

## A LETTER FROM THE CHAIRMAN Frank B. Holding, Jr.

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Dear Shareholder:

Thanks to a 2017 characterized by progress and strong, steady growth, First Citizens' view of the future is one of abundant opportunity. We're focused on expanding our markets, improving our product and service offerings with our customers in mind and growing the long-term value of our company.

At the end of 2017, our financial position remained strong. Net income for 2017 increased approximately 46 percent over 2016 due to continued quality loan growth, improved yields on earning assets and strong noninterest income growth. Originated loan growth of 7 percent and deposit growth of 4 percent continued to strengthen our balance sheet. Our sustained success led to an increase of approximately 17 percent in our quarterly dividend during the fourth quarter of 2017.

In 2017, we acquired through agreements with the FDIC the assets and liabilities of Guaranty Bank of Milwaukee, Wisconsin, and Harvest Community Bank of Pennsville, New Jersey. We also completed three operational conversions of previously acquired banks. The Guaranty Bank transaction was one of the largest in our history, with branches in several states including Wisconsin and Georgia.

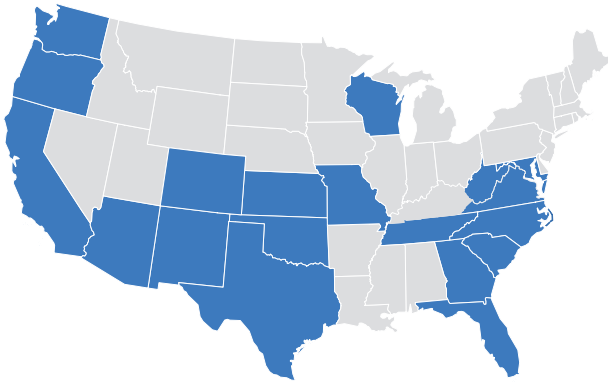
In December, we entered into a merger agreement to acquire HomeBancorp Inc. and its subsidiary, HomeBanc, headquartered in Tampa, Florida. Subject to regulatory and shareholder approvals, the anticipated second-quarter transaction will help us fill in our footprint in Florida and expand into the Tampa and Orlando markets.

As we continue to grow and concentrate on expanding relationships with prospects and customers, we're adapting how we engage with them to match their changing behaviors and needs – such as taking advantage of technology:

- We now offer robust online and mobile banking capabilities for companies of any size with our recent launch of First Citizens Digital Banking.
- To help protect customers against fraud, we introduced real-time text and email alerts to debit cardholders. Credit card alerts are next in 2018.
- Inside our branches, we're using existing technology in different ways and exploring new options to improve efficiencies and enhance the customer experience.
- For the roughly 30 percent of visitors who use a mobile device to access our website, firstcitizens.com is now mobile responsive for an improved experience.
- In 2017, we launched a social media “story arc” content strategy, creating financial narratives to engage First Citizens' Facebook and Twitter followers. Posts related to graduations, home renovation and more have resulted in significant follow growth and engagement lift.
- We recently launched the First Citizens Home Buying Assistant for use with Amazon Echo™ devices.\* The helpful voice-activated assistant answers frequently asked questions about every step of the home-buying process while promoting the First Citizens brand.



We continually work to make banking with First Citizens easier and better for our customers. Along those lines, in 2017 we implemented numerous process improvements and introduced new products and services. We continued to focus on integration and partnership between our wealth and branch sales teams, expanded the wealth products and services available through our branches and provided specialized wealth training to our associates. In addition, we introduced a high-benefit checking account option to reward customers who consolidate their deposit relationship and investments with us. The new Premier Executive Checking account fills the gap between our Prestige checking account and our private banking offering.



*The First Citizens footprint*

While customers remain at the center of our attention, we also know how important it is to be a good corporate citizen throughout the communities we serve. In 2017, First Citizens held several major events to build awareness of and raise funds for Teen Cancer America. TCA is our main philanthropy and partners with hospitals to develop teen-friendly spaces and specialized care for young people battling cancer.

Efforts to support TCA in our Southeast markets are beginning to pay off. Bon Secours St. Francis Health System in Greenville, S.C., announced last year that it will open a new inpatient cancer unit with the help of a significant donation from First Citizens, and we're expecting more news to share soon.

Before closing, I'd like to recognize and thank Lucius S. Jones for his many years of service to the corporate board, from which he retired last year.

Better service, better products, better advice, better technology and the best bankers in the business – we recognize that our work makes a difference in the lives of the people, businesses and communities we serve. We've just introduced a new statement of purpose – a rallying cry for our associates as they strive each and every day to fulfill our Forever First promise to be the very best bank we can for everybody who depends on us.

The statement clearly articulates why we're here: Better banking that helps people live better lives. We take great pride in the truth of this declaration, and take seriously its inherent responsibilities.

Many thanks for your commitment to First Citizens and our purpose.

Sincerely,

Frank B. Holding, Jr.  
March 12, 2018



**First Citizens  
BancShares**

**4300 Six Forks Road  
Raleigh, North Carolina 27609**

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

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The Annual Meeting of shareholders of First Citizens BancShares, Inc. will be held at the First Citizens Center located at 4300 Six Forks Road, Raleigh, North Carolina, at 9:00 a.m. EDT on Tuesday, April 24, 2018.

The purposes of the meeting are:

1. **Election of Directors:** To elect 12 directors for one-year terms;
2. **Advisory Vote on Executive Compensation:** To vote on a non-binding advisory resolution to approve compensation paid or provided to our executive officers as disclosed in our proxy statement for the Annual Meeting (a “say-on-pay” resolution);
3. **Ratification of Appointment of Independent Accountants:** To vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2018; and
4. **Other Business:** To transact any other business properly presented for action at the Annual Meeting.

***Our Board of Directors unanimously recommends that you vote:  
“FOR” each of the 12 nominees named in the enclosed proxy statement for election as directors, and  
“FOR” Proposals 2 and 3.***

At the Annual Meeting, you may cast one vote for each share of our Class A Common Stock, and 16 votes for each share of our Class B Common Stock, you held of record on February 26, 2018, which is the record date for the meeting.

You are invited to attend the Annual Meeting in person. However, if you are the record holder of your shares of our common stock, we ask that you appoint the Proxies named in the enclosed proxy statement to vote your shares for you by signing, dating and returning the enclosed proxy card, or following the instructions in the proxy statement to appoint the Proxies by telephone or Internet. If your shares are held in “street name” by a broker or other nominee, the record holder of your shares must vote them for you, so you should follow your broker’s or nominee’s directions and give it instructions as to how you want it to vote your shares. Even if you plan to attend the Annual Meeting, voting by proxy will help us ensure that your shares are represented and that a quorum is present at the meeting. If you sign a proxy card or appoint the Proxies by telephone or Internet, you may later revoke your appointment or change your vote or attend the Annual Meeting and vote in person.

This notice and the enclosed proxy statement and proxy card are being mailed to our shareholders on or about March 12, 2018.

**By Order of the Board of Directors**

A handwritten signature in black ink that reads "Bridget L. Welborn" with a long horizontal flourish extending to the right.

**Bridget L. Welborn  
Secretary**

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**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 24, 2018.**

*The notice of meeting, proxy statement and annual report to security holders are available at: [www.proxyvote.com](http://www.proxyvote.com).*



4300 Six Forks Road  
Raleigh, North Carolina 27609

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## PROXY STATEMENT

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### ANNUAL MEETING OF SHAREHOLDERS

This proxy statement is dated March 7, 2018, and is being furnished to our shareholders by our Board of Directors in connection with our solicitation of proxy appointments in the form of the enclosed proxy card for use at the 2018 Annual Meeting of our shareholders and at any adjournments of the meeting.

In this proxy statement, except where the context indicates otherwise:

- “you,” “your” and similar terms refer to the shareholder receiving it;
- “we,” “us,” “our” and similar terms refer to First Citizens BancShares, Inc. and, as the context may require, collectively to us and First-Citizens Bank & Trust Company, our bank subsidiary;
- “FCB” refers to First-Citizens Bank & Trust Company;
- “Bancorporation” refers to First Citizens Bancorporation, Inc., Columbia, South Carolina, which, along with its bank subsidiary, First Citizens Bank and Trust Company, Inc. (“FCB-SC”), we acquired in a merger transaction during 2014; and
- “the Merger” refers to the transaction in which we acquired Bancorporation and FCB-SC.

The mailing address of our principal office is Post Office Box 27131, Raleigh, North Carolina 27611-7131.

### FREQUENTLY ASKED QUESTIONS ABOUT THE ANNUAL MEETING

The following are some questions that you, as a shareholder, may have regarding the Annual Meeting, and brief answers to those questions. We urge you to carefully read the remainder of this proxy statement because the information in these questions and answers does not provide all of the information that will be important to you with respect to the Annual Meeting and proposals to be voted on at the meeting.

#### When and where is the Annual Meeting?

- **When:** Tuesday, April 24, 2018, at 9:00 a.m. EDT.
- **Where:** First Citizens Center, 4300 Six Forks Road, Raleigh, NC 27609.

#### What proposals will be voted on at the Annual Meeting?

At the Annual Meeting, record holders of our common stock will:

- elect 12 directors for one-year terms (see “*PROPOSAL 1: ELECTION OF DIRECTORS*” on page 5);
- vote on a non-binding advisory resolution to approve compensation paid or provided to our executive officers as disclosed in this proxy statement (a “say-on-pay” resolution) (see “*PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION*” on page 52);
- vote on a proposal to ratify the appointment of Dixon Hughes Goodman LLP as our independent accountants for 2018 (see “*PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS*” on page 54); and
- transact any other business properly presented for action at the Annual Meeting.

## How does the Board of Directors recommend that I vote?

Our Board of Directors unanimously recommends that you vote:

“**FOR**” each of the 12 nominees named in this proxy statement for election as directors, and

“**FOR**” Proposals 2 and 3.

## Who may vote at the Annual Meeting?

Our Board of Directors has set the close of business on February 26, 2018, as the “Record Date” to determine which shareholders are entitled to receive notice of and to vote at the Annual Meeting and how many shares they are entitled to vote. Our voting securities are the 11,005,220 shares of Class A Common Stock (“Class A Common”) and 1,005,185 shares of Class B Common Stock (“Class B Common”) that were outstanding on the Record Date. You must have been a record holder of our stock on the Record Date in order to vote in person or by proxy at the meeting.

## How many votes may I cast at the Annual Meeting?

You may cast one vote for each share of Class A Common, and 16 votes for each share of Class B Common, that you held of record on the Record Date on each director to be elected and on each other matter voted on by shareholders at the Annual Meeting. Votes may not be cumulated in the election of directors.

