | 248                                         | 1,023        |
| Loans, net of unearned discount | \$ 793,922                | \$ 231,415              | \$ 28,562                | \$ 171,407                                  | \$ 1,225,306 |

**NOTE F - PREMISES AND EQUIPMENT**

Premises and equipment are stated at cost, less accumulated depreciation and amortization as follows:

| (In thousands)                                 | 2018     | 2017     |
|------------------------------------------------|----------|----------|
| Premises:                                      |          |          |
| Land                                           | \$26,305 | \$17,243 |
| Buildings and improvements                     | 48,998   | 31,932   |
| Equipment                                      | 19,005   | 12,546   |
| Construction in progress                       | 666      | 1,071    |
|                                                | 94,974   | 62,792   |
| Less accumulated depreciation and amortization | 20,191   | 16,366   |
|                                                | \$74,783 | \$46,426 |

The amounts charged to operating expense for depreciation were \$2.6 million, \$2.0 million and \$1.7 million in 2018, 2017 and 2016, respectively.



**NOTE G - DEPOSITS**

The aggregate amount of time deposits in denominations of \$250,000 or more as of December 31, 2018, and as of December 31, 2017, was \$110.9 million and \$71.6 million respectively.

At December 31, 2018, the scheduled maturities of time deposits included in interest-bearing deposits were as follows (\$ in thousands):

| <b>Year</b> | <b>Amount</b>    |
|-------------|------------------|
| 2019        | \$298,585        |
| 2020        | 120,107          |
| 2021        | 25,696           |
| 2022        | 21,400           |
| 2023        | 12,036           |
| Thereafter  | 7,778            |
|             | <b>\$485,602</b> |

**NOTE H - BORROWED FUNDS**

Borrowed funds consisted of the following:

**(\$ in thousands)**

|                      | <b>2018</b>     | <b>2017</b>      |
|----------------------|-----------------|------------------|
| FHLB advances        | \$85,500        | \$88,072         |
| First Tennessee Bank | -               | 16,000           |
|                      | <b>\$85,500</b> | <b>\$104,072</b> |

Advances from the FHLB have maturity dates ranging from March 2019 through June 2019. Interest is payable monthly at rates ranging from 1.60% to 2.52%. Advances due to the FHLB are collateralized by a blanket lien on first mortgage loans in the amount of the outstanding borrowings, FHLB capital stock, and amounts on deposit with the FHLB. Advances due to the FHLB are collateralized by \$1.685 billion in loans. Based on this collateral and holdings of FHLB stock, the Company is eligible to borrow up to a total of \$694.0 million at December 31, 2018.

Future annual principal repayment requirements on the borrowings from the FHLB at December 31, 2018, were as follows (in thousands):

**Year Amount**

|       |          |
|-------|----------|
| 2019  | 85,500   |
| Total | \$85,500 |

***NOTE I – LEASE OBLIGATIONS***

The Company is committed under several long-term operating leases which provide for minimum lease payments. Certain leases contain options for renewal. Total rental expense under these operating leases amounted to \$805 thousand, \$602 thousand and \$577 thousand as of December 31, 2018, 2017 and 2016, respectively.

The Company is also committed under two long-term capital lease agreements. One capital lease agreement had an outstanding balance of \$534 thousand and \$708 thousand at December 31, 2018 and 2017, respectively (included in other liabilities). This lease has a remaining term of 3 years at December 31, 2018. Assets related to the capital lease are included in premises and the cost consists of \$2.7 million less accumulated depreciation of approximately \$1.9 million and \$1.7 million at December 31, 2018 and 2017, respectively. The second capital lease agreement had an outstanding balance of \$82 thousand at December 31, 2018. This lease has a remaining term of one year at December 31, 2018. Assets related to the capital lease are included in premises and the cost consists of \$266 thousand less accumulated depreciation of approximately \$33 thousand, and \$22 thousand at December 31, 2018 and 2017, respectively.

Minimum future lease payments for the operating and capital leases at December 31, 2018, were as follows (\$ in thousands):

|                                         | <b>Operating Capital</b> |               |
|-----------------------------------------|--------------------------|---------------|
|                                         | <b>Leases</b>            | <b>Leases</b> |
| 2019                                    | 784                      | 275           |
| 2020                                    | 463                      | 191           |
| 2021                                    | 347                      | 175           |
| 2022                                    | 256                      | -             |
| 2023                                    | 229                      | -             |
| Thereafter                              | 197                      | -             |
| Total Minimum Lease Payments            | \$ 2,276                 | \$ 641        |
| Less: Amount representing interest      |                          | (25 )         |
| Present value of minimum lease payments |                          | \$ 616        |

#### ***NOTE J - REGULATORY MATTERS***

The Company and its subsidiary bank are subject to regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and its subsidiary bank must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgment by regulators about components, risk weightings, and other related factors.

To ensure capital adequacy, quantitative measures have been established by regulators, and these require the Company and its subsidiary bank to maintain minimum amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined) to risk-weighted assets (as defined), Tier 1 capital to adjusted total assets (leverage) and common equity Tier 1. Management believes, as of December 31, 2018, that the Company and its subsidiary bank exceeded all capital adequacy requirements.

In 2013, the Federal Reserve voted to adopt final capital rules implementing Basel III requirements for U.S. Banking organizations. Under the final rule, minimum requirements increased for both the quantity and quality of capital held by banking organizations. The final rule includes a new minimum ratio of common equity Tier 1 capital (Tier 1 Common) to risk-weighted assets and a Tier 1 Common capital conservation buffer of 2.5% of risk-weighted assets

that will apply to all supervised financial institutions. The rule also raises the minimum ratio of Tier 1 capital to risk-weighted assets and includes a minimum leverage ratio of 4% for all banking organizations. These new minimum capital ratios were effective on January 1, 2015, and were fully phased in on January 1, 2019. When fully phased in on January 1, 2019, each of the Company and the Bank will be required to maintain a 2.5% capital conservation buffer, above and beyond the capital levels otherwise required under applicable regulation. The implementation of this capital conservation buffer began on January 1, 2016 at a level of 0.625% and will increase by 0.625% on each subsequent January 1 until it reaches 2.5% on January 1, 2019. Under this guidance banking institutions with a CET1, Tier 1 Capital Ratio and Total Risk Based Capital above the minimum regulatory adequate capital ratios but below the capital conservation buffer will face constraints on their ability to pay dividends, repurchase equity and pay discretionary bonuses to executive officers, based on the amount of the shortfall.

At December 31, 2018 and 2017, the subsidiary bank was categorized by regulators as well-capitalized under the regulatory framework for prompt corrective action. Under Basel III requirements, a financial institution is considered to be well-capitalized if it has a total risk-based capital ratio of 10% or more, has a Tier 1 risk-based capital ratio of 8% or more, has a common equity Tier 1 of 6.5%, and has a Tier 1 leverage capital ratio of 5% or more. There are no conditions or anticipated events that, in the opinion of management, would change the categorization. The actual capital amounts and ratios, excluding unrealized losses, at December 31, 2018 and 2017 are presented in the following table. No amount was deducted from capital for interest-rate risk exposure.

(\$ in thousands)

|                      | Company<br>(Consolidated) |        | Subsidiary<br>The First |        |
|----------------------|---------------------------|--------|-------------------------|--------|
|                      | Amount                    | Ratio  | Amount                  | Ratio  |
| December 31, 2018    |                           |        |                         |        |
| Total risk-based     | \$348,295                 | 15.6 % | \$339,376               | 15.2 % |
| Common equity Tier 1 | 258,206                   | 11.5 % | 329,311                 | 14.8 % |
| Tier 1 risk-based    | 273,398                   | 12.2 % | 329,311                 | 14.8 % |
| Tier 1 leverage      | 273,398                   | 10.2 % | 329,311                 | 12.2 % |
| December 31, 2017    |                           |        |                         |        |
| Total risk-based     | \$217,157                 | 15.5 % | \$211,338               | 15.1 % |
| Common equity Tier 1 | 199,170                   | 14.2 % | 203,050                 | 14.5 % |
| Tier 1 risk-based    | 208,869                   | 14.9 % | 203,050                 | 14.5 % |
| Tier 1 leverage      | 208,869                   | 11.7 % | 203,050                 | 11.4 % |

The minimum amounts of capital and ratios as established by banking regulators at December 31, 2018, and 2017, were as follows:

|                      | Company<br>(Consolidated) |       | Subsidiary<br>The First |       |
|----------------------|---------------------------|-------|-------------------------|-------|
|                      | Amount                    | Ratio | Amount                  | Ratio |
| December 31, 2018    |                           |       |                         |       |
| Total risk-based     | \$179,177                 | 8.0 % | \$178,578               | 8.0 % |
| Common equity Tier 1 | 100,787                   | 4.5 % | 100,450                 | 4.5 % |
| Tier 1 risk-based    | 134,383                   | 6.0 % | 133,934                 | 6.0 % |
| Tier 1 leverage      | 107,739                   | 4.0 % | 107,593                 | 4.0 % |

|                      | <b>Company<br/>(Consolidated)</b> |              | <b>Subsidiary<br/>The First</b> |              |
|----------------------|-----------------------------------|--------------|---------------------------------|--------------|
|                      | <b>Amount</b>                     | <b>Ratio</b> | <b>Amount</b>                   | <b>Ratio</b> |
| December 31, 2017    |                                   |              |                                 |              |
| Total risk-based     | \$111,933                         | 8.0 %        | \$111,789                       | 8.0 %        |
| Common equity Tier 1 | 62,962                            | 4.5 %        | 62,882                          | 4.5 %        |
| Tier 1 risk-based    | 83,949                            | 6.0 %        | 83,842                          | 6.0 %        |
| Tier 1 leverage      | 71,362                            | 4.0 %        | 71,290                          | 4.0 %        |

The principal sources of funds to the Company to pay dividends are the dividends received from The First, A National Banking Association, Hattiesburg, Mississippi. Consequently, dividends are dependent upon The First's earnings, capital needs, regulatory policies, as well as statutory and regulatory limitations. Federal and state banking laws and regulations restrict the amount of dividends and loans a bank may make to its parent company. Approval by the Company's regulators is required if the total of all dividends declared in any calendar year exceed the total of its net income for that year combined with its retained net income of the preceding two years. In 2018, the Company had available \$30.7 million to pay dividends.