## How can I vote at the Annual Meeting?

**Record Holders.** If your shares of our common stock are held of record in your name, you can vote at the Annual Meeting in any of the following ways.

- You can attend the Annual Meeting and vote in person.
- You can appoint four of our directors (Hope H. Bryant, H. Lee Durham, Jr., Frank B. Holding, Jr. and Robert T. Newcomb) or any substitutes appointed by them, individually and as a group, to act as your “Proxies” to vote your shares for you at the meeting in either of the ways described below.
- Mark your voting instructions on the proxy card enclosed with this proxy statement, and sign, date and return it in the enclosed preaddressed envelope. If you are the record holder of shares of both Class A Common and Class B Common, you should have received two proxy cards with this proxy statement. In that case you should mark, sign and return **both** proxy cards.
- Call 1-800-690-6903, or log on to the Internet voting website [www.proxyvote.com](http://www.proxyvote.com). Have your enclosed proxy card in hand when you call or access the website. When you are prompted for your “control number,” enter the 16-digit number that is printed in the box on your proxy card, and then follow the instructions you will be given to instruct the Proxies on how to vote your shares. If you have received two proxy cards, each card contains a different control number and you will need to appoint the Proxies to vote your shares of each class separately. You may appoint the Proxies by telephone or Internet until 11:59 p.m. EDT on April 23, 2018, which is the day before the Annual Meeting date.

If you appoint the Proxies by telephone or Internet, you need not sign and return a proxy card. You will be appointing the Proxies to vote your shares on the same terms and with the same authority as if you marked, signed and returned a proxy card. Whether you return a proxy card or appoint the Proxies by telephone or Internet, the authority you will be giving the Proxies is described below and in the proxy card enclosed with this proxy statement.

**Shares Held in “Street Name.”** Only the record holders of shares of our common stock or their appointed proxies may vote those shares. As a result, if your shares are held for you in “street name” by a broker or other nominee (such as a bank or custodian), then:

- your broker or nominee (*i.e.*, the record holder) must vote them for you, or appoint the Proxies to vote them for you, unless you make arrangements for your broker or nominee to assign its voting rights to you or for you to be recognized as the person entitled to vote your shares; and
- you will need to follow the directions your broker or nominee provides you and give it instructions as to how it should vote your shares by completing and returning to it the voting instruction sheet you received from your broker or nominee with this proxy statement, or by giving voting instructions electronically as directed by your broker or nominee.

Brokers and other such nominees typically have the discretionary authority to vote shares they hold for their customers on routine matters, such as proposals to ratify the appointment of independent accountants, when no instructions are received from



beneficial owners of the shares. However, applicable rules generally prohibit brokers from voting their customers' shares on matters designated by the rules as "non-routine" unless the beneficial owners of the shares provide voting instructions. As a result, if your shares are held by a broker, it may not vote your shares at the Annual Meeting in the election of our directors or any other non-routine matter unless you provide voting instructions. To ensure that your shares held by a broker are represented at the Annual Meeting and voted in the manner you desire, ***it is important that you instruct your broker as to how it should vote your shares.***

### **Who is soliciting proxies, and who is paying solicitation expenses?**

Our Board of Directors is asking you to appoint the Proxies to vote your shares at the Annual Meeting. In addition to solicitation by mail, our and FCB's directors, officers and employees may solicit proxy appointments, personally or by telephone, electronic mail or other methods of communication, but they will not receive any additional compensation from us for doing so.

We will pay all costs of our solicitation of proxy appointments for the Annual Meeting, including costs of preparing and mailing this proxy statement and expenses associated with the telephone and Internet voting facilities. We are requesting banks, brokers, custodians and other nominees and fiduciaries to forward copies of our proxy solicitation materials to their principals and request their voting instructions, and we will reimburse them for their expenses in doing so.

In connection with the solicitation of proxy appointments for the Annual Meeting, we have not authorized anyone to give you any information, or make any representation, that is not contained in this proxy statement. If anyone gives you any other information or makes any other representation, you should not rely on it as having been authorized by us.

### **How will proxies be voted at the Annual Meeting?**

- If you sign a proxy card and return it so that we receive it before the Annual Meeting, or you appoint the Proxies by telephone or Internet, you will be appointing the Proxies to vote your shares for you, and they will vote, or abstain from voting, according to the instructions you give them.
- If you sign and return a proxy card or appoint the Proxies by telephone or Internet, but you do not give voting instructions on a matter to be voted on, then the Proxies will be authorized to vote your shares "**FOR**" in the case of the election of each of the 12 nominees for director named in Proposal 1 below, and "**FOR**" in the case of each of Proposals 2 and 3.
- If before the Annual Meeting any nominee named in Proposal 1 becomes unable or unwilling to serve as a director for any reason, your proxy card or telephone or Internet voting instructions will give the Proxies discretion to vote your shares for a substitute nominee named by our Board of Directors. If no substitute nominee is named by our Board of Directors, then the number of directors to be elected at the Annual Meeting will be reduced accordingly.
- We are not aware of any other business that will be brought before the Annual Meeting other than the election of directors and the proposals described in this proxy statement. However, if any other matter is properly presented for action by our shareholders, your proxy card or telephone or Internet voting instructions will authorize the Proxies to vote your shares according to their best judgment. The Proxies also will be authorized to vote your shares according to their best judgment on matters incident to the conduct of the meeting, including motions to adjourn the meeting.
- If you are the record holder of your shares and you do not return a proxy card or appoint the Proxies by telephone or Internet, the Proxies will not have authority to vote for you and your shares will not be represented or voted at the Annual Meeting unless you attend the meeting in person or validly appoint another person to vote your shares for you.

### **What should I do now?**

Even if you plan to attend the Annual Meeting, we ask that you mark your proxy card to indicate how your shares should be voted, sign and date it, and return it in the enclosed envelope, or follow the instructions above for appointing the Proxies and giving your voting instructions by telephone or Internet. Doing that will ensure that your shares will be represented and voted at the meeting. If you own shares of both classes of our common stock and received two proxy cards with this proxy statement, please mark, sign and return both cards or appoint the Proxies by telephone or Internet to vote your shares covered by both cards.

### **Can I change or revoke my voting instructions after I appoint the Proxies by proxy card, telephone or Internet?**

**Record Holders.** If you are the record holder of your shares and you sign and return a proxy card or appoint the Proxies by telephone or Internet, and you later wish to change the voting instructions or revoke the authority you gave the Proxies, you can do so before the Annual Meeting by taking the appropriate action described below.

To change the voting instructions you gave the Proxies, whether by returning a proxy card or appointing the Proxies by telephone or Internet, you can:

- sign a new proxy card, dated after the date of your original proxy card or after you appointed the Proxies by telephone or Internet, which contains your new voting instructions, and submit it to our proxy tabulator, Broadridge Corporate Issuer Solutions, Inc., at Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717, or deliver it to our Corporate Secretary at the Annual Meeting, so that your new proxy card is received before the voting takes place at the meeting; or
- before 11:59 p.m. EDT on April 23, 2018 (the day before the Annual Meeting), call 1-800-690-6903 (the same number used to appoint the Proxies by telephone), or go to the same voting website ([www.proxyvote.com](http://www.proxyvote.com)) used to appoint the Proxies by Internet, enter your 16-digit “control number” (printed in the box on the enclosed proxy card), and then give your new voting instructions.

Whether you return a proxy card or appoint the Proxies by telephone or Internet, the Proxies will follow the last voting instructions received from you before the voting takes place at the Annual Meeting.

To revoke your proxy card or your appointment of the Proxies by telephone or Internet, you can:

- give Broadridge Corporate Issuer Solutions, Inc. a written notice at its address listed above, which must be received before the voting takes place at the Annual Meeting, that you want to revoke your proxy card or telephone or Internet appointment; or
- attend the Annual Meeting and either vote your shares in person or notify our Corporate Secretary at the meeting that you want to revoke your proxy card or telephone or Internet appointment. Simply attending the Annual Meeting alone, without voting in person or notifying our Corporate Secretary, will not revoke your proxy card or telephone or Internet appointment.

**Shares Held in “Street Name.”** If your shares are held in “street name” and you want to revoke or change voting instructions you have given to your broker or other nominee, you must contact your broker or nominee and follow its directions.

#### **How can I obtain another proxy card or voting instruction sheet?**

If you have lost your proxy card or after returning it you want to change your voting instructions, you may obtain another proxy card by calling Broadridge Corporate Issuer Solutions, Inc. at 855-449-0981. To receive another copy of the voting instruction sheet you received from your broker or other nominee, you must call that broker or nominee.

#### **What is required in order to have a quorum for the Annual Meeting?**

A quorum must be present for business to be conducted at the Annual Meeting. For all matters to be voted on at the meeting, a quorum will consist of shares representing a majority of the aggregate votes entitled to be cast by holders of outstanding shares of Class A Common and Class B Common that may be voted at the meeting.

Shares represented in person or by proxy at the meeting will be counted for the purpose of determining whether a quorum exists. Once a share is represented for any purpose at the meeting, it will be treated as present for quorum purposes for the remainder of the meeting and for any adjournments. If you return a valid proxy card, appoint the Proxies by telephone or Internet, or attend the meeting in person, your shares will be counted as present for purposes of determining whether there is a quorum, even if you abstain or instruct the Proxies to abstain from voting on one or more matters voted on. Broker “non-votes” also will be counted as present in determining whether there is a quorum. Broker “non-votes” will occur if your shares are held by a broker and are voted by the broker on one or more matters at the meeting but are not voted by the broker on a “non-routine” matter because you have not given the broker voting instructions on that matter. If your shares are represented at the meeting with respect to any matter voted on, they will be treated as present with respect to all matters voted on, even if they are not voted on all matters.

#### **What vote is required to elect directors and on Proposals 2 and 3?**

Our directors are elected by a plurality of the votes cast in elections. In the election of directors at the Annual Meeting, the 12 nominees receiving the highest numbers of votes will be elected. Proposal 2 calls for a non-binding, advisory vote of our shareholders as described under the heading “*PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION*” and, to be approved, a majority of the votes entitled to be cast on the proposal with respect to shares present in person or represented by proxy at the Annual Meeting must be cast in favor of the proposal. The same vote will be required to approve Proposal 3, which is a vote on ratification of the appointment of our independent accountants for 2018 as described under the heading “*PROPOSAL 3. RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.*” Abstentions will have the same effect as votes against Proposals 2 and 3 and any other matter voted on by our shareholders at the Annual Meeting, but broker non-votes will have no effect in the voting on those matters.



## PROPOSAL 1: ELECTION OF DIRECTORS

*Our Board of Directors recommends that you vote “**FOR**” each of the 12 nominees named below.*

### General

Our Bylaws provide that:

- our Board of Directors will consist of not less than five nor more than 30 members, and our Board is authorized to set and change the actual number of our directors from time to time within those limits; and
- our directors are elected each year at the Annual Meeting for terms of one year or until their deaths, resignations, retirements, removals or disqualifications, or until their successors have been duly elected and qualified.

Our company and FCB each has a board of directors, but historically the membership of the boards has been the same, and our current directors also serve as directors of FCB.

### Nominees

Our Board of Directors has set the number of our directors at 12 for the year following the Annual Meeting. That number reflects a reduction of one director from 2017 following the retirement effective December 31, 2017, of a director who is not being replaced. Following the recommendation of our Compensation, Nominations and Governance Committee, our Board has nominated our 12 current directors named in the table below for re-election as directors at the meeting. If, before the Annual Meeting, any nominee becomes unable or unwilling to serve as a director for any reason, the Board of Directors may name a substitute nominee. If the Board elects not to name a substitute nominee, the number of our directors will be reduced accordingly.

Set forth below is information about the twelve nominees and their qualifications, attributes, and skills that led our Board to nominate them for election.



**John M. Alexander, Jr.**

**Age:** 68

**Director Since:** 1990

**Independent Director:** Yes

**Current Board Committee Service:**

- Audit Committee

#### PRINCIPAL OCCUPATION

- Chairman and Chief Executive Officer, Cardinal International Trucks, Inc. (truck dealer)

#### KEY EXPERIENCE AND QUALIFICATIONS

- **Visible and active community leader:** Extensive community and public leadership experience includes service as a member of the North Carolina State Senate.
- **Management and financial experience:** More than 49 years in managing, operating and growing a successful truck dealership.
- **Corporate governance expertise:** Service on boards of directors and board committees of not-for-profit entities and foundations.

#### OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT

- Member, North Carolina State Senate
- Member, Board of Trustees YMCA of the Triangle
- Past Director, North Carolina Automobile Dealers Association
- Past Director, Raleigh Police Memorial Foundation



**Victor E. Bell III**

**Age:** 61

**Director Since:** 2002

**Independent Director:** Yes

**Current Board Committee Service:**

- Compensation, Nominations and Governance Committee
- Risk Committee

**PRINCIPAL OCCUPATION**

- Chairman and President, Marjan, Ltd. (real estate and other investments)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Management and financial experience:** More than 37 years managing, operating and growing family-owned real estate and investment business.
- **Market expertise:** Familiarity with real estate, real estate-related investment, the medical community and area universities.
- **Corporate governance expertise:** Service on boards of directors and board committees of not-for-profit entities and foundations.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Board of Visitors, UNC Lineberger Comprehensive Cancer Center
- Board of Visitors, Saint Mary’s School
- Chairman and President, N.C. Museum of History Foundation
- Chairman and President, Ravenscroft Foundation
- Vice Chairman, A. E. Finley Foundation
- Director (former Chief Volunteer Officer), YMCA of the Triangle



**Peter M. Bristow**

President and  
Corporate Sales Executive

**Age:** 52

**Director Since:** 2014

**Independent Director:** No

**Current Board Committee Service:**

- None

**Family Relationship:**

- Mr. Bristow is the brother-in-law of Mr. Holding and Mrs. Bryant

**PRINCIPAL OCCUPATION**

- **First Citizens BancShares and FCB**
  - President (2014-present)
  - Corporate Sales Executive (2014-present)
  - Employed by FCB since 2014
- **First-Citizens Bancorporation, Inc. and its subsidiary bank**
  - Executive Vice President and Chief Operating Officer (2001-2014)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Strong leader with extensive management and financial experience:** More than 27 years in banking industry in various leadership positions.
- **Market Expertise:** Intimate knowledge of FCB’s South Carolina and Georgia banking markets.
- **Corporate governance expertise:** Service on boards of directors and board committees of not-for-profit entities and foundations.
- **Significant family ownership in company.**

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Director, NC Community Foundation
- Member, Board of Trustees Saint Mary’s School
- Member, Board of Directors North Carolina Museum of Art Foundation
- Past Member, South Carolina Education Lottery Commission
- Past Member, South Carolina State Retirement System
- Past Director, South Carolina Governors School Foundation
- Past Director, Medical University of South Carolina
- Past Director, Children’s Hospital Foundation
- Past Director, Central Carolina Community Foundation
- Past Director, Columba Museum of Art



**Hope H. Bryant**  
Vice Chairman and  
Corporate Sales Executive

**Age:** 55

**Director Since:** 2006

**Independent Director:** No

**Current Board Committee Service:**

- Executive Committee
- Trust Committee

**Family Relationship:**

- Mrs. Bryant is the sister of Mr. Holding and the sister-in-law of Mr. Bristow

**PRINCIPAL OCCUPATION**

■ **First Citizens BancShares and FCB**

- Vice Chairman (2011-present)
- Corporate Sales Executive (2014-present)
- Executive Vice President (2002-2011)
- Employed by FCB since 1986

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Strong leader with extensive management and financial experience:** Over 30 years of experience with FCB, including managing expansion into new markets and President of our former subsidiary, IronStone Bank.
- **Visible and active community leader:** Extensive community and industry leadership experience including past service on the board of directors of the North Carolina Bankers Association.
- **Corporate governance expertise:** Service on boards of directors and board committees of not-for-profit entities and foundations and non-public community financial institutions.
- **Other Financial Institution Experience:** Serves as a director of Southern BancShares (N.C.), Inc., and Fidelity BancShares (N.C.), Inc., and their respective bank subsidiaries.
- **Significant personal ownership in our company.**

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Chairperson, 2016 Annual Campaign for YMCA of the Triangle
- Member, Ravenscroft School Advisory Board
- Past Member, Board of Visitors Wake Forest University
- Past Director, NC Community Foundation
- Past Director, North Carolina Bankers Association



**H. Lee Durham, Jr.**  
Audit Committee Financial Expert

**Age:** 69

**Director Since:** 2003

**Independent Director:** Yes

**Current Board Committee Service:**

- Audit Committee (Chairman)
- Compensation, Nominations and Governance Committee
- Executive Committee

**PRINCIPAL OCCUPATION**

- Retired Certified Public Accountant
- Former partner, PricewaterhouseCoopers LLP

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive financial and accounting experience:** 32 years in public accounting with a significant portion dedicated to bank and public company clients.
- **Corporate governance experience:** Has served as director, chairman of the audit committee, chairman of the nominations and corporate governance committee, member of the compensation committee and lead independent director of another public financial services company.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Past Director, Charlotte Regional Sports Commission
- Past Member, North Carolina Innovation Council



**Daniel L. Heavner**

**Age:** 70

**Director Since:** 2007

**Independent Director:** Yes

**Current Board Committee Service:**

- Audit Committee
- Trust Committee

**PRINCIPAL OCCUPATION**

- Managing Partner, Heavner Furniture Market (retail furniture sales)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive management and finance experience:** More than 44 years in managing, operating and growing various successful small business ventures, including retail furniture sales, apartment ownership and management, real estate development and construction, farming operations, government service contracts and real estate investments.
- **Development of public and low cost housing:** Experience dealing with public agencies for the development of public and low-cost housing.



**Frank B. Holding, Jr.**  
Chairman and  
Chief Executive Officer

**Age:** 56

**Director Since:** 1993

**Independent Director:** No

**Current Board Committee Service:**

- Executive Committee (Chairman)

**Family Relationship:**

- Mr. Holding is the brother of Mrs. Bryant and the brother-in-law of Mr. Bristow

**PRINCIPAL OCCUPATION**

- **First Citizens BancShares and FCB**
  - Chairman (2009-present)
  - Chief Executive Officer (2008-present)
  - President (1994-2009)
  - Employed by FCB since 1983

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Strong leader with extensive management and financial experience:** Over 35 years of experience with FCB. Has an intimate knowledge of our business and its culture, values, goals and strategic operations.
- **Visible and active community leader:** Service on boards of directors and board committees of not-for-profit entities and foundations.
- **Corporate governance expertise:** Extensive public and business leadership experience including serving as a director and member of various committees of other public and non-public companies.
- **Significant personal ownership in our company.**

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Member, Advisory Board of Duke Energy Corporation
- Chairman, Board of Trustees, Blue Cross and Blue Shield of North Carolina
- Chairman, North Carolina Chamber Foundation
- Trustee, Wake Forest University
- Director, Mount Olive Pickle Company
- Director (former Chairman), North Carolina Chamber of Commerce
- Director, Institute for Defense and Business
- Director, Global Transpark Foundation



**Robert R. Hoppe**

**Age:** 66

**Director Since:** 2014

**Independent Director:** Yes

**Current Board Committee Service:**

- Executive Committee
- Risk Committee (Chairman)

**PRINCIPAL OCCUPATION**

- Retired Certified Public Accountant
- Former partner, PricewaterhouseCoopers LLP

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive financial and accounting experience:** 34 years in public accounting serving clients in the public, private, non-profit and governmental sectors and industries, including manufacturing, healthcare, distribution, utilities and smaller financial service clients.
- **Corporate governance experience:** Prior service as director and vice chairman of the audit and risk committees for another financial institution. Active in civic and professional organizations throughout his career.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Director, Salvation Army of Greater Charlotte



**Floyd L. Keels**

**Age:** 70

**Director Since:** 2014

**Independent Director:** Yes

**Current Board Committee Service:**

- Audit Committee

**PRINCIPAL OCCUPATION**

- Retired
- Former President and Chief Executive Officer, Santee Electric Power Cooperative, Inc. (electric power provider)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive management and business experience:** Over 40 years in the electric utilities industry including 16 years as President and Chief Executive Officer of Santee Electric Cooperative, Inc. headquartered in Kingstree, South Carolina.
- **Corporate governance experience:** Prior service as director and member of the Community Reinvestment Committee for another financial institution.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- President of the Board, William Penn Harrison Scholarship Fund
- Director, Greater Lake City Community Development Office
- Director and Treasurer, Eastern Carolina Community Foundation
- Former Director, Central Electric Power Cooperative, Inc.
- Past Member, Williamsburg County Public Schools Foundation Board



**Robert E. Mason IV**

**Age:** 59

**Director Since:** 2007

**Independent Director:** Yes

**Current Board Committee Service:**

- Compensation, Nominations and Governance Committee
- Risk Committee

**PRINCIPAL OCCUPATION**

- Chairman, President and Chief Executive Officer, R. E. Mason Company of the Carolinas (industrial automation and engineering services)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive management and business experience:** Over 20 years experience in managing, operating and growing a successful industrial automation and engineering services business with a national and international business perspective.
- **Corporate governance experience:** Service on boards of directors and board committees of not-for-profit entities and foundations.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Director, Novant Health Presbyterian Medical Center Foundation
- Member, Advisory Board of UNC Charlotte Lee College of Engineering
- Past Board Member, Presbyterian Hospital Foundation



**Robert T. Newcomb**

Lead Independent Director

**Age:** 57

**Director Since:** 2002

**Independent Director:** Yes

**Current Board Committee Service:**

- Compensation, Nominations and Governance Committee (Chairman)
- Executive Committee

**PRINCIPAL OCCUPATION**

- President, Newcomb and Company (mechanical contractors)

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive management and business experience:** Over 30 years experience in managing, operating and growing a successful mechanical contracting company.
- **Corporate governance experience:** Service on boards of directors and board committees of not-for-profit entities.