#### **NOTE K - INCOME TAXES**

The components of income tax expense are as follows (\$ in thousands):

|                                                                  | <b>Years Ended December 31,</b> |             |             |
|------------------------------------------------------------------|---------------------------------|-------------|-------------|
|                                                                  | <b>2018</b>                     | <b>2017</b> | <b>2016</b> |
| Current:                                                         |                                 |             |             |
| Federal                                                          | \$ 2,435                        | \$ 408      | \$ 3,363    |
| State                                                            | 834                             | 101         | 577         |
| Deferred (In 2017, includes \$2,081 due to Tax Cut and Jobs Act) | 2,523                           | 6,446       | (10 )       |
|                                                                  | \$ 5,792                        | \$ 6,955    | \$ 3,930    |

The Company's income tax expense differs from the amounts computed by applying the federal income tax statutory rates to income before income taxes. A reconciliation of the differences is as follows (in thousands):

|  | <b>Years Ended December 31,</b> |                 |                 |
|--|---------------------------------|-----------------|-----------------|
|  | <b>2018</b>                     | <b>2017</b>     | <b>2016</b>     |
|  | <b>Amount %</b>                 | <b>Amount %</b> | <b>Amount %</b> |

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|                                                     |         |      |         |      |         |      |
|-----------------------------------------------------|---------|------|---------|------|---------|------|
| Income taxes at statutory rate                      | \$5,674 | 21%  | \$6,150 | 35%  | \$4,917 | 35%  |
| Tax-exempt income                                   | (867 )  | (3)% | (1,155) | (6)% | (927 )  | (7)% |
| Nondeductible expenses                              | 403     | 1%   | 234     | 1%   | 131     | 1%   |
| State income tax, net of federal tax effect         | 1,058   | 4%   | 66      | -    | 375     | 3%   |
| Tax credits, net                                    | (334 )  | (1)% | (331 )  | (2)% | (309 )  | (2)% |
| Deferred tax adjustment due to Tax Cuts and Job Act | -       | -    | 2,081   | 12%  | -       | -    |
| Other, net                                          | (142 )  | (1)% | (90 )   | -    | (257 )  | (2)% |
|                                                     | \$5,792 | 21%  | \$6,955 | 40%  | \$3,930 | 28%  |

On December 22, 2017, the Tax Cuts and Jobs Act was enacted which permanently reduced the U.S. corporate income tax rate from a maximum of 35% to a flat 21% rate, effective January 1, 2018. As a result of the reduction in the U.S corporate income tax rate, the Company reevaluated its ending net deferred tax asset as of December 31, 2017 and recognized a tax expense of approximately \$2.1 million.

The components of deferred income taxes included in the consolidated financial statements were as follows (\$ in thousands):

|                                                  | <b>December 31,</b> |             |
|--------------------------------------------------|---------------------|-------------|
|                                                  | <b>2018</b>         | <b>2017</b> |
| Deferred tax assets:                             |                     |             |
| Allowance for loan losses                        | \$2,547             | \$2,097     |
| Net operating loss carryover                     | 2,831               | 1,501       |
| Non-accrual loan interest                        | 601                 | 344         |
| Other real estate                                | 494                 | 843         |
| Unrealized loss on available-for-sale securities | 611                 | 150         |
| Deferred Compensation                            | 1,235               | -           |
| Loan Purchase Accounting                         | 3,505               | -           |
| Other                                            | 776                 | 966         |
|                                                  | 12,600              | 5,901       |
| Deferred tax liabilities:                        |                     |             |
| Securities                                       | (149 )              | (43 )       |
| Premises and equipment                           | (3,056 )            | (316 )      |
| Core deposit intangible                          | (4,959 )            | (204 )      |
| Goodwill                                         | (1,356 )            | (989 )      |
| Other                                            | (254 )              | -           |
|                                                  | (9,774 )            | (1,552)     |
| Net deferred tax asset, included in other assets | \$2,826             | \$4,349     |

With the acquisition of Wiggins in 2006, Baldwin in 2013, Bay in 2014, Gulf Coast in 2017 and Sunshine 2018, the Company assumed federal tax net operating loss carryovers. \$10.9 million of net operating losses are available to the Company and begin to expire in 2026. The Company expects to fully utilize the net operating losses.

The Company follows the guidance of ASC Topic 740, *Income Taxes*, which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. ASC Topic 740 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. As of December 31, 2018, the Company had no uncertain tax positions that it believes should be recognized in the financial statements. The tax years still subject to examination by taxing authorities are years subsequent to 2014.

**NOTE L - EMPLOYEE BENEFITS**



The Company and the Bank provide a deferred compensation arrangement (401(k) plan) whereby employees contribute a percentage of their compensation. For employee contributions of six percent or less, the Company and its subsidiary bank provide a 50% matching contribution. Contributions totaled \$628 thousand in 2018, \$513 thousand in 2017 and \$339 thousand in 2016.

The Company sponsors an Employee Stock Ownership Plan (ESOP) for employees who have completed one year of service for the Company and attained age 21. Employees become fully vested after five years of service. Contributions to the plan are at the discretion of the Board of Directors. At December 31, 2018, the ESOP held 5,728 shares valued at \$177 thousand of Company common stock and had no debt obligation. All shares held by the plan were considered outstanding for net income per share purposes. Total ESOP expense was \$4 thousand for 2018, \$4 thousand for 2017 and \$5 thousand for 2016.

In 2014, the Company established a Supplemental Executive Retirement Plan (“SERP”) for three active key executives. During 2016, the Company established a SERP for eight additional active key executives. Pursuant to the SERP, these officers are entitled to receive 180 equal monthly payments commencing at the later of obtaining age 65 or separation from service. The costs of such benefits, assuming a retirement date at age 65, will be accrued by the Company at such retirement date. The Company accrued to expense \$259 thousand for 2018 and \$242 thousand for 2017 and \$194 thousand for 2016 for future benefits payable under the SERP. The SERP is an unfunded plan and is considered a general contractual obligation of the Company.

Upon the acquisition of Iberville Bank, Southwest and FMB, the Bank assumed deferred compensation agreements with directors and employees. At December 31, 2018, the total liability of the deferred compensation agreements was \$1.1 million, 1.2 million, and 3.1 million, respectively. Deferred compensation expense totaled \$26 thousand, \$44 thousand, and \$42 thousand, respectively for 2018.

**NOTE M - STOCK PLANS**

In 2007, the Company adopted the 2007 Stock Incentive Plan. The 2007 Plan provided for the issuance of up to 315,000 shares of Company Common Stock, \$1.00 par value per share. In 2015, the Company adopted an amendment to the 2007 Stock Incentive Plan which provided for the issuance of an additional 300,000 shares of Company Common Stock, \$1.00 par value per share, for a total of 615,000 shares. Shares issued under the 2007 Plan may consist in whole or in part of authorized but unissued shares or treasury shares. Total shares issuable under the plan are 200,044 at year-end 2018, and 60,984 and 84,286 shares were issued in 2018 and 2017, respectively.

A summary of changes in the Company's nonvested shares for the year follows:

| Nonvested shares               | Shares    | Weighted-Average<br>Grant-Date<br>Fair Value |
|--------------------------------|-----------|----------------------------------------------|
| Nonvested at January 1, 2018   | 215,557   | \$ 20.16                                     |
| Granted                        | 60,984    |                                              |
| Vested                         | (2,250 )  |                                              |
| Forfeited                      | (19,236 ) |                                              |
| Nonvested at December 31, 2018 | 255,055   | \$ 22.94                                     |

As of December 31, 2018, there was \$3.7 million of total unrecognized compensation cost related to nonvested shares granted under the Plan. The costs is expected to be recognized over the remaining term of the vesting period (approximately 5 years). The total fair value of shares vested during the years ended December 31, 2018, 2017 and 2016 was \$90 thousand, \$1.8 million, and \$800 thousand.

Compensation cost in the amount of \$1.2 million was recognized for the year ended December 31, 2018, \$867 thousand was recognized for the year ended December 31, 2017 and \$772 thousand for the year ended December 31, 2016. Shares of restricted stock granted to employees under this stock plan are subject to restrictions as to the vesting period. The restricted stock award becomes 100% vested on the earliest of 1) the three or five year vesting period provided the Grantee has not incurred a termination of employment prior to that date, 2) the Grantee's retirement, or 3) the Grantee's death. During this period, the holder is entitled to full voting rights and dividends. The dividends are held by the Company and only paid if and when the grants are vested. The 2007 Plan also contains a double trigger change-in-control provision pursuant to which unvested shares of stock granted through the plan will be accelerated upon a change in control if the executive is terminated without cause as a result of the transaction (as long as the shares granted remain part of the Company or are transferred into the shares of the new company).

***NOTE N - SUBORDINATED DEBT***

***DEBENTURES***

On June 30, 2006, the Company issued \$4,124,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 2 in which the Company owns all of the common equity. The debentures are the sole asset of Trust 1. The Trust issued \$4,000,000 of Trust Preferred Securities to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities were redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2036. Interest on the preferred securities is the three month London Interbank Offer Rate (LIBOR) plus 1.65% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities.

On July 27, 2007, the Company issued \$6,186,000 of floating rate junior subordinated deferrable interest debentures to The First Bancshares Statutory Trust 3 in which the Company owns all of the common equity. The debentures are the sole asset of Trust 3. The Trust issued \$6,000,000 of Trust Preferred Securities to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2037. Interest on the preferred securities is the three month LIBOR plus 1.40% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities.

In 2018, the Company acquired FMB's Capital Trust 1, which consisted of \$6.1 million of floating rate junior subordinated deferrable interest debentures in which the Company owns all of the common equity. The debentures are the sole asset of Trust 1. The Trust issued \$6,000,000 of Trust Preferred Securities to investors. The Company's obligations under the debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the Trust's obligations under the preferred securities. The preferred securities are redeemable by the Company at its option. The preferred securities must be redeemed upon maturity of the debentures in 2033. Interest on the preferred securities is the three month LIBOR plus 2.85% and is payable quarterly. The terms of the subordinated debentures are identical to those of the preferred securities. In accordance with the provisions of ASC Topic 810, *Consolidation*, the trusts are not included in the consolidated financial statements.

## **NOTES**

On April 30, 2018, The Company entered into two Subordinated Note Purchase Agreements pursuant to which the Company sold and issued \$24.0 million in aggregate principal amount of 5.875% fixed-to-floating rate subordinated notes due 2028 and \$42.0 million in aggregate principal amount of 6.40% fixed-to-floating rate subordinated notes due 2033 (collectively, the "Notes").

The Notes are not convertible into or exchangeable for any other securities or assets of the Company or any of its subsidiaries. The Notes are not subject to redemption at the option of the holder. Principal and interest on the Notes are subject to acceleration only in limited circumstances. The Notes are unsecured, subordinated obligations of the Company and rank junior in right to payment to the Company's current and future senior indebtedness, and each Note is pari passu in right to payment with respect to the other Notes.

## **NOTE O - TREASURY STOCK**

Shares held in treasury totaled 26,494 at December 31, 2018, 2017, and 2016.

**NOTE P - RELATED PARTY TRANSACTIONS**

In the normal course of business, the Bank makes loans to its directors and executive officers and to companies in which they have a significant ownership interest. Such loans amounted to approximately \$20.6 million and \$15.1 million at December 31, 2018 and 2017, respectively. The activity in loans to current directors, executive officers, and their affiliates during the year ended December 31, 2018, is summarized as follows (\$ in thousands):

|                                        |           |
|----------------------------------------|-----------|
| Loans outstanding at beginning of year | \$ 15,137 |
| New loans                              | 6,418     |
| Repayments                             | (962 )    |
| Loans outstanding at end of year       | \$ 20,593 |

**NOTE Q - COMMITMENTS, CONTINGENCIES, AND CONCENTRATIONS OF CREDIT RISK**

In the normal course of business, there are outstanding various commitments and contingent liabilities, such as guaranties, commitments to extend credit, etc., which are not reflected in the accompanying financial statements. Commitments to extend credit and letters of credit include some exposure to credit loss in the event of nonperformance of the customer. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit policies and procedures for such commitments are the same as those used for lending activities. Because these instruments have fixed maturity dates and because a number expire without being drawn upon, they generally do not present any significant liquidity risk. No significant losses on commitments were incurred during the two years ended December 31, 2018, nor are any significant losses as a result of these transactions anticipated.

The contractual amounts of financial instruments with off-balance-sheet risk at year-end were as follows:

| (\$ in thousands)         | 2018   |          | 2017   |          |
|---------------------------|--------|----------|--------|----------|
|                           | Fixed  | Variable | Fixed  | Variable |
|                           | Rate   | Rate     | Rate   | Rate     |
| Commitments to make loans | \$32.6 | \$ 36.8  | \$26.7 | \$ 30.2  |
| Unused lines of credit    | 115.5  | 131.7    | 104.9  | 119.6    |
| Standby letters of credit | 2.3    | 8.4      | 1.8    | 6.4      |

Commitments to make loans are generally made for periods of 90 days or less. The fixed rate loan commitments have interest rates ranging from 18% to 3.25% and maturities ranging from 1 year to 30 years.

The primary market areas served by the Bank are Forrest, Lamar, Jones, Pearl River, Jackson, Hancock, Stone, Harrison Counties within South Mississippi, Madison and Rankin Counties in Central Mississippi, as well as Washington Parish, St. Tammany Parish, Plaquemine Parish, Livingston Parish, West Baton Rouge Parish, East Baton Rouge Parish, Iberville Parish, Assumption Parish and Ascension Parish in Louisiana, Washington, Baldwin and Mobile Counties in South Alabama, Escambia County in Northwestern Florida, Santa Rosa County, Jefferson County, Leon County in Florida, and Thomasville County in Georgia. Management closely monitors its credit concentrations and attempts to diversify the portfolio within its primary market area. As of December 31, 2018, management does not consider there to be any significant credit concentrations within the loan portfolio. Although the Bank's loan portfolio, as well as existing commitments, reflects the diversity of its primary market area, a substantial portion of a borrower's ability to repay a loan is dependent upon the economic stability of the area.

In the normal course of business, the Company and its subsidiary are subject to pending and threatened legal actions. Although the Company is not able to predict the outcome of such actions, after reviewing pending and threatened actions with counsel, management believes that based on the information currently available the outcome of such actions, individually or in the aggregate, will not have a material adverse effect on the Company's consolidated financial statements.

***NOTE R - FAIR VALUES OF ASSETS AND LIABILITIES***

The Company follows the guidance of ASC Topic 820, *Fair Value Measurements and Disclosures*, that establishes a framework for measuring fair value and expands disclosures about fair value measurements.

The guidance defines the fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. It also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

In accordance with the guidance, the Company groups its financial assets and financial liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1: Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2: Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets and liabilities.

Level 3: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets.

### *Securities*

The fair value of available-for-sale securities is determined by various valuation methodologies. Where quoted market prices are available in an active market, securities are classified within Level 1. If quoted market prices are not available, then fair values are estimated by using pricing models or quoted prices of securities with similar characteristics. Level 2 securities include U.S. Treasury securities, obligations of U.S. government corporations and agencies, obligations of states and political subdivisions, mortgage-backed securities and collateralized mortgage obligations. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using the discounted cash flow or other market indicators (Level 3).



The following table presents the Company's securities that are measured at fair value on a recurring basis and the level within the hierarchy in which the fair value measurements fell as of December 31, 2018 and 2017 (\$ in thousands):

|                                                                | Fair Value | Fair Value Measurements Using                                  |                                               |                                           |
|----------------------------------------------------------------|------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|
|                                                                |            | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| <b>December 31, 2018</b>                                       |            |                                                                |                                               |                                           |
| Available-for-sale                                             |            |                                                                |                                               |                                           |
| Obligations of U.S. Government agencies and sponsored entities | \$ 47,342  | \$ -                                                           | \$ 47,342                                     | \$ -                                      |
| Municipal securities                                           | 150,064    | -                                                              | -                                             | 150,064                                   |
| Mortgage-backed securities                                     | 287,470    | -                                                              | 287,470                                       | -                                         |
| Corporate obligations                                          | 7,348      | -                                                              | 6,474                                         | 874                                       |
| Total available for sale                                       | \$ 492,224 | \$ -                                                           | \$ 341,286                                    | \$ 150,938                                |

| December 31, 2017                                              | Fair Value | Fair Value Measurements Using                                  |                                               |                                           |
|----------------------------------------------------------------|------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|
|                                                                |            | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Available-for-sale                                             |            |                                                                |                                               |                                           |
| Obligations of U.S. Government agencies and sponsored entities | \$ 4,992   | \$ -                                                           | \$ 4,992                                      | \$ -                                      |
| Municipal securities                                           | 138,584    | -                                                              | 138,584                                       | -                                         |
| Mortgage-backed securities                                     | 196,578    | -                                                              | 196,578                                       | -                                         |
| Corporate obligations                                          | 15,819     | -                                                              | 13,250                                        | 2,569                                     |
| Total available for sale                                       | \$ 355,973 | \$ -                                                           | \$ 353,404                                    | \$ 2,569                                  |
| Other                                                          | \$ 920     | \$ 920                                                         | \$ -                                          | \$ -                                      |

The following is a reconciliation of activity for assets measured at fair value based on significant unobservable (non-market) information.

| (\$ in thousands)                                         | Bank-Issued Trust<br>Trust Preferred<br>Securities |         |         |
|-----------------------------------------------------------|----------------------------------------------------|---------|---------|
|                                                           | 2018                                               | 2017    | 2016    |
| Balance of recurring Level 3 assets at January 1          | \$2,569                                            | \$2,241 | \$2,557 |
| Transfers into Level 3                                    | -                                                  | -       | -       |
| Transfers out of Level 3                                  | -                                                  | -       | -       |
| Unrealized (loss) income included in comprehensive Income | (1,695)                                            | 328     | (316 )  |
| Balance of recurring Level 3 assets at December 31        | \$874                                              | \$2,569 | \$2,241 |

The following table presents quantitative information about recurring Level 3 fair value measurements (\$ in thousands):

| Trust Preferred | Fair Value | Valuation Technique | Significant Unobservable | Range of Inputs |
|-----------------|------------|---------------------|--------------------------|-----------------|
|-----------------|------------|---------------------|--------------------------|-----------------|

| <b>Securities</b> |          | <b>Inputs</b>        |               |               |
|-------------------|----------|----------------------|---------------|---------------|
| December 31, 2018 | \$ 874   | Discounted cash flow | Discount rate | 3.71% - 5.03% |
| December 31, 2017 | \$ 2,569 | Discounted cash flow | Discount rate | 2.07% - 3.77% |
| December 31, 2016 | \$ 2,241 | Discounted cash flow | Discount rate | 1.50% - 3.34% |

Following is a description of the valuation methodologies used for assets and liabilities measured at fair value on a non-recurring basis and recognized in the accompanying balance sheets, as well as the general classification of such assets and liabilities pursuant to the valuation hierarchy.