**OTHER PROFESSIONAL EXPERIENCE AND COMMUNITY INVOLVEMENT**

- Director, Raleigh Cemetery Association (Oakwood Cemetery)
- Annual Campaign Chair, YMCA of the Triangle
- Past Chairman, YMCA of the Triangle





**James M. Parker**  
Risk Management Expert

**Age:** 75

**Director Since:** 2007

**Independent Director:** No

**Current Board Committee Service:**

- Risk Committee
- Trust Committee (Chairman)

**PRINCIPAL OCCUPATION**

- Retired
- Former Vice Chairman, First Citizens BancShares and FCB

**KEY EXPERIENCE AND QUALIFICATIONS**

- **Extensive management and financial business experience:** More than 44 years experience with us and FCB.
- **Extensive marketing experience:** Experience in managing expansion into new markets in a variety of different economic conditions.

**CORPORATE GOVERNANCE**

Our Board of Directors has adopted Corporate Governance Guidelines that describe principles and practices that our Board will follow in carrying out its responsibilities. Together with our Bylaws, those Guidelines establish various processes related to the structure and leadership of our Board and the governance of our organization.

**Director Independence**

**Determination of Independent Directors.** Our Corporate Governance Guidelines require that a majority of the members of our Board of Directors be “independent” and that each year our Board of Directors review transactions, relationships and other arrangements involving our directors and determine which of the directors the Board considers to be independent. In making those determinations, the Board applies the independence criteria contained in the listing requirements of The NASDAQ Stock Market (“Nasdaq”). The Board has directed our Compensation, Nominations and Governance Committee to assess each outside director’s independence and report its findings to the Board in connection with the Board’s annual determination. In addition, between those annual determinations, the Committee is directed to monitor the status of each director on an ongoing basis and inform the Board of changes in factors or circumstances that may affect a director’s ability to exercise independent judgment. The following table lists our current directors, persons who served as directors during 2017, and nominees for election as directors at the Annual Meeting, whom our Board believes were during their terms of office, and, in the case of nominees, will be if elected, “independent” directors under Nasdaq’s criteria.

John M. Alexander, Jr.  
Victor E. Bell III  
H. Lee Durham, Jr.

Daniel L. Heavner  
Robert R. Hoppe  
Lucius S. Jones (1)

Floyd L. Keels  
Robert E. Mason IV  
Robert T. Newcomb

(1) Mr. Jones retired from the Boards of Directors effective December 31, 2017.

In addition to the specific Nasdaq criteria, in assessing each director’s or nominee’s independence the Compensation, Nominations and Governance Committee and the Board consider whether they believe transactions that are disclosable in our proxy statements as “related person transactions,” as well as any other transactions, relationships, arrangements or other factors known to the Committee or the Board, could impair that director’s ability to exercise independent judgment. In its determination that the individuals named above are or were independent, the Committee and the Board considered those transactions and relationships described below under the heading “*TRANSACTIONS WITH RELATED PERSONS*,” as well as: (1) FCB’s lending relationships with directors who are loan customers and whose loans are subject to laws and regulations pertaining to loans to directors (including the requirement that those loans be approved by a majority of the full Board); (2) Mr. Heavner’s and his family’s interest, and his position as a general partner, in a real estate partnership in which a company owned by our former Executive Vice Chairman, Frank B.

Holding, and his family members also is a partner and holds an interest; and (3) services provided from time to time by a mechanical contracting firm, for which Mr. Newcomb serves as an officer, primarily on a competitive bid basis as a subcontractor, in connection with the construction or renovation of facilities owned, leased or managed by FCB.

***Executive Sessions of Independent Directors.*** Our independent directors meet separately in executive session, without management or non-independent directors, in conjunction with each regular quarterly meeting of our Board. At their discretion, they may hold additional separate meetings, and such a meeting will be held at the request of any independent director. During 2017, the independent directors met in executive session five times in connection with Board meetings.

***Lead Independent Director.*** Under our Corporate Governance Guidelines, if the Chairman elected by our Board is not an independent director, then each year our independent directors will designate a separate “Lead Independent Director.” Even if the Chairman is an independent director, our independent directors still may, at their option, designate a Lead Independent Director. Effective January 1, 2018, Robert T. Newcomb was designated by our independent directors as our Lead Independent Director. He replaced Lucius S. Jones, our former Lead Independent Director, who retired from the Board effective December 31, 2017.

Under the Guidelines, the duties of our Lead Independent Director include:

- convening and presiding at executive sessions and separate meetings of our independent directors, and serving as the liaison between the independent directors and our Chairman and management;
- consulting with the Chairman regarding concerns of our independent directors and matters discussed, decisions reached, or suggestions made, at executive sessions and separate meetings of independent directors;
- consulting with the Chairman regarding the schedule, agenda, and information for Board meetings;
- consulting with the Chairman with respect to consultants who may report directly to the Board;
- consulting with the Chairman and management as to the quality, quantity, and timeliness of information provided to the Board by management;
- being available, as appropriate, for communications with our shareholders; and
- performing such other duties and exercising such other authority as is described elsewhere in the Guidelines and as the Board may from time to time determine.

A special meeting of the Board or any committee of the Board will be called at the Lead Independent Director’s request. Also, while our Chairman sets the agenda for each Board meeting and any director may propose agenda items, a matter will be placed on the agenda for any Board or committee meeting at the Lead Independent Director’s request.

## **Board Leadership Structure**

Our Board performs its oversight role through various committees whose members are appointed by the Board after consideration of the recommendations of our independent Compensation, Nominations and Governance Committee. Those committees may be established as separate committees of our or FCB’s Board or as joint committees of the Boards. Each Board annually elects a Chairman whose duties are described in our and FCB’s Bylaws and, currently, our Chief Executive Officer also serves as Chairman of both Boards. Although our Bylaws contemplate that our Chairman will be considered an officer, our Board may select any of its members as its Chairman and has no formal policy as to whether our Chief Executive Officer will or may serve as Chairman or whether any other director, including an independent director, may be elected to serve as Chairman.

Because our Chief Executive Officer currently serves as Chairman and members of our management beneficially own large percentages of our voting stock, our Board recognizes the potential for management’s influence over the Boards and the Boards’ processes to diminish the effectiveness of our independent directors and the independent directors’ ability to influence our policies and the Boards’ decisions. As a result, and as required by our Corporate Governance Guidelines, our independent directors have designated a separate Lead Independent Director who has the duties and authority described above under the caption “Lead Independent Director,” including the calling of meetings of the Boards and placement of matters on the agenda for Board meetings.

As described below under the heading “*COMMITTEES OF OUR BOARDS*,” all matters pertaining to executive compensation, the selection of nominees for election as directors, the appointment of members of Board committees, the approval of transactions with related persons, and various other governance matters, are subject to the review and approval or recommendation of Board committees made up entirely of independent directors. Our Corporate Governance Guidelines also provide that:

- all independent directors have full access to any member of management and to our and FCB’s independent accountants and internal auditors for the purpose of understanding issues relating to our business;

- upon request, our management will arrange for our outside advisors to be made available for discussions with the Board, any Board committee, our independent directors as a group, or individual directors; and
- the Board, each Board committee, and our independent directors as a group, in each case by a majority vote, have the authority to retain independent advisors from time to time, at our expense, who are separate from and unrelated to our regular advisors.

Our Board believes the provisions described above enhance the effectiveness of our independent directors and provide for a leadership structure that is appropriate for our company, without regard to whether our Chairman is an independent director.

### **Director Retirement Policy**

Under a policy adopted by the Board, each director is subject to mandatory retirement effective on December 31 of the year during which he or she reaches 75 years of age.

### **Service on Other Public Company Boards**

Our Corporate Governance Guidelines do not restrict directors' abilities to serve on the boards of other companies. However, the Guidelines state our expectation that our directors' service as directors of other companies may not interfere with their ability to devote the time and attention required to fulfill their duties and responsibilities to us and our shareholders. Currently, none of our directors serve on the board of any other public company, but certain directors have served as directors of public companies during the past five years. Frank B. Holding, Jr. served as a director of Piedmont Natural Gas Company, Inc., Charlotte, N.C., until it was acquired by Duke Energy Corporation during 2016, and he currently serves as an advisory board member of the acquiring company. H. Lee Durham, Jr. served as a director of Triad Guaranty, Inc., Winston-Salem, N.C., until his retirement from that board during 2012. Certain of our directors also serve as directors of or in a similar position with other companies that are not publicly-held: Mr. Holding serves as a member of the Board of Trustees of Blue Cross and Blue Shield of North Carolina, a not-for-profit health insurer, and as a director of Mt. Olive Pickle Company, Inc., which is not a public company; Hope H. Bryant serves as a director of Fidelity BancShares (N.C.), Inc., and Southern BancShares (N.C.), Inc., which are not public companies; and, prior to the Merger, Peter M. Bristow, Mr. Holding, Robert R. Hoppe, and Floyd L. Keels served as directors of Bancorporation and FCB-SC.