### ***Impaired Loans***

Loans for which it is probable that the Company will not collect all principal and interest due according to contractual terms are measured for impairment. If the impaired loan is identified as collateral dependent, then the fair value method of measuring the amount of impairment is utilized. This method requires obtaining a current independent appraisal of the collateral. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available for similar loans and collateral underlying such loans. Such adjustments, if any, result in a Level 3 classification of the inputs for determining fair value. The Company adjust the appraisal 10 percent. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. Impaired loans are evaluated on a quarterly basis for additional impairment.

### ***Other Real Estate Owned***

Other real estate owned consists of properties obtained through foreclosure. The adjustment at the time of foreclosure is recorded through the allowance for loan losses. Fair value of other real estate owned is based on current independent appraisals of the collateral less costs to sell when acquired, establishing a new costs basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals, which are updated no less frequently than annually. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach with data from comparable properties. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments, if any, result in a Level 3 classification of the inputs for determining fair value. In the determination of fair value subsequent to foreclosure, Management also considers other factors or recent developments, such as changes in market conditions from the time of valuation and anticipated sales values considering plans for disposition, which could result in an adjustment to lower the collateral value estimates indicated in the appraisals. The Company adjust the appraisal 10 percent. Periodic revaluations are classified as Level 3 in the fair value hierarchy since assumptions are used that may not be observable in the market. Due to the subjective nature of establishing the fair value when the asset is acquired, the actual fair value of the other real estate owned or foreclosed asset could differ from the original estimate. If it is determined the fair value declines subsequent to foreclosure, a valuation allowance is recorded through other income. Operating costs associated with the assets after acquisition are also recorded as non-interest expense. Gains and losses on the disposition of other real estate owned and foreclosed assets are netted and recorded in other income. Other real estate measured at fair value on a non-recurring basis at December 31, 2018, amounted to \$10.9 million. Other real

estate owned is classified within Level 3 of the fair value hierarchy.

The following table presents the fair value measurement of assets and liabilities measured at fair value on a nonrecurring basis and the level within the fair value hierarchy in which the fair value measurements were reported at December 31, 2018 and 2017.

| (\$ in thousands)       | Fair Value Measurements Using |                                                                |                                               |                                           |
|-------------------------|-------------------------------|----------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|
|                         | Fair Value                    | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| December 31, 2018       |                               |                                                                |                                               |                                           |
| Impaired loans (1)      | \$28,928                      | \$ -                                                           | \$ -                                          | \$ 28,928                                 |
| Other real estate owned | 10,869                        | -                                                              | -                                             | 10,869                                    |
| December 31, 2017       |                               |                                                                |                                               |                                           |
| Impaired loans          | \$9,614                       | \$ -                                                           | \$ -                                          | \$ 9,614                                  |
| Other real estate owned | 7,158                         | -                                                              | -                                             | 7,158                                     |

(1) Impaired loans include \$17,652 in PCI loans.

The following methods and assumptions were used to estimate the fair value of each class of financial instrument for which it is practicable to estimate that value:

**Cash and Cash Equivalents** – For such short-term instruments, the carrying amount is a reasonable estimate of fair value.

**Investment in securities available-for-sale and held-to-maturity** – The fair value measurement for securities available-for-sale was discussed earlier. The same measurement approach was used for securities held-to-maturity and other securities.

**Loans** – The fair value of loans was estimated by discounting the expected future cash flows using the current interest rates at which similar loans would be made for the same remaining maturities, in accordance with the exit price notion as defined by FASB ASC 820, *Fair Value Measurement* ("ASC 820"). Expected future cash flows were projected based on contractual cash flows, adjusted for estimated prepayments and as a result of the adoption of ASU 2016-01,

which also included credit risk and other market factors to calculate the exit price fair value in accordance with ASC 820. Starting with the first quarter of 2018, the Company began using an exit price notion when measuring the fair value of its loan portfolio, excluding loans held for sale, for disclosure purposes.

***Bank-owned Life Insurance*** – The fair value of bank-owned life insurance approximates the carrying amount, because upon liquidation of these investments, the Company would receive the cash surrender value which equals the carrying amount.

***Accrued Interest Receivable*** – The carrying amount of accrued interest receivable approximates fair value and is classified as level 2 for accrued interest receivable related to investments securities and Level 3 for accrued interest receivable related to loans.

***Deposits*** – The fair values of demand deposits are, as required by ASC Topic 825, equal to the carrying value of such deposits. Demand deposits include non-interest-bearing demand deposits, savings accounts, NOW accounts, and money market demand accounts. The fair value of variable rate term deposits, those repricing within six months or less, approximates the carrying value of these deposits. Discounted cash flows have been used to value fixed rate term deposits and variable rate term deposits repricing after six months. The discount rate used is based on interest rates currently being offered on comparable deposits as to amount and term.

***Short-Term Borrowings*** – The carrying value of any federal funds purchased and other short-term borrowings approximates their fair values.

**FHLB and Other Borrowings** – The fair value of the fixed rate borrowings are estimated using discounted cash flows, based on current incremental borrowing rates for similar types of borrowing arrangements. The carrying amount of any variable rate borrowing approximates its fair value.

**Subordinated Debentures** – Fair values are determined based on the current market value of like instruments of a similar maturity and structure.

**Accrued Interest Payable** – The carrying amount of accrued interest payable approximates fair value resulting in a Level 2 classification.

**Off-Balance Sheet Instruments** – Fair values of off-balance sheet financial instruments are based on fees charged to enter into similar agreements. However, commitments to extend credit do not represent a significant value until such commitments are funded or closed. Management has determined that these instruments do not have a distinguishable fair value and no fair value has been assigned.

| As of December 31, 2018       | Fair Value Measurements |                      |                         |                                               |                                           |
|-------------------------------|-------------------------|----------------------|-------------------------|-----------------------------------------------|-------------------------------------------|
| (\$ in thousands)             | Carrying Amount         | Estimated Fair Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Instruments:        |                         |                      |                         |                                               |                                           |
| Assets:                       |                         |                      |                         |                                               |                                           |
| Cash and cash equivalents     | \$159,107               | \$159,107            | \$159,107               | \$-                                           | \$-                                       |
| Securities available-for-sale | 492,224                 | 492,224              | -                       | 341,286                                       | 150,938                                   |
| Securities held-to-maturity   | 6,000                   | 7,028                | -                       | 7,028                                         | -                                         |
| Loans, net                    | 2,055,195               | 2,020,782            | -                       | -                                             | 2,020,782                                 |
| Accrued interest receivable   | 10,778                  | 10,778               | -                       | 2,673                                         | 8,105                                     |
| Liabilities:                  |                         |                      |                         |                                               |                                           |
| Non-interest-bearing deposits | \$570,148               | \$570,148            | \$-                     | \$570,148                                     | \$-                                       |
| Interest-bearing deposits     | 1,887,311               | 1,855,637            | -                       | 1,855,637                                     | -                                         |
| Subordinated debentures       | 80,521                  | 76,986               | -                       | -                                             | 76,986                                    |
| FHLB and other borrowings     | 85,500                  | 85,500               | -                       | 85,500                                        | -                                         |
| Accrued interest payable      | 1,519                   | 1,519                | -                       | 1,519                                         | -                                         |



| As of December 31, 2017       | Fair Value Measurements |                      |                         |                                               |                                           |
|-------------------------------|-------------------------|----------------------|-------------------------|-----------------------------------------------|-------------------------------------------|
| (\$ in thousands)             | Carrying Amount         | Estimated Fair Value | Quoted Prices (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
| Financial Instruments:        |                         |                      |                         |                                               |                                           |
| Assets:                       |                         |                      |                         |                                               |                                           |
| Cash and cash equivalents     | \$91,922                | \$91,922             | \$ 91,922               | \$ -                                          | - \$ -                                    |
| Securities available-for-sale | 356,893                 | 356,893              | 920                     | 353,404                                       | 2,569                                     |
| Securities held-to-maturity   | 6,000                   | 7,398                | -                       | 7,398                                         | -                                         |
| Loans, net                    | 1,221,808               | 1,238,525            | -                       | -                                             | 1,238,525                                 |
| Bank-owned life insurance     | 27,054                  | 27,054               | -                       | 27,054                                        | -                                         |
| Accrued interest receivable   | 6,705                   | 6,705                | -                       | 2,287                                         | 4,418                                     |
| Liabilities:                  |                         |                      |                         |                                               |                                           |
| Non-interest-bearing deposits | \$301,989               | \$301,989            | \$ -                    | \$301,989                                     | \$ -                                      |
| Interest-bearing deposits     | 1,168,576               | 1,165,682            | -                       | 1,165,682                                     | -                                         |
| Subordinated debentures       | 10,310                  | 10,310               | -                       | -                                             | 10,310                                    |
| FHLB and other borrowings     | 104,072                 | 104,072              | -                       | 104,072                                       | -                                         |
| Accrued interest payable      | 353                     | 353                  | -                       | 353                                           | -                                         |

#### **NOTE 5 - PREFERRED STOCK**

Pursuant to the terms of a letter agreement between the Company and the United States Department of the Treasury (“Treasury”), the Company issued 17,123 CDCI Preferred Shares.

The Letter Agreement contains limitations on the payment of dividends on the common stock to no more than 100% of the aggregate per share dividend and distributions for the immediate prior fiscal year (dividends were declared and paid in 2011 through 2016) and on the Company’s ability to repurchase its common stock in the event of a non-payment of our dividend, and continues to subject the Company to certain of the executive compensation limitations included in the Emergency Economic Stabilization Act of 2008 (EESA), as previously disclosed by the Company. The CDCI Preferred Shares entitle the holder to an annual dividend of 2% for 8 years of the liquidation value of the shares, payable quarterly in arrears.