### **Boards' Role in Risk Management**

Risk is inherent in any business. We are subject to extensive regulation specific to the banking industry that requires us to assess and manage the risks we face, and during their periodic examinations our banking regulators assess our and the Boards' performance in that regard. Our Boards strive to ensure that risk management is a part of our business culture and that our policies and procedures for identifying, assessing, measuring, monitoring, and managing risk are part of the decision-making process. As is the case with other management functions, and with accountability and support from all company associates, our senior management has primary responsibility for day-to-day management of the risks we face. However, the Boards' role in risk oversight is an integral part of our overall enterprise risk management framework. The Boards administer their risk oversight function primarily through committees which may be established as separate or joint committees of our and/or FCB's Boards, including a joint Risk Committee that oversees our enterprise-wide risk management and enhances the Boards' ability to fulfill their responsibility to oversee our risk management framework.

The Risk Committee structure is designed to allow for information flow and escalation of risk-related issues. The Risk Committee provides a report on risk management to the full Boards on at least a quarterly basis. Our Chief Risk Officer, Chief Legal Officer, Chief Credit Policy Officer, Chief Compliance Officer, Treasurer and officers representing other departments or functions within our and FCB's operations make quarterly reports directly to the Risk Committee. In addition, the Risk Committee may coordinate with the Audit Committee for the review of financial statement and related risks, information security, and other areas of joint responsibility, and with the Compensation, Nominations and Governance Committee for review of compensation and corporate governance-related risks. Information regarding the function and responsibilities of these three committees is contained below under the heading "*COMMITTEES OF OUR BOARDS.*"

We believe our regulatory environment and our committee structure result in our Boards being more active in risk management oversight than the boards of corporations that are not, or that are not regulated as extensively as, financial institutions. The involvement of our committees in the Boards' oversight function enhances our Boards' effectiveness and leadership structure by providing opportunities for outside directors to become more familiar with our and FCB's critical operations and more engaged in the Boards' activities with respect to risk management.

## Attendance by Directors at Meetings

**Board of Directors Meetings.** Our Board of Directors met five times during 2017. Our Corporate Governance Guidelines provide that directors are expected to regularly attend meetings of the Boards and of the committees on which they serve (subject to circumstances which make their absence unavoidable), to review materials provided to them in advance of meetings, and to participate actively in discussions at meetings and in the work of the committees on which they serve. During 2017, one director attended 96%, and our other 12 then-current directors attended 100%, of the aggregate number of meetings held by our Board and any committees of the Boards on which they served.

**Annual Meetings.** Attendance by our directors at Annual Meetings of our shareholders gives directors an opportunity to meet, talk with and hear the concerns of shareholders who attend those meetings, and it gives those shareholders access to our directors that they may not have at any other time. In order to facilitate directors' attendance, we schedule our Annual Meetings on the same dates as regular meetings of the Board of Directors. Our Board recognizes that our outside directors have their own business interests and are not our employees, and that it is not always possible for them to attend Annual Meetings. However, our Board believes that attendance by directors at our Annual Meetings is beneficial to us and to our shareholders, and our Corporate Governance Guidelines provide that our directors are strongly encouraged to attend each Annual Meeting. Each of our 13 then-current directors attended our last Annual Meeting, which was held during April 2017.

## Communications with Our Board

Our Board of Directors encourages our shareholders to communicate their concerns and other matters related to our business, and the Board has established a process by which you may send written communications to the Board or to one or more individual directors. You may address and mail your communication to:

Board of Directors  
First Citizens BancShares, Inc.  
Attention: Corporate Secretary  
Post Office Box 27131 (Mail Code FCC22)  
Raleigh, North Carolina 27611-7131

You also may send communications by email to [fcbdirectors@firstcitizens.com](mailto:fcbdirectors@firstcitizens.com). You should indicate whether your communication is directed to the entire Board of Directors, to a particular committee of the Board or its Chairman, or to one or more individual directors. All communications will be reviewed by our Corporate Secretary and, with the exception of communications our Corporate Secretary considers to be unrelated to our or FCB's business, forwarded to the intended recipients. Copies of communications from a customer of FCB or one of its subsidiaries relating to a deposit, loan or other financial relationship or transaction will be forwarded to the department or division most closely associated with the subject of the communication, with a copy to the Chairman of the Compensation, Nominations and Governance Committee, and to any particular director named in the communication.

## Code of Ethics

Our Board of Directors has adopted three codes of ethics that apply to our and FCB's financial officers, directors, and all employees, respectively. The code that applies to our financial officers is posted on FCB's Internet website, and a link to the code may be found at [www.firstcitizens.com/about/who-we-are/governance](http://www.firstcitizens.com/about/who-we-are/governance). It covers our Chief Executive Officer, Chief Financial Officer, Chief Accounting Officer, Treasurer, and other senior financial officers who have primary responsibility for our financial reporting and accounting functions. Among other things, all three codes are intended to promote:

- honest and ethical conduct;
- the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents that we file with the Securities and Exchange Commission and in other public communications we make;
- compliance with applicable governmental laws, rules and regulations;
- prompt internal reporting of violations of the codes to the Board's Audit Committee and, in the case of violations of the Directors Code of Ethics, also to the Compensation, Nominations and Governance Committee; and
- accountability for adherence to the codes.

We have established means by which officers, employees, customers, suppliers, shareholders or others may submit confidential and anonymous reports regarding ethical or other concerns about our company, FCB, or any of our respective employees. Reports may be submitted online through FCB's Internet website at [www.firstcitizens.com/about/who-we-are/report-concerns](http://www.firstcitizens.com/about/who-we-are/report-concerns). Anyone wishing to submit a report also may do so online at [secure.ethicspoint.com/domain/media/en/gui/14505/index.html](http://secure.ethicspoint.com/domain/media/en/gui/14505/index.html) or by telephone by calling (800) UREPORT (800-873-7678).

## COMMITTEES OF OUR BOARDS

### General

Our Board of Directors has three standing committees that assist the Board in oversight and governance matters. They are the Audit Committee, the Risk Committee, and the Compensation, Nominations and Governance Committee. Each committee operates under a written charter approved by our Board that sets out the committee's composition, authority, duties and responsibilities.

We believe that each member of the Audit Committee and the Compensation, Nominations and Governance Committee is an "independent director" as that term is defined by Nasdaq's listing standards. A majority of the members of the Risk Committee are independent directors. A copy of the current charter of each of the three committees is posted on FCB's Internet website, and a link to each charter may be found at [www.firstcitizens.com/about/who-we-are/governance](http://www.firstcitizens.com/about/who-we-are/governance).

Our Board also has an Executive Committee which includes the Chairmen of our Audit Committee, Risk Committee, and Compensation, Nominations and Governance Committee, in addition to our Chairman and Vice Chairman. A majority of the members are independent directors. Under North Carolina banking law, FCB's Board of Directors is required to have an executive committee which meets as often as required by the Board, but at least once during each month in which the full Board does not meet. Our Executive Committee is a joint committee of our and FCB's Boards of Directors and meets each month in which there is no regularly scheduled Board meeting and at other times as needs arise. Under our and FCB's Bylaws, the Executive Committee is authorized to exercise all of the powers of the Boards in the management of our affairs when the Boards are not in session, subject to certain statutory limitations and the ability of the full Boards to limit the Executive Committee's authority. The Executive Committee met 14 times during 2017.

Members of the Audit Committee and the Compensation, Nominations and Governance Committee must satisfy requirements of Nasdaq's listing standards and other laws and regulations (including banking and securities laws and regulations) applicable to service on those committees, as well as any membership requirements specified in the committees' written charters.

The Audit Committee, Risk Committee and Compensation, Nominations and Governance Committee are required to separately meet at least quarterly, and each may meet more frequently as it and/or its Chairman considers necessary. Each committee also will meet when requested by the Chairman of the Boards or by our Lead Independent Director. In addition to their duties and responsibilities set forth in their respective charters, each committee is authorized to undertake such other duties and responsibilities within the scope of its primary functions as the committee or the Boards may from time to time deem necessary or appropriate. In discharging its duties, each committee may:

- at its discretion and without the prior approval of management or the Boards, retain or obtain the advice of outside consultants or advisors (including legal counsel and other advisors), at our or FCB's expense, in accordance with procedures established from time to time by the committee, and oversee and approve all terms of the engagement of any such consultants or advisors, including their fees or other compensation;
- conduct investigations and request and consider information (from management or otherwise) as the committee considers necessary, relevant, or helpful in its deliberations and the formulation of its decisions or recommendations;
- seek any information from our or FCB's employees (who are directed to cooperate with the committee's requests), or from external parties, and consult to the extent it deems appropriate with the Chairman of the Boards, the Chief Executive Officer, the Lead Independent Director, other directors, and other officers and employees; and
- delegate any of its responsibilities to subcommittees or to individual members to the extent not inconsistent with other sections of its charter (including applicable independence requirements), or applicable laws or regulations.

Each committee member may rely on the advice, expertise and integrity of persons (including our and FCB's officers and employees) and organizations that provide information to the committee, and the accuracy and completeness of the financial and other information provided to the committee, absent actual knowledge that such reliance is not reasonable or warranted. In the



performance of each committee's responsibilities, each committee member (and the committee as a whole) is under a continuing duty to exercise independent judgment on an informed basis, in good faith, and in a manner each considers to be in our and FCB's best interests.

## Audit Committee

**H. Lee Durham, Jr.**  
**Chairman and**  
**Audit Committee Financial Expert**

**10 Meetings in 2017**

**Other Committee Members (1):**  
**John M. Alexander, Jr., Victor E. Bell III, Daniel L. Heavner,**  
**Robert R. Hoppe, and Floyd L. Keels**

(1) Mr. Heavner and Mr. Keels were appointed as members effective January 1, 2018. Mr. Bell's and Mr. Hoppe's terms as members ended effective February 28, 2018.

Our Audit Committee is a joint committee of our and FCB's Boards of Directors. In addition to being independent directors, under the Committee's charter all members must be able to read and understand fundamental financial statements and at least two members must have banking or financial management expertise sufficient to comply with applicable regulations of the Federal Deposit Insurance Corporation. At least one member must have past employment experience in finance or accounting, professional certification in accounting, or other comparable experience or background, which fulfills Nasdaq's applicable financial sophistication requirements.