On May 13, 2015, The First Bancshares, Inc. (the “Company”) entered into a Letter Agreement (the “Letter Agreement”), with the United States Department of the Treasury (“Treasury”), pursuant to which the Company redeemed the Warrant to purchase up to 54,705 shares of the Company’s common stock, no par value per share (the “Common Stock”) issued to Treasury on February 6, 2009 under the Capital Purchase Program. In connection with this redemption, on May 13, 2015, the Company paid Treasury an aggregate redemption price of \$302,410.

On October 14, 2016, the Company issued 3,563,380 shares of Series E Convertible Preferred Stock at \$17.75 per share in a private placement offering and received approximately \$59,744,000 in net proceeds after offering expenses of \$3,506,000. The net proceeds from this private placement were used to finance the Iberville Bank acquisition and pay related expenses, to support our capital ratios in connection with the Iberville Bank acquisition and Gulf Coast Community Bank acquisition, and for general corporate purposes. All 3,563,380 shares of the Series E Convertible Preferred Stock were converted into 3,563,380 shares of common stock on January 4, 2017, following shareholder approval. Dividends were declared and paid on the Series E Convertible Preferred Stock.

On December 6, 2016, the Company repurchased all 17,123 shares of its CDCI Preferred Shares at fair market value of \$15,925,000, which equated to a discount of 7% to par, or \$1,198,000.

***NOTE T - REVENUE FROM CONTRACTS WITH CUSTOMERS***

On January 1, 2018, the Company adopted ASU No. 2014-09, Revenue from Contracts with Customers. ASU 2014-09 implements a common revenue standard that clarifies the principles for recognizing revenue. The core principle of ASU 2014-09 is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. To achieve that core principle, an entity should apply the following steps: (i) identify the contract(s) with a customer, (ii) identify the performance obligations in the contract; (iii) determine the transaction price, (iv) allocate the transaction price to the performance obligations in the contract and (v) recognize revenue when (or as) the entity satisfies a performance obligation.

The Company concluded that there was no change to the timing and pattern of revenue recognition for its current revenue streams or the presentation of revenue as gross versus net. No adjustment to retained earnings was required on the adoption date. Because there was no change to the timing and pattern of revenue recognition, there were no material changes to the Company's processes and internal controls.

All of the Company's revenue from contracts with customers within the scope of ASC 606 is recognized within noninterest income. The guidance does not apply to revenue associated with financial instruments, including loans and investment securities that are accounted for under other GAAP, which comprise a significant portion of our revenue stream. A description of the Company's revenue streams accounted for under ASC 606 is as follows:

Service Charges on Deposit Accounts: The Company earns fees from deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees, which include services such as ATM use fees, stop payment charges, statement rendering, and ACH fees, are recognized at the time the transaction is executed at the point in the time the Company fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

Interchange Income: The Company earns interchange fees from debit and credit card holder transaction conducted through various payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided by the cardholder.

Gains/Losses on Sales of OREO: The Company records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Company finances the sale of OREO to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether the collectability of the transaction prices is probable. Once these criteria are met, the OREO asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on the sale, the Company adjusts the transaction price and related gain (loss) on sale if a significant financing component is present.

All of the Company's revenue from contracts with customers in the scope of ASC 606 is recognized within non-interest income. The following table presents the Company's sources of non-interest income for December 31, 2018 and 2017. Items outside the scope of ASC 606 are noted as such.

| Revenue by Operating Segments<br>(\$ in thousands) | Year Ended December 31, 2018 |                                 |                    |          |
|----------------------------------------------------|------------------------------|---------------------------------|--------------------|----------|
|                                                    | Commercial<br>Retail<br>Bank | Mortgage<br>Banking<br>Division | Holding<br>Company | Total    |
| Non-interest income                                |                              |                                 |                    |          |
| Service charges on deposits                        |                              |                                 |                    |          |
| Overdraft fees                                     | \$3,306                      | \$ 2                            | \$ -               | \$3,308  |
| Other                                              | 2,483                        | 2                               | -                  | 2,485    |
| Interchange income                                 | 5,247                        | -                               | -                  | 5,247    |
| Investment brokerage fees                          | 43                           | -                               | -                  | 43       |
| Net gains (losses) on OREO                         | 60                           | -                               | -                  | 60       |
| Net gains on sale of loans (a)                     | 33                           | -                               | -                  | 33       |
| Net gains (losses) on sales of of securities (a)   | 334                          | -                               | -                  | 334      |
| Other                                              | 3,142                        | 4,044                           | 1,865              | 9,051    |
| Total non-interest income                          | \$14,648                     | \$ 4,048                        | \$ 1,865           | \$20,561 |

| Revenue by Operating Segments<br>(\$ in thousands) | Year Ended December 31, 2017 |                                 |                    |         |
|----------------------------------------------------|------------------------------|---------------------------------|--------------------|---------|
|                                                    | Commercial<br>Retail<br>Bank | Mortgage<br>Banking<br>Division | Holding<br>Company | Total   |
| Non-interest income                                |                              |                                 |                    |         |
| Service charges on deposits                        |                              |                                 |                    |         |
| Overdraft fees                                     | \$2,224                      | \$ 3                            | \$ -               | \$2,227 |
| Other                                              | 1,371                        | 2                               | -                  | 1,373   |
| Interchange income                                 | 3,758                        | -                               | -                  | 3,758   |
| Investment brokerage fees                          | 25                           | -                               | -                  | 25      |
| Net (losses) gains on OREO                         | (199 )                       | -                               | -                  | (199 )  |
| Net gains on sale of loans (a)                     | -                            | -                               | -                  | -       |
| Net gains (losses) on sales of of securities (a)   | (16 )                        | -                               | -                  | (16 )   |
| Other                                              | 2,644                        | 4,500                           | 51                 | 7,195   |

|                           |         |          |       |          |
|---------------------------|---------|----------|-------|----------|
| Total non-interest income | \$9,807 | \$ 4,505 | \$ 51 | \$14,363 |
|---------------------------|---------|----------|-------|----------|

(a) Not within scope of ASC 606

(b) The Company elected the modified retrospective approach of adoption; therefore, prior period balances are presented under legacy GAAP and may not be comparable to current year presentation.

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**NOTE U – SUBSEQUENT EVENTS**

Subsequent events have been evaluated by management through the date the financial statements were issued.

On March 2, 2019, the Company completed its acquisition of FPB Financial Corp., (“FPB”), and immediately thereafter merged Florida Parishes Bank with and into The First. The Company paid a total consideration of approximately \$78.2 million in stock and \$5 thousand in cash. At December 31, 2018, Florida Parishes Bank had \$378.6 million in total assets.

The Company is still in the process of determining the fair values. Goodwill will be recorded as a result of this transaction and will not be deductible for income tax purposes.

Expenses associated with the acquisition were \$158 thousand for the twelve month period ended December 31, 2018. These costs included charges associated with due diligence as well as legal and consulting expenses, which have been expensed as incurred.

**NOTE V - PARENT COMPANY FINANCIAL INFORMATION**

The balance sheets, statements of income and cash flows for The First Bancshares, Inc. (parent company only) follow.

**Condensed Balance Sheets**

| (\$ in thousands)               | December 31, |           |
|---------------------------------|--------------|-----------|
|                                 | 2018         | 2017      |
| Assets:                         |              |           |
| Cash and cash equivalents       | \$3,081      | \$20,436  |
| Investment in subsidiary bank   | 434,352      | 226,648   |
| Investments in statutory trusts | 496          | 310       |
| Bank owned life insurance       | 4,087        | -         |
| Other                           | 2,927        | 1,481     |
|                                 | \$444,943    | \$248,875 |

Liabilities and Stockholders' Equity:

|                                    |           |           |
|------------------------------------|-----------|-----------|
| Subordinated debentures            | \$80,521  | \$10,310  |
| Advances from First Tennessee Bank | -         | 16,000    |
| Other                              | 1,168     | 97        |
| Stockholders' equity               | 363,254   | 222,468   |
|                                    | \$444,943 | \$248,875 |

*Condensed Statements of Income*

| (\$ in thousands)                                                           | Years Ended December 31, |           |           |
|-----------------------------------------------------------------------------|--------------------------|-----------|-----------|
|                                                                             | 2018                     | 2017      | 2016      |
| Income:                                                                     |                          |           |           |
| Interest and dividends                                                      | \$ 11                    | \$ 8      | \$ 7      |
| Dividend income                                                             | 13,889                   | 3,675     | 2,875     |
| Other                                                                       | 1,865                    | 51        | -         |
|                                                                             | 15,765                   | 3,734     | 2,882     |
| Expenses:                                                                   |                          |           |           |
| Interest on borrowed funds                                                  | 3,454                    | 860       | 222       |
| Legal and professional                                                      | 3,833                    | 1,097     | 910       |
| Other                                                                       | 1,755                    | 1,349     | 1,241     |
|                                                                             | 9,042                    | 3,306     | 2,373     |
| Income before income taxes and equity in undistributed income of subsidiary | 6,723                    | 428       | 509       |
| Income tax (expense) benefit                                                | (1,496 )                 | 1,222     | 836       |
| Income before equity in undistributed income of Subsidiary                  | 5,227                    | 1,650     | 1,345     |
| Equity in undistributed income of subsidiary                                | 15,998                   | 8,966     | 8,774     |
| Net income                                                                  | \$21,225                 | \$ 10,616 | \$ 10,119 |



*Condensed Statements of Cash Flows*

| (\$ in thousands)                                                             | Years Ended December 31, |          |          |
|-------------------------------------------------------------------------------|--------------------------|----------|----------|
|                                                                               | 2018                     | 2017     | 2016     |
| Cash flows from operating activities:                                         |                          |          |          |
| Net income                                                                    | \$21,225                 | \$10,616 | \$10,119 |
| Adjustments to reconcile net income to net cash used in operating activities: |                          |          |          |
| Equity in undistributed income of Subsidiary                                  | (15,998)                 | (8,967 ) | (8,775 ) |
| Restricted stock expense                                                      | 1,154                    | 867      | 772      |
| Gain on disposition of CVR                                                    | -                        | (51 )    | -        |
| Other, net                                                                    | 4,356                    | (624 )   | (669 )   |
| Net cash provided by operating activities                                     | 10,737                   | 1,841    | 1,447    |
| Cash flows from investing activities:                                         |                          |          |          |
| Investment in subsidiary bank                                                 | (27,000)                 | (35,000) | (60,000) |
| Outlays for acquisitions                                                      | (47,041)                 | -        | -        |
| Net cash used in investing activities                                         | (74,041)                 | (35,000) | (60,000) |
| Cash flows from financing activities:                                         |                          |          |          |
| Dividends paid on common stock                                                | (2,557 )                 | (1,416 ) | (783 )   |
| Dividends paid on preferred stock                                             | -                        | -        | (452 )   |
| Repurchase of restricted stock for payment of taxes                           | (23 )                    | (329 )   | (176 )   |
| Net proceeds from issuance of 3,563,380 shares                                | -                        | -        | 59,744   |
| Net proceeds from issuance of 2,012,500 shares                                | (237 )                   | 55,271   | -        |
| Repayment of CDCI Preferred Shares                                            | -                        | -        | (15,925) |
| Proceeds (repayment) of borrowed funds                                        | (16,000)                 | -        | 16,000   |
| Issuance of subordinated debt                                                 | 64,766                   | -        | -        |
| Net cash provided by (used in) financing Activities                           | 45,949                   | 53,526   | 58,408   |
| Net increase (decrease) in cash and cash equivalents                          | (17,355)                 | 20,367   | (145 )   |
| Cash and cash equivalents at beginning of year                                | 20,436                   | 69       | 214      |
| Cash and cash equivalents at end of year                                      | \$3,081                  | \$20,436 | \$69     |





| (\$ in thousands)                                          | Year Ended December 31, 2016 |                                 |                    |             |
|------------------------------------------------------------|------------------------------|---------------------------------|--------------------|-------------|
|                                                            | Commercial<br>Retail<br>Bank | Mortgage<br>Banking<br>Division | Holding<br>Company | Total       |
| Interest income                                            | \$43,785                     | \$ 812                          | \$ 7               | \$44,604    |
| Interest expense                                           | 3,679                        | 414                             | 222                | 4,315       |
| Net interest income (loss)                                 | 40,106                       | 398                             | (215 )             | 40,289      |
| Provision for loan losses                                  | 667                          | (42 )                           | -                  | 625         |
| Net interest income (loss) after provision for loan losses | 39,439                       | 440                             | (215 )             | 39,664      |
| Non-interest income                                        | 6,989                        | 4,258                           | -                  | 11,247      |
| Non-interest expense                                       | 31,369                       | 3,342                           | 2,151              | 36,862      |
| Income (loss) before income taxes                          | 15,059                       | 1,356                           | (2,366 )           | 14,049      |
| Income tax (benefit) expense                               | 4,386                        | 380                             | (836 )             | 3,930       |
| Net income (loss)                                          | \$10,673                     | \$ 976                          | \$ (1,530 )        | \$10,119    |
| Total Assets                                               | \$1,254,476                  | \$ 21,400                       | \$ 1,491           | \$1,277,367 |
| Net Loans                                                  | 851,947                      | 13,477                          | -                  | 865,424     |

**NOTE X - SUMMARY OF QUARTERLY RESULTS OF OPERATIONS AND PER SHARE AMOUNTS  
(UNAUDITED)**

| (\$ in thousands, except per share amounts)         | March<br>31 | June 30  | Sept. 30 | Dec. 31  |
|-----------------------------------------------------|-------------|----------|----------|----------|
| 2018                                                |             |          |          |          |
| Total interest income                               | \$18,758    | \$25,037 | \$25,628 | \$30,555 |
| Total interest expense                              | 2,379       | 3,468    | 3,959    | 5,285    |
| Net interest income                                 | \$16,379    | \$21,569 | \$21,669 | \$25,270 |
| Provision for loan losses                           | 277         | 857      | 412      | 574      |
| Net interest income after provision for loan losses | 16,102      | 20,712   | 21,257   | 24,696   |
| Total non-interest income                           | 3,459       | 5,632    | 5,074    | 6,396    |
| Total non-interest expense                          | 14,596      | 19,680   | 19,786   | 22,249   |
| Income tax expense                                  | 1,008       | 1,419    | 1,383    | 1,982    |
| Net income applicable to common stockholders        | \$3,957     | \$5,245  | \$5,162  | \$6,861  |
| Per common share:                                   |             |          |          |          |
| Net income, basic                                   | \$0.34      | \$0.40   | \$0.39   | \$0.48   |
| Net income, diluted                                 | 0.34        | 0.40     | 0.39     | 0.48     |
| Cash dividends declared                             | 0.05        | 0.05     | 0.05     | 0.05     |
| 2017                                                |             |          |          |          |
| Total interest income                               | \$15,753    | \$16,464 | \$16,708 | \$17,143 |
| Total interest expense                              | 1,585       | 1,629    | 1,773    | 1,922    |
| Net interest income                                 | 14,168      | 14,835   | 14,935   | 15,221   |
| Provision for loan losses                           | 46          | 248      | 90       | 122      |
| Net interest income after provision for loan losses | 14,122      | 14,587   | 14,845   | 15,099   |
| Total non-interest income                           | 3,391       | 3,757    | 3,658    | 3,556    |
| Total non-interest expense                          | 16,095      | 15,070   | 11,888   | 12,390   |
| Income tax expense                                  | 296         | 908      | 1,901    | 3,851    |
| Net income applicable to common stockholders        | \$1,122     | \$2,366  | \$4,714  | \$2,414  |
| Per common share:                                   |             |          |          |          |
| Net income, basic                                   | \$0.12      | \$0.26   | \$0.52   | \$0.23   |
| Net income, diluted                                 | 0.12        | 0.26     | 0.51     | 0.23     |
| Cash dividends declared                             | 0.0375      | 0.0375   | 0.0375   | 0.0375   |
| 2016                                                |             |          |          |          |
| Total interest income                               | \$10,596    | \$10,871 | \$11,269 | \$11,868 |
| Total interest expense                              | 922         | 1,016    | 1,202    | 1,176    |
| Net interest income                                 | 9,674       | 9,855    | 10,067   | 10,692   |
| Provision for loan losses                           | 190         | 204      | 143      | 88       |
| Net interest income after provision for loan losses | 9,484       | 9,651    | 9,924    | 10,604   |
| Total non-interest income                           | 2,484       | 2,961    | 3,099    | 2,705    |
| Total non-interest expense                          | 8,395       | 8,921    | 9,416    | 10,132   |
| Income tax expense                                  | 969         | 1,042    | 1,049    | 870      |

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|                                              |         |         |         |         |
|----------------------------------------------|---------|---------|---------|---------|
| Net income                                   | 2,604   | 2,649   | 2,558   | 2,307   |
| Preferred dividends and stock accretion      | 85      | 86      | 86      | 195     |
| Net income applicable to common stockholders | \$2,519 | \$2,563 | \$2,472 | \$2,112 |
| Per common share:                            |         |         |         |         |
| Net income, basic                            | \$0.47  | \$0.47  | \$0.46  | \$0.39  |
| Net income, diluted                          | 0.46    | 0.47    | 0.45    | 0.26    |
| Cash dividends declared                      | 0.0375  | 0.0375  | 0.0375  | 0.0375  |

**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

**Evaluation of Disclosure Controls and Procedures**

The Company's management, under the supervision of and with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of December 31, 2018. Disclosure controls and procedures are controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based on that evaluation, as a result of the material weaknesses described below, the Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures were not effective at December 31, 2018.

**Changes in Internal Control over Financial Reporting**

Other than the remediation efforts with respect to the material weaknesses as described below, no changes have occurred in the Company's internal control over financial reporting (as defined in Rules 13a-15(e) and 15d-15(f) under the Exchange Act) during the quarter ended December 31, 2018, that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**The First Bancshares, Inc.**

**Management's Report on Internal Control over Financial Reporting**

Management of the Company is responsible for establishing and maintaining effective internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f) under the Exchange Act. Internal control over financial reporting is a process designed under the supervision of the Chief Executive Officer and the Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management, under the supervision of and with the participation of the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial reporting as of December 31, 2018 based on the framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework (2013). Based on that assessment, our management believes that, as of December 31, 2018, the Company's internal control over financial reporting was not effective at a reasonable assurance level based on the COSO framework as a result of identified material weaknesses resulting from the aggregation of control deficiencies as further described below. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. Based on the substantive procedures completed by management to date, management has concluded that the material weaknesses have not resulted in any identified misstatements in the financial statements, and there have been no changes to previously released financial results.

As permitted by SEC guidance, management has excluded the operations of Southwest, Sunshine and FMB from the scope of management's report on internal control over financial reporting, each of which was acquired during the year ended December 31, 2018. For the year ended December 31, 2018, Southwest represented approximately 12% of total consolidated assets and 26% of total consolidated net income; Sunshine represented approximately 4% of total consolidated assets and (2)% of total consolidated net income; and FMB represented approximately 15% of total consolidated assets and (4)% of total consolidated net income.