In addition to its other duties and responsibilities under its charter or as may be assigned from time to time by the Boards, the Committee is responsible for:

- appointing, determining the compensation and terms of engagement of, and monitoring and overseeing the work, independence and performance of, our independent accountants and any other accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services;
- approving all audit and permitted non-audit services proposed to be provided by our independent accountants in accordance with approval policies and procedures adopted by the Committee from time to time;
- monitoring and overseeing the quality and integrity of our accounting and financial reporting process, and reviewing our annual audited and quarterly unaudited financial statements and quarterly earnings releases, and any significant accounting and financial reporting issues, with management and our independent accountants;
- monitoring our systems of internal controls regarding finance, accounting and associated legal compliance, and reviewing and discussing any deficiencies or material weaknesses in the design or operation of internal controls that could adversely affect our ability to record, process, summarize and report financial data;
- monitoring and overseeing the audit program of our Internal Audit Department;
- annually reviewing our Associates Code of Ethics and Financial Officers Code of Ethics, recommending to the Boards any changes to the Codes that the Committee considers necessary or advisable, and overseeing management's processes and procedures for enforcement of the Codes;
- fostering free and open communication among our independent accountants, management, internal audit department and the Boards; and
- monitoring our and FCB's compliance with laws, rules, regulations or other governmental or regulatory requirements as they affect accounting and financial processes and reporting, internal controls and auditing matters.

The Audit Committee also is responsible for establishing procedures for the receipt, retention and treatment of complaints from employees, customers, suppliers, shareholders or others related to accounting and financial processes and reporting, internal controls, and auditing matters, including procedures for the confidential, anonymous submission by employees of concerns regarding those matters, and for evaluating any fraud, whether or not material, that involves management or other employees who have a significant role in our internal controls. Also, under the Boards' written policies described below under the heading or caption "*TRANSACTIONS WITH RELATED PERSONS*," and "*BENEFICIAL OWNERSHIP OF OUR COMMON STOCK – Pledging Policy*," the Committee is responsible on an ongoing basis for reviewing and approving certain transactions, arrangements or relationships with us or FCB in which one of our related persons has a material interest, and for reviewing and approving any requests by an executive officer or director for an exception to our pledging policy and monitoring any outstanding pledges of our stock by any of them.



The Committee reviews various reports from our independent accountants (including their annual report on our audited consolidated financial statements), financial reports we file under the Securities Exchange Act of 1934, and reports of examinations by our regulatory agencies. Our General Auditor reports directly to our Audit Committee. At least quarterly, the Committee reviews reports on the work performed by FCB's Corporate Finance Department. Our Chief Compliance Officer reports to the Committee regarding transactions with our related persons as well as all reports of suspicious activity filed by FCB.

Information regarding the process for and factors considered in the Audit Committee's selection of our independent accountants each year is contained under the heading "*PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS.*"

**Audit Committee Financial Expert.** H. Lee Durham, Jr., the Committee Chairman and one of our independent directors, is a retired partner in the accounting firm of PricewaterhouseCoopers LLP. He has 32 years of public accounting and audit experience, much of which involved financial institutions and other public companies. Our Board of Directors has designated Mr. Durham as the Committee's "audit committee financial expert," as that term is defined by the rules of the Securities and Exchange Commission.

### **Audit Committee Report**

This report is furnished by the Audit Committee, the members of which, on the date of the filing of our 2017 Annual Report on Form 10-K, are named below.

Our management is responsible for our financial reporting process, including our system of internal controls and disclosure controls and procedures, and for the preparation of our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Our independent accountants are responsible for auditing those financial statements. The Audit Committee oversees and reviews those processes. In connection with the preparation and audit of our consolidated financial statements for 2017, the Committee has:

- reviewed our audited consolidated financial statements for 2017 and discussed them with our management;
- discussed with our independent accountants the matters required to be discussed by Auditing Standard No. 16 (Communications with Audit Committees) and other Auditing Standards as adopted by the Public Company Accounting Oversight Board;
- received the written disclosures and letter from our independent accountants required by applicable requirements of the Public Company Accounting Oversight Board (PCAOB Rule 3526) regarding the accountants' communications with the Committee concerning independence; and
- discussed the independence of our independent accountants with the accountants.

Based on the above reviews and discussions, the Committee recommended to our Board of Directors that the audited consolidated financial statements be included in our 2017 Annual Report on Form 10-K as filed with the Securities and Exchange Commission.

### ***The Audit Committee:***

*H. Lee Durham, Jr.   John M. Alexander, Jr.   Victor E. Bell III   Daniel L. Heavner   Robert R. Hoppe   Floyd L. Keels*

## Risk Committee

**Robert R. Hoppe (1)**  
**Chairman**

**10 Meetings in 2017**

(1) Mr. Hoppe was appointed as Chairman effective January 1, 2018. Robert T. Newcomb served as Chairman during 2017.

**Other Committee Members (2):**  
**Victor E. Bell III, Robert E. Mason IV, James M. Parker (3)**

(2) Mr. Bell was appointed as a member effective January 1, 2018. Daniel L. Heavner served as a member during 2017.

(3) Mr. Parker has been designated as the Committee's Risk Management Expert.

Our Risk Committee is a joint committee of our and FCB's Boards of Director. Under its charter, at least one member must have risk management expertise that is commensurate with our capital structure, risk profile, complexity, activities, size and other applicable risk-related factors.

The Committee was established to review, effectively challenge, and approve our enterprise-wide risk management practices and to assist the Boards in fulfilling their responsibility to oversee our risk management framework. In addition to its other duties and responsibilities under its charter or as may be assigned from time to time by the Boards, the Committee is directed to:

- monitor and advise the Boards regarding our and FCB's risk exposures, including capital adequacy, credit, market, liquidity, operational, compliance, legal, strategic and reputational risks;
- evaluate, monitor, effectively challenge, and oversee the adequacy and effectiveness of our and FCB's risk management program and supporting framework (within which our management is responsible for defining and executing enterprise-wide risk management programs) to ensure appropriate risk identification, assessment, monitoring and reporting of significant risks;
- review and assess FCB's strategy to validate that it is aligned with its risk culture and financial objectives;
- monitor the work of and receive and challenge reports from management and our Enterprise Risk Oversight Committee (a staff committee of the Risk Committee) to ensure that risks are identified (including top and emerging risks) and managed within approved risk tolerances;
- review, approve, challenge, and monitor adherence to our and FCB's risk appetite and supporting risk tolerance levels;
- review reports of examination by and communications from regulatory agencies, and the results of internal and third party testing, analyses and reviews, related to our and FCB's risks, risk management, and any other matters within the scope of the Committee's oversight responsibilities, and monitor and review management's response to any noted issues; and
- review and approve our Board level risk management policies on an annual basis to ensure consistency and compliance with risk appetite.

The Risk Committee also oversees and reviews the results of our annual stress testing to gauge our capital adequacy under macroeconomic scenarios set forth by the Federal Reserve Board.

Our Enterprise Risk Oversight Committee (the "EROC"), whose voting members are selected from our executive leadership and chaired by our Chief Executive Officer, reports directly to the Risk Committee. The EROC's function is to oversee the operation of our risk management framework; ensure that our business units implement processes to identify, assess, measure, monitor and manage their risks; and monitor performance relative to our risk appetite and tolerances approved by the Risk Committee. Subcommittees of the EROC include the Asset/Liability Committee, Compliance Risk Committee, Credit Risk Committee, Operational Risk Committee, Enterprise Risk Data Council, and Stress Testing Committee. Our Chief Risk Officer reports directly to the Risk Committee regarding the work of the Enterprise Risk Management Department and the other departments she oversees, including Credit Risk Management, Operational Risk Management, Enterprise Data Management, and Compliance. Our Chief Legal Officer, Chief Credit Policy Officer, Chief Compliance Officer, Treasurer, and officers representing other departments or functions within our and FCB's operations also make periodic reports to the Committee.

Certain matters within the scope of the Risk Committee's oversight responsibilities also may fall within the responsibilities of another of the Boards' committees. To minimize duplication of time and effort, the Risk Committee may defer to the other committees with respect to any such specific matters, but it will consult with, and may request reports or information from, those other committees to ensure that those matters are adequately addressed within our and FCB's enterprise-wide risk management framework. Additional information regarding the Risk Committee's processes is contained in the discussion under the caption "Boards' Role in Risk Management."

## Compensation, Nominations and Governance Committee

**Robert T. Newcomb (1)**  
**Chairman and**  
**Lead Independent Director**

### **7 Meetings in 2017**

(1) Mr. Newcomb was appointed Chairman effective January 1, 2018. Lucius S. Jones served as Chairman and Lead Independent Director during 2017.

**Other Committee Members (2):**  
**Victor E. Bell, H. Lee Durham, Jr., Robert E. Mason IV**

(2) Mr. Bell was appointed as a member effective January 1, 2018. Floyd L. Keels served as a member during 2017.

Our Compensation, Nominations and Governance Committee is a joint committee of our and FCB's Boards of Directors. In addition to being independent directors under Nasdaq's listing standards, members of the Committee also must satisfy Nasdaq's heightened independence requirements for members of compensation committees.

The Committee's duties and responsibilities are divided into three areas as described in the following paragraphs.

***Nominations Function.*** In its role as our Board's nominations committee, the Committee makes recommendations to the Board regarding the selection of nominees for election as directors at our Annual Meetings, candidates for appointment to fill vacancies on the Boards, and candidates for appointment as the members and chairmen of the various committees of the Boards. Each year the Committee also makes recommendations to the Boards regarding the election of our and FCB's Chairman, Vice Chairman, Chief Executive Officer and President and a recommendation to our independent directors regarding their selection of a Lead Independent Director.

The Committee seeks to recommend Board candidates who have personal and professional integrity, sound judgment, and business acumen, who have the time, ability and commitment to make a constructive and meaningful contribution to the Boards, and who, with other directors, will effectively serve the long-term interests of our shareholders. Candidates also must satisfy applicable requirements of state and federal laws, rules and regulations (including banking regulations) for service as our directors. Under our Bylaws, to be eligible for election and continued service as a director, a person must own at least 100 shares of our common stock, individually in his or her own name, jointly with his or her spouse, or in an account for his or her direct benefit. From time to time the Committee or our Board may develop other criteria or minimum qualifications for use in identifying and evaluating candidates to serve as directors. Our Board makes all final decisions regarding nominations.

In identifying potential candidates, the Committee considers incumbent directors as well as candidates who may be suggested by our management, other directors or shareholders. The Committee has not used the services of a third-party search firm. Shareholders who wish to recommend candidates to the Committee should send their recommendations in writing to:

Compensation, Nominations and Governance Committee  
First Citizens BancShares, Inc.  
Attention: Corporate Secretary (FCC22)  
Post Office Box 27131  
Raleigh, North Carolina 27611-7131

Each recommendation should be accompanied by:

- the full name, address and telephone number of the person making the recommendation, a statement that the person making the recommendation is a shareholder of record (or, if the person is a beneficial owner of shares of our stock but not a record holder, a statement from the record holder of the shares verifying the number of shares the person beneficially owns), and a statement as to whether the person making the recommendation has a good faith intention to continue to hold those shares through the date of our next Annual Meeting;
- the full name, address and telephone number of the candidate being recommended, and information regarding the candidate's beneficial ownership of our stock and any business or personal relationship between the candidate and the person making the recommendation;
- a statement signed by the candidate that he or she is aware of and consents to being recommended to the Committee and will provide information that the Committee may request in connection with its evaluation of candidates;
- a description of the candidate's current principal occupation, business or professional experience, previous employment history, educational background, and any particular skills, experience or areas of expertise, and information regarding the candidate's current positions or experience during the past ten years as a director of any other public corporation;

- a description of any potential contributions to the Board that the candidate might make that are unusual or unique, and an explanation of the value or benefit that the person making the recommendation believes the candidate would provide us as a director;
- a description of the candidate's current positions and experience as a community leader;
- information regarding any business or personal relationships between the candidate and any of our or FCB's customers, suppliers, vendors, competitors, directors or officers, affiliated companies, or other persons with any special interest regarding our company, FCB, or any of our affiliated companies, and any transactions between the candidate and our company, FCB, or any of our affiliated companies; and
- any additional information regarding the candidate that would be required to be included in our proxy statement pursuant to the Securities and Exchange Commission's Regulation 14A (including information about legal proceedings in which the candidate has been involved within the past ten years).

A shareholder's recommendation of a nominee for election at an Annual Meeting must be received by the Committee not later than the 120th day prior to the first anniversary of the date that our proxy statement was first mailed to our shareholders in conjunction with our preceding year's Annual Meeting. Recommendations submitted by shareholders other than in accordance with these procedures will not be considered by the Committee.

The Committee will evaluate candidates recommended by shareholders in a manner similar to its evaluation of other candidates. In identifying and recommending candidates for election or appointment, the Committee considers the size and composition of the Boards in light of our current and future needs and recommends candidates based on its assessment of, among other things: (1) business, professional, personal and educational background, skills, experience and expertise; (2) community leadership; (3) independence; (4) potential contributions to the Boards that are unusual or unique; (5) knowledge of our organization and our and FCB's respective operations; (6) personal financial interest in our and FCB's long-term growth, stability, and success; (7) the performance and past and future contributions of our current directors, and the value of continuity and prior Board experience; (8) the existence of one or more vacancies on the Boards; (9) our need for directors possessing particular attributes, skills, experience or expertise; (10) the role of directors in FCB's business development activities; (11) diversity; and (12) other factors that it or our Boards consider relevant, including any specific qualifications that may be adopted from time to time.

While the Committee and our Boards recognize the benefits derived from boards of directors composed of individuals who bring different attributes, experiences, and perspectives to the Boards' deliberations, they do not consider diversity for the sake of diversity to be a basis for the nomination, election or appointment of a director, and they have not adopted any written or mandatory diversity policy or criteria applicable to the director nominations process. Accordingly, in evaluating and selecting nominees, diversity is one of the multiple factors considered by the Committee and the Board. For these purposes, they consider diversity to encompass a variety of characteristics of candidates, including, by way of example, academic background, business experience, geographic location within our banking markets, gender and race.

For 2018, the Committee recommended to our Board of Directors that our current directors listed above under the caption "Nominees" be nominated for re-election for new terms of office.

**Governance Function.** In its role as our Board's governance committee, and among its other governance-related responsibilities, the Committee:

- evaluates and makes recommendations to the Boards concerning our governance structure, the number, size, composition and responsibilities of committees of the Boards, and committee membership rotation practices;
- annually reviews our Corporate Governance Guidelines and recommends for our Board's approval any changes that it considers necessary or advisable;
- establishes the knowledge, skills, experience, qualifications and performance criteria for directors and committees of the Boards in accordance with our strategic needs, our Corporate Governance Guidelines, applicable laws, regulations and standards, and other criteria or minimum qualifications as the Committee may recommend;
- annually reviews our Directors Code of Ethics, reviews directors' compliance with the Code, evaluates and makes recommendations to the Boards concerning any request for a waiver from the Code, and oversees our management's processes and procedures for enforcement of the Code;
- coordinates and facilitates an annual self-evaluation by the Boards and their committees of their performance, and reports the results of the self-evaluations to the Boards;

- with the Chairman of the Boards and our Corporate Secretary, develops an orientation program for new directors and continuing education opportunities for incumbent directors;
- oversees our efforts to effectively communicate with shareholders, including communications in connection with our Annual Meetings; and
- makes recommendations to the Boards as appropriate regarding succession planning for key Board positions, our Chief Executive Officer and President, and other key positions as the Boards may request.

As provided in our Corporate Governance Guidelines and described above under the caption “*CORPORATE GOVERNANCE - Director Independence*,” our Board also has directed the Committee to assess each outside director’s independence and report its findings in connection with the Board’s annual review of transactions, relationships and other arrangements involving our directors and determination of which of the directors the Board considers to be “independent.” Between those annual determinations, on an ongoing basis the Committee is directed to monitor the status of each director and inform the Board of changes or events that may affect a director’s ability to exercise independent judgment.

**Compensation Function.** In its role as the joint compensation committee of the Boards, the Committee reviews and provides overall guidance to the Boards regarding our executive compensation and benefit programs. Under its charter, the Committee is directed to establish our overall compensation philosophy and determine the overall risk profile of our compensation program and practices, and to at least annually review all of our and FCB’s compensation plans, including all incentive and variable pay plans within specific divisions of FCB, to (1) determine whether there are potential areas of risk that reasonably could be expected to have a material adverse effect on our business and financial results, and (2) ensure continuing oversight and mitigation of risk within our and FCB’s compensation practices. Among its other duties, the Committee administers and approves all grants and payments of awards under FCB’s Long-Term Incentive Plan (the “LTIP”), and it makes recommendations to the Boards regarding all other executive compensation matters, including:

- amounts of cash and other compensation paid or provided to, and the adoption of or revisions to compensation, incentive, retirement, or other benefit plans that affect, our and FCB’s Chief Executive Officer and other executive officers; and
- at the request of the Boards, amounts of cash and other compensation paid or provided to, and the adoption of or revisions to compensation, incentive, retirement, or other benefit plans that affect, other individually named officers or employees.

After receiving the Committee’s recommendations, the Boards make all final decisions regarding executive compensation matters, with the exception of payments and awards under the LTIP which are the sole responsibility of the Committee. The Committee also reviews and makes recommendations to the Boards regarding amounts of compensation paid or provided to our directors.

In its review and consideration of compensation matters, the Committee works closely with our Chief Human Resources Officer and her staff. In considering compensation to be paid to our directors and our executive officers named in the Summary Compensation Table below, the Committee considers information provided by our Chairman and Chief Executive Officer, including, in the case of officers other than himself, information about those officers’ individual performance and his recommendations as to their compensation.

The Committee may retain the services of consultants or other advisors at our or FCB’s expense, and under its charter the Committee is directly responsible for the appointment, compensation, terms of engagement and oversight of the work of its consultants and advisors. Since 2013, the Committee has retained the services of Pay Governance, LLC, which is a national executive compensation consulting firm. Pay Governance’s engagement each year contemplates that it will prepare market and peer analyses comparing our executives’ compensation rates to the market compensation paid by similar financial services organizations to their officers in similar positions, advise the Committee regarding its responsibilities and developments in compensation rules and practices, consult with our management and the Committee regarding our annual and strategic plans and their compensation recommendations, and assist the Committee in its consideration of new, and changes to existing, compensation plans and strategies. Pay Governance also assists in the preparation and review of the Committee’s discussion of our executive compensation program included under the heading “COMPENSATION DISCUSSION AND ANALYSIS,” and additional information about Pay Governance’s work with the Committee is contained under that heading. While Pay Governance’s advice is a resource considered by the Committee in its decision-making process, Pay Governance has no role in the Committee’s compensation decisions or recommendations made to the Boards.

During early January 2017, representatives of Pay Governance met with the Committee to present its market and peer analyses and to discuss our executive and director compensation, market conditions and recent trends in executive compensation practices, our compensation philosophy, and various considerations that may affect the Committee’s executive and director compensation

decisions. Those representatives also met with our Chief Executive Officer to discuss the results of the market and peer analyses, our business strategies and management's recommendations for 2017 base salary rates of executive officers and LTIP award grants. Pay Governance participated in a later meeting during early 2017 at which the Committee formulated and approved its recommendations to our Boards for 2017 executive base salary rates, 2017 director compensation, new LTIP award grants, and the Committee's determination of the amounts of payments to be made for LTIP awards previously granted for the 2014-2016 three-year performance period.

Pay Governance served as the committee's independent consultant and, during 2017, did not provide other services for us or FCB. In accordance with Nasdaq's listing requirements, each year the Committee reviews various factors (including the factors described in rules of the Securities and Exchange Commission) that may pose a conflict of interest on the part of its consultants and advisors as well as their individual representatives who provide services to the Committee. No conflict of interest was identified in the most recent review regarding Pay Governance.

In the future, the Compensation, Nominations and Governance Committee will review its engagement of Pay Governance each year, and the Committee may, if it chooses, request and consider proposals from other consulting firms and/or engage different consultants at any time.

### **Effect of Risk Management on Compensation**

The Compensation, Nominations and Governance Committee regularly reviews our compensation philosophy and practices to determine the overall risk profile of our compensation program. As a part of that risk oversight process, on an annual basis the Committee reviews all of our and FCB's compensation plans, including all incentive and variable pay plans within specific divisions of FCB, to identify any potential risks that reasonably could be expected to have a material adverse effect on our business and financial results, and to ensure continuing oversight and mitigation of risk within our compensation practices. At the request of the Risk Committee, the Compensation, Nominations and Governance Committee will make reports or provide information regarding matters relevant to the Risk Committee's oversight responsibilities for our enterprise-wide risk management framework.

Our executive officers participate in FCB's LTIP, and certain business units and divisions within FCB have incentive, commission and variable pay plans that have unique structures, goals and reward levels in which other officers and employees participate. The Committee believes that, as currently administered, the LTIP is focused on performance goals that are aligned with our shareholders' long term interests, that none of those other plans provide for award levels that are over-weighted to a specific business unit or service, and that those other plans are structured in ways that the Committee believes protect our organization. Based on its most recent review, the Committee believes our and FCB's current plans present no material risk elements that reasonably could be expected to have a material adverse effect on our business and financial results.