This Annual Report on Form 10-K contains an audit report of Crowe LLP, our independent registered public accounting firm, regarding internal control over financial reporting for the fiscal year ended December 31, 2018 pursuant to the rules of the SEC.

*Material Weaknesses Identified and Remediation Efforts*

In connection with its fiscal 2018 Sarbanes Oxley testing procedures, management evaluated its control environment against the backdrop of recent growth and in support of our strategic plan. As a result of this evaluation, management observed a number of deficiencies in the Company's control environment that were primarily related to the lack of documentation of certain review processes, the lack of completeness of certain review procedures, or the lack of timely completion of certain reviews, which in the aggregate resulted in material weaknesses in four areas as described below. In many cases, a "completeness control" had not been documented, meaning that the subject report had not been compared to the source document to determine that all required data was included in the report, or an "accuracy control" had not been documented, meaning that the information in the subject report had not been subsequently validated for accuracy by someone independent of the recording function. None of the identified control deficiencies resulted in material misstatements related to the Company's financial statements, and there have been no changes to previously released financial results.

Management identified control deficiencies in four areas: overall design of the control environment; completeness and accuracy of loan controls, including problem loan monitoring; allowance for loan losses; and accounting for business combinations. These deficiencies, which are described in more detail below, in the aggregate, rose to the level of material weaknesses in each of those four areas.

Overall design of the control environment

In the area of preventative controls, management identified areas in which journal entries were recorded by certain personnel, including by the Chief Financial Officer, but a second review was not documented for all entries. Management has removed the Chief Financial Officer's access, subjected all entries performed by the Chief Financial Officer during 2018 to supervisory review and implemented a review control to ensure that all journal entries will be reviewed by a second individual with supervisory authority. The Chief Financial Officer also had administrative rights to the accounts payable system, which were subsequently removed. Management performed reviews of employee account activities, however the scope of the review was limited as to time and number of employees, which could have resulted in appropriate personnel not being tested. Management has implemented a risk-based testing approach for employee accounts, and has increased the review period for the subject accounts.

oDuring the first quarter of 2018, management converted its core provider IT system. During the user template review conducted in the first quarter of 2019, management determined that the review control related to the IT system user

template setup during the conversion to the core provider was not performed and documented with sufficient precision, and that the user access rights review was not completed in an effective and timely manner. As a result, management determined that several users had inappropriate user rights which could have resulted in the ability of employees to make inappropriate changes to the IT system platform or conduct inappropriate activity. In addition, management determined that security logs were reviewed daily, however the reviewer was determined not to be independent of the function due to elevated system rights. Subsequently, management implemented a dual control review whereby an independent party reviewed all daily logs for 2018 and determined that no inappropriate changes had been made to the IT systems and no inappropriate activity was detected by the monitoring controls in place as a result of these inappropriate rights or otherwise. Following its review, management documented its review control and inappropriate rights identified for certain users were removed or limited as appropriate. In addition to its annual user access rights review control, management instituted an interim user template setup review control to ensure that new user templates instituted in connection with conversions are reviewed in a more timely manner to ensure appropriate access rights.

In the area of design and evidence of monitoring controls, management determined that a completeness control was not operating effectively to ensure all balance sheet accounts were reconciled timely, however upon review major areas such as correspondent banks, loans, securities, deposits and equities were reviewed on a timely basis. To remediate this issue, during the fourth quarter of 2018 management instituted a completeness control to ensure all balance sheet reconciliations are subject to timely review.

In the area of financial statements/internal financial reports, management determined that the review of the accuracy of the financial statements was not documented with sufficient precision, and identified an inadequate control design due to the fact that a subordinate was tasked with reviewing the compilation of the financial statements performed by a supervisor. In addition, control deficiencies related to masterfile changes on loans and deposits were not sufficiently mitigated by management's monitoring of financial results through certain financial reports, including our monthly yield variance analysis (among others), as this review was not documented with sufficient precision and did not include testing of the reports for completeness and accuracy. Management implemented an alternate system of review in the third and fourth quarters of 2018 to eliminate subordinate review and to provide for documentation of an effective monitoring control.

Based on testing completed by management, management determined that there were no material misstatements in the Company's interim or annual financial statements as a result of the material weakness observed in the overall design of the control environment.

· Completeness and accuracy of loan controls, including problem loan monitoring

With respect to newly originated loans, management determined that testing for completeness and accuracy had not been performed in a timely manner during the post-closing review process for certain loans originated during 2018. o During the fourth quarter of 2018, management engaged an independent third party to review the completeness and accuracy of the newly originated loans. In addition, management has redesigned controls to ensure the completeness of review by personnel independent of the recording function.

With respect to monitoring of loans between the closing date and systems conversion for acquired banks, loan reports were reviewed by management but not tested and documented for completeness and accuracy with sufficient precision. o In the fourth quarter of 2018, management implemented completeness and accuracy controls to determine the validity of the reports provided.

o With respect to problem loan monitoring, management determined that the review of certain loan reports and other relevant information, including the report of loans 90 days past due and accruing, individual classified and criticized loan reports, and evaluations of troubled debt restructurings, was performed but not documented with sufficient precision, and a completeness check had not been performed to ensure that all loans agreed to the source document, which could result in a lack of timely identification of loans as criticized and classified, impaired, or troubled debt restructurings. In addition, management determined that the review of the accuracy of loan grade changes submitted via loan status change forms was performed but not documented with sufficient precision and a completeness check

had not been performed. Management implemented completeness controls with respect to problem loan monitoring and started documenting review controls to provide evidence of their operation during the fourth quarter of 2018.

During and as of the end of the fourth quarter of 2018, management reviewed the loan portfolio for accuracy and completeness with regard to new loan input, loan grade and impaired loan identification. Based on the review conducted by management and the independent third party, management determined there were no material misstatements in the Company's interim or annual financial statements as a result of the material weakness observed with respect to the completeness and accuracy of loan controls and problem loan monitoring.

· Allowance for loan losses

With respect to the calculation of the allowance for loan losses (“ALL”), management uses a third party to calculate the general reserve used in the ALL calculation, which includes several variables such as bond ratings, loss given default historical percentages, proxy risk grades used to determine probability of default, sensitivity variances used for qualitative and environmental (“Q&E”) reserve adjustments, and other factors. Management did not document and perform with sufficient precision an independent verification of these factors, and did not document the secondary review of its internal determination of included Q&E factors. In addition, management did not document with sufficient precision its rationale for the sensitivity variances used in the Q&E reserve adjustments. Management will implement additional documentation procedures with respect to the factors provided by the third party and its determination of Q&E factors.

Management determined that with respect to acquired loans, including loans acquired in 2017, the control related to the measurement and recording of impairment did not operate with sufficient precision, resulting in a finding that loans of approximately \$4.3 million that were classified and disclosed as “impaired” should have been classified as “purchased credit impaired,” or PCI. This finding resulted in changes to the method by which measurement and recognition of subsequent impairment is performed, so that impairment is measured and recorded for specific loans individually in accordance with ASC 310-30 and not against credit marks on the overall portfolio of impaired acquired loans. During the fourth quarter, as a result of enhanced disclosure controls, management reclassified these loans as PCI, properly recorded a reserve adjustment of \$537 thousand through the ALL for subsequent impairment of acquired loans and implemented an internal PCI policy with control procedures to identify and separately account for PCI loans in future acquisitions.

Management reviewed the allowance for loan losses and determined that there were no material misstatements in the Company’s interim or annual financial statements as a result of the adjustment to the allowance or the material weakness observed with respect to the allowance.

· Accounting for business combinations

o When completing an acquisition, management must initially record all assets of the acquired bank, both financial and non-financial, at fair value. The fair value of the performing loan portfolio and the core deposit intangible (“CDI”) is estimated using a discounted cash flow method. There are numerous assumptions that are considered when estimating the discounted cash flows, including principal maturities, prepayments, probability of default, loss given default, current market rates and proper discount rates, with respect to loan portfolios; and deposit decay rates, estimated fees, maintenance costs, and alternative costs of funding, with respect to CDI. Management used different third party valuation firms to assist with these fair value estimates for its acquisitions completed in 2018, which resulted in differing assumptions used to value the assets of the banks acquired. Management determined that the control related to the assumptions and methodology utilized in the determination of the value of the loan portfolio and the CDI did not operate with sufficient precision to ensure such values were reasonably stated and supported. In the fourth quarter of 2018, management began using a single valuation firm going forward in order to provide more uniformity in its valuation assumptions and methodology. In addition, management reclassified certain acquired

loans as PCI in compliance with its newly implemented internal PCI policy. This reclassification had no material impact on the valuation of the acquired loan portfolios. Management is implementing a control to review the reasonableness of the valuation assumptions and methodology used.

With respect to the purchase price allocation of acquired assets and liabilities, management determined that evidence of the review of certain reports, including the reports related to consideration paid and goodwill, was not appropriately documented with sufficient precision. Management has implemented additional documentation procedures to ensure the review of these entries is appropriately documented and that they are recorded accurately.

Management conducted a review of its accounting methodology used for its acquisitions in 2018. Based on this review, management determined there were no material misstatements in the Company's interim or annual financial statements as a result of the material weakness observed with respect to management's accounting for business combinations.

Management reviewed the material weaknesses described above with the Audit Committee of the Company's Board of Directors. Management, with the oversight of the Audit Committee, has implemented the additional controls and procedures described above starting in the fourth quarter of 2018, and will continue to take steps as necessary that management and the Audit Committee believe will remediate the control deficiencies. However, the identified control deficiencies that led to the material weaknesses in internal control over financial reporting will not be considered fully addressed until the new and additional controls, processes and procedures described above have been in operation for a sufficient period of time to allow the Company's management to conclude, through testing, that the controls are operating effectively and the material weaknesses have been fully remediated. Management expects the remediation of the material weaknesses will be completed during 2019.

#### **ITEM 9B. OTHER INFORMATION**

Not applicable.

### **PART III**

#### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

Information required by this item is set forth in our definitive proxy materials regarding our Annual Meeting of Shareholders to be held May 16, 2019, which proxy materials will be filed with the SEC on or about April 3, 2019.

#### **ITEM 11. EXECUTIVE COMPENSATION**

Information required by this item is set forth in our definitive proxy materials regarding our Annual Meeting of Shareholders to be held May 16, 2019, which proxy materials will be filed with the SEC on or about April 3, 2019.

#### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

Information required by this item is set forth in our definitive proxy materials regarding our Annual Meeting of Shareholders to be held May 16, 2019, which proxy materials will be filed with the SEC on or about April 3, 2019.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE**

Information required by this item is set forth in our definitive proxy materials regarding our Annual Meeting of Shareholders to be held May 16, 2019, which proxy materials will be filed with the SEC on or about April 3, 2019.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

Information required by this item is set forth in our definitive proxy materials regarding our Annual Meeting of Shareholders to be held May 16, 2019, which proxy materials will be filed with the SEC on or about April 3, 2019.



## **PART IV**

### **ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(a) The following documents are filed as part of this Report:

1. The following consolidated financial statements of The First Bancshares, Inc. and subsidiaries are incorporated as part of this Report under Item 8 – Financial Statements and Supplementary Data.

Consolidated balance sheets – December 31, 2018 and 2017

Consolidated statements of income – Years ended December 31, 2018, 2017, and 2016

Consolidated statements of other comprehensive income – Years ended December 31, 2018, 2017, and 2016

Consolidated statements of changes in stockholders' equity – Years ended December 31, 2018, 2017 and 2016

Consolidated statements of cash flows – Years ended December 31, 2018, 2017, and 2016

Notes to consolidated financial statements – December 31, 2018, 2017, and 2016

2. Consolidated Financial Statement Schedules:

All schedules have been omitted, as the required information is either inapplicable or included in the Notes to Consolidated Financial Statements.

3. Exhibits required to be filed by Item 601 of Regulation S-K, by Item 15(b) are listed below.

(b) Exhibits:

All other financial statements and schedules are omitted as the required information is inapplicable or the required information is presented in the consolidated financial statements or related notes.

(a) 3. Exhibits:

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                                                                                                                                                                                                                                                                           |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>2.1</u>         | <u>Agreement and Plan of Merger, dated October 12, 2016, by and among The First Bancshares, Inc., The First, A National Banking Association, and Gulf Coast Community Bank (incorporated herein by reference to Exhibit 1.2 to the Company's Current Report on Form 8-K filed on October 14, 2016).</u> |
| <u>2.2</u>         | <u>Stock Purchase Agreement, dated October 12, 2016, by and between The First Bancshares, Inc. and A. Wilbert's Sons Lumber and Shingle Co. (incorporated herein by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on October 14, 2016).</u>                                |
| <u>2.3</u>         | <u>Agreement and Plan of Merger by and between The First Bancshares, Inc. and Southwest Banc Shares, Inc., dated October 24, 2017 (incorporated herein by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 9, 2017).</u>                                      |
| <u>2.4</u>         | <u>Agreement and Plan of Merger by and between The First Bancshares, Inc. and Sunshine Financial, Inc., dated December 6, 2017 (incorporated herein by reference to Exhibit 2.4 to the Company's Annual Report on Form 10-K filed on March 16, 2018).</u>                                               |
| <u>2.5</u>         | <u>Agreement and Plan of Merger by and between The First Bancshares, Inc. and FMB Banking Corporation, dated July 23, 2018 (incorporated by reference to Exhibit 2.1 of the Company's Registration Statement on Form S-4 filed on September 13, 2018).</u>                                              |
| <u>2.6</u>         | <u>Agreement and Plan of Merger by and between The First Bancshares, Inc. and FPB Financial Corp., dated November 6, 2018 (incorporated herein by reference to Exhibit 2.1 to the Company's Quarterly Report on Form 10-Q filed on November 6, 2018).</u>                                               |

- 3.1 Amended and Restated Articles of Incorporation of The First Bancshares, Inc. (incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 29, 2016).
- 3.2 Amendment to Amended and Restated Articles of Incorporation of The First Bancshares, Inc. (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 10-Q filed on August 9, 2018).
- 3.3 Amended and Restated Bylaws of The First Bancshares, Inc., effective as of March 17, 2016 (incorporated herein by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on March 18, 2016).
- 4.1 Form of Certificate of Common Stock (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement No. 333-220491 on Form S-3 filed on September 15, 2017).
- 4.2 Form of Global Subordinated Note for The First Bancshares, Inc. 5.875% Fixed-to-Floating Rate Subordinated Notes Due 2028 (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 1, 2018).
- 4.3 Form of Global Subordinated Note for The First Bancshares, Inc. 6.4% Fixed-to-Floating Rate Subordinated Notes Due 2023 (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on May 1, 2018).
- 10.1 Note Purchase Agreement between the Company and the several purchasers of the Subordinated Notes, dated April 30, 2018 (incorporated herein by reference to Exhibit 10.1 to The Company's Current Report on Form 8-K filed on May 1, 2018).
- 10.2 Subordinated Note Purchase Agreement between the Company and the several purchasers of the Subordinated Notes, dated April 30, 2018 (incorporated herein by reference to Exhibit 10.2 to The Company's Current Report on Form 8-K filed on May 1, 2018).
- 10.3 Loan Agreement, dated as of December 5, 2016, by and between the Company, as Borrower, and First Tennessee Bank National Association, as Lender (incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 9, 2016).
- 10.4 Employment Agreement dated May 31, 2011, between The First, A National Banking Association, and M. Ray Cole, Jr. (incorporated herein by reference to Exhibit 10.5 of The First Bancshares' Annual Report on Form 10-K filed on March 29, 2012).+
- 10.5 Change in Control Agreement dated as of February 1, 2017 between the Company and Dee Dee Lowery (incorporated herein by reference to Exhibit 10.1 of The First Bancshares' Current Report on Form 8-K filed on February 6, 2017).+
- 10.6 The First Bancshares, Inc. 2007 Stock Incentive Plan (incorporated herein by reference to Exhibit 4.3 to The First Bancshares' Registration Statement No. 333-171996 on Form S-8 filed on February 1, 2011).+
- 10.7 Amendment to 2007 Stock Incentive Plan effective May 28, 2015 (incorporated herein by reference to Exhibit 10.6 to The First Bancshares Annual Report on Form 10-K filed on March 30, 2016).+
- 10.8 Supplemental Executive Retirement Agreement between The First, A National Banking Association and M. Ray (Hoppy) Cole, Jr., as amended (incorporated herein by reference to Exhibit 10.9 to The First Bancshares Annual Report on Form 10-K filed on March 16, 2017).+
- 10.9 Supplemental Executive Retirement Agreement between The First, A National Banking Association and Donna T. Lowery, as amended (incorporated herein by reference to Exhibit 10.10 to The First Bancshares Annual Report on Form 10-K filed on March 16, 2017).+
- 10.10 Form of Supplemental Executive Retirement Agreements for Executives of The First, A National Banking Association (incorporated herein by reference to Exhibit 10.11 to The First Bancshares Annual Report on Form 10-K filed on March 16, 2017).+

- 10.11 Form of Stock Incentive Agreement for Restricted Stock Award pursuant to The First Bancshares, Inc. 2007 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.12 to the Company's Annual Report on Form 10-K filed on March 16, 2018).+
- 21.1 Subsidiaries of The First Bancshares, Inc.\*
- 23.1 Consent of Crowe LLP.\*
- 23.2 Consent of T. E. Lott and Company, PA\*
- 31.1 Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.\*
- 31.2 Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.\*
- 32.1 Section 1350 Certifications.\*\*
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

**\* Filed herewith.**

**\*\*Furnished herewith.**

**+ Denotes management contract or compensatory plan or arrangement.**

## **ITEM 16. FORM 10-K SUMMARY**

None.

## SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

THE FIRST BANCSHARES, INC.

Date: March 18, 2019 By: /s/ M. Ray (Hoppy) Cole, Jr.  
M. Ray (Hoppy) Cole, Jr.  
Chief Executive Officer and President (Principal Executive Officer)

Date: March 18, 2019 By: /s/ Dee Dee Lowery  
Dee Dee Lowery  
Executive VP and Chief Financial Officer  
(Principal Financial and Principal Accounting Officer)

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <b>SIGNATURES</b>             | <b>CAPACITIES</b>                                                                   | <b>DATE</b>    |
|-------------------------------|-------------------------------------------------------------------------------------|----------------|
| /s/E. Ricky Gibson            | Director and Chairman of the Board                                                  | March 18, 2019 |
| /s/Rodney D. Bennett          | Director                                                                            | March 18, 2019 |
| /s/ David W. Bomboy           | Director                                                                            | March 18, 2019 |
| /s/ Charles R. Lightsey       | Director                                                                            | March 18, 2019 |
| /s/ Fred McMurry              | Director                                                                            | March 18, 2019 |
| /s/ Thomas E. Mitchell        | Director                                                                            | March 18, 2019 |
| /s/ Ted E. Parker             | Director                                                                            | March 18, 2019 |
| /s/ J. Douglas Seidenburg     | Director                                                                            | March 18, 2019 |
| /s/ Andrew D. Stetelman       | Director                                                                            | March 18, 2019 |
| /s/ M. Ray (Hoppy) Cole, Jr.  | CEO, President and Director<br>(Principal Executive Officer)                        | March 18, 2019 |
| /s/ Donna T. (Dee Dee) Lowery | Executive VP & Chief Financial Officer (Principal Financial and Accounting Officer) | March 18, 2019 |