### **Compensation Committee Report**

This report has been furnished by the Compensation, Nominations and Governance Committee, the members of which are named below, in the Committee's capacity as the Boards' joint compensation committee. The Committee has:

- reviewed and discussed with management the Compensation Discussion and Analysis that is included in this proxy statement; and
- based on that review and discussion, recommended to the full Board of Directors that the Compensation Discussion and Analysis be included in our proxy statement and Annual Report on Form 10-K.

#### ***The Compensation, Nominations and Governance Committee:***

*Robert T. Newcomb*

*Victor E. Bell*

*H. Lee Durham, Jr.*

*Robert E. Mason IV*



## COMPENSATION DISCUSSION AND ANALYSIS

In this section, we describe the material components of our executive compensation program for our “named executive officers” whose compensation is set forth in the 2017 Summary Compensation Table and other compensation tables contained in this proxy statement under the heading “EXECUTIVE COMPENSATION.” Our 2017 named executive officers are listed below, in the order in which they appear in the Summary Compensation Table, and we refer to them in this discussion as our “NEOs.”

- Frank B. Holding, Jr.—Chairman and Chief Executive Officer
- Craig L. Nix—Chief Financial Officer
- Hope H. Bryant—Vice Chairman
- Peter M. Bristow—President
- Edward L. Willingham IV—Chief Operating Officer

We also provide an overview of our compensation philosophy and objectives, and we explain how and why our Board’s Compensation, Nominations and Governance Committee arrives at specific compensation policies and decisions involving the NEOs.

### EXECUTIVE SUMMARY

#### Business Highlights

For the year ended December 31, 2017, our net income was \$323.8 million, or \$26.96 per share, an increase from \$225.5 million, or \$18.77 per share, during 2016. The \$98.3 million, or 43.6%, increase in net income was primarily due to higher net interest income, resulting from strong loan growth and higher interest income earned on investment securities and overnight investments, lower provision expense and higher noninterest income, largely related to gains earned on the acquisitions of Harvest Community Bank (“HCB”) and Guaranty Bank (“Guaranty”) and higher fee-based income, partially offset by increases in noninterest expense and income taxes. Our return on average assets increased to 0.94% during 2017, compared to 0.70% during 2016. Our return on average shareholders’ equity was 10.10% and 7.51% for the respective periods. Other 2017 financial highlights are described in the following paragraphs.

- **Successful Acquisitions**—FCB successfully completed the FDIC-assisted acquisitions of HCB and Guaranty. Earnings in 2017 included gains of \$134.7 million recognized in connection with these acquisitions.
- **Improvement in Core Interest Income**—Core interest income, which excludes accretion income earned on purchased credit impaired loans, increased by \$115.8 million, or 12.7%, during 2017. Higher interest income on core loans and leases of \$79.0 million which resulted from strong originated loan growth, and a \$24.5 million increase in investment securities interest income due to an improvement in investment yields, were the primary drivers.
- **Strong Loan Growth**—Loan growth continued during 2017, as net balances increased by \$1.86 billion, or 8.6%, primarily driven by \$1.46 billion of originated portfolio growth and the addition of loans acquired from HCB and Guaranty.
- **Deposit Growth Continued**—Deposit balances increased \$1.10 billion, or 3.9%, to \$29.27 billion at December 31, 2017, primarily due to organic growth in demand deposit account balances, interest-bearing savings and checking accounts, and the addition of deposit balances from the HCB and Guaranty acquisitions.
- **Growth in Core Fee-Based Businesses**—Merchant and credit/debit card income increased by \$20.1 million in 2017, reflecting solid sales volume growth.
- **Improvement in Net Interest Margin**—The year-to-date taxable-equivalent net interest margin for 2017 was 3.30%, an increase of 16 basis points, compared to 3.14% during 2016. The margin increase was primarily due to higher loan balances and improved yields on investments and excess cash held in overnight investments.
- **Improvement in Allowance**—The allowance for loan and lease losses as a percentage of total loans and leases declined to 0.94% at December 31, 2017, compared to 1.01% at December 31, 2016, primarily due to favorable experience in certain loan loss factors.
- **Asset Quality Remained Solid**—Nonperforming assets continued to decline, down \$2.7 million to \$144.3 million at December 31, 2017. Net charge-offs remained low at 0.10% of average loans and leases in 2017, unchanged from 2016.
- **Well Capitalized**—We remained well capitalized under Basel III capital requirements with a total risk-based capital ratio of 14.21%, Tier 1 risk-based capital ratio and common equity Tier 1 ratio of 12.88%, and leverage capital ratio of 9.47%, at December 31, 2017.
- **Increase in Quarterly Dividend**—For the fourth quarter of 2017, we declared and paid a dividend of \$0.35 per share of our outstanding common stock, which is an approximately 17% increase from the \$0.30 per share in previous periods.

## Executive Compensation Highlights

The Committee has continued to focus on performance-based components of executive compensation in order to improve the overall effectiveness of the program. During 2017, the Committee again engaged Pay Governance LLC to evaluate our executive compensation components and assist the Committee to maintain a program that is both fair and effective. The following paragraphs summarize the Committee's actions and decisions related to our NEOs' 2017 and 2018 compensation components:

- **2017 Base Salaries**—In January 2017, the Committee recommended no increase for 2017 in the base salaries of our Chief Executive Officer and three of our other four NEOs, and a 9.09% increase in the base salary of our Chief Financial Officer based on various factors, including a comparison of his total compensation to market and peer analyses and to the salaries of our other NEOs.
- **2018 Base Salaries**—In January 2018, the Committee recommended no increase for 2018 in the base salaries of our Chief Executive Officer or any of our other four NEOs.
- **2017 LTIP Award Payments and Grants**—During 2017, the Committee approved payment of the three-year awards previously granted under the LTIP for the 2014-2016 performance period, and it approved the grant of new cash-based LTIP performance awards under the LTIP tied to growth over a three-year performance period (2017-2019) in the tangible book value per share of our common stock plus cumulative dividends paid per share on the stock.
- **2018 LTIP Award Payments and Grants**—During 2018, the Committee approved payment of the three-year awards previously granted under the LTIP for the 2015-2017 performance period, and it approved the grant of new cash-based LTIP performance awards for a three-year performance period (2018-2020) based on the same performance criteria as in prior years but with increased Threshold and Target performance goals in comparison to previous awards based on the projected impact of the 2018 Tax Cuts and Jobs Act.
- **Increase in Performance-Based Compensation Relative to Total Compensation**—By recommending no increase in the base salaries of our NEOs for 2017 (with the exception of Mr. Nix) or for 2018, and increasing the percentages of base salaries that may be paid at target performance levels with respect to new LTIP awards granted in each of those years, the Committee continued to increase the portion of our NEOs total compensation that is performance-based.
- **Continued Use of Tangible Book Value as LTIP Performance Metric**—In 2017 and 2018, the Committee continued to use growth in the tangible book value of our common stock over the performance period as the primary performance metric for LTIP awards. The central objective of our strategic plan is to build the long-term value of our company and our shareholders' investments, and the Committee believes growth in book value per share is a key driver of long-term value and a key metric in valuing banks, insurance companies, and investment firms. As a result, the Committee believes the performance goals under our LTIP, from which our executives derive a substantial portion of their compensation, are consistent with our focus on long-term objectives and emphasis on financial stability and growth in shareholder value which are factors that have contributed to our financial success over the years.
- **2017 Discretionary Bonuses**—No discretionary bonuses were recommended by the Committee for 2017 for any of our NEOs.
- **No Employment Agreements, Change in Control Arrangements or Stock-Based Compensation**—We continue to have no employment agreements or change of control agreements with any of our NEOs and we provide no equity or stock-based compensation.

## Our Executive Compensation Philosophy and Objectives

Our executive compensation program is administered by the Committee. The Committee endeavors to both align our executive officers' compensation with our long-term business philosophy and achieve our objectives of:

- rewarding year-over-year performance and long-term loyalty;
- balancing business risk with sound financial policy and shareholders' interests, and aligning the interests of our executive officers with the long-term interests of our shareholders by encouraging growth in the value of our company and our shareholders' investments;
- enabling us to attract and retain qualified executive officers; and
- providing compensation to our executive officers that is competitive with comparable financial services companies.

Because we do not provide any equity-based compensation to our executive officers, we do not have stock ownership requirements or guidelines for executive officers. However, as discussed elsewhere in this proxy statement, upon the recommendation of our Audit Committee, our Board of Directors has adopted a policy that prohibits our executive officers from

hedging, or pledging as collateral for any loan, any shares of our common stock they own, subject to exceptions for certain “grandfathered” pledges and certain pledges approved by our Audit Committee following a review of relevant factors. For purposes of the policy, a “hedge” means any financial instrument, derivative transaction or trading strategy designed to hedge or offset any decrease in the market value of our stock, such as a covered call, collar, prepaid variable forward sale contract, equity swap, exchange fund or similar transaction.

## The Process of Evaluating Executive Officer Compensation

Each year in January, the Committee reviews total compensation paid or provided to our executive officers, considers changes in the executive officers’ base salaries, and makes recommendations to the Boards of Directors for salary increases to our and FCB’s executive officers for the year following our next Annual Meeting. Under the LTIP, each year the Committee also approves payments under existing awards for which performance periods have ended, and the grant of new awards. After receiving the Committee’s recommendations, the Boards approve all executive officer compensation, with the exception of payments and awards under the LTIP which are the sole responsibility of the Committee.

In reviewing our NEOs’ compensation, the Committee considers:

- the scope of the officers’ responsibilities;
- market analyses provided by the Committee’s independent consultant comparing our NEOs’ compensation to compensation paid to persons in each NEO’s position in similar financial services organizations, and executive compensation data compiled by the independent consultant for a group of industry peer companies;
- our overall financial and operating performance;
- general individual performance;
- internal equity of our NEOs’ current compensation and their levels of compensation in comparison to other NEOs; and
- voting results on the most recent say-on-pay proposals submitted to our shareholders, as well as any feedback received by the Committee from shareholders outside the voting process.

In setting compensation paid to our NEOs for 2017, the Committee again retained Pay Governance as its independent compensation consultant. As part of their services Pay Governance prepared market analyses for the Committee comparing our executives’ then-current compensation rates to the market median compensation paid by similar financial services organizations to their officers in similar positions. The analyses focused on:

- base salary;
- total cash compensation (which included base salary and target annual incentive awards); and
- total direct compensation (which included total cash compensation and the expected value of long-term incentives, including stock-based compensation).

For purposes of the market analyses, Pay Governance used Willis Towers Watson’s Financial Services Executive Compensation Database, which includes pay data for nearly 200 financial services industry companies. Our executive positions were compared to similar positions in similarly sized organizations. Statistical regression analyses were also performed to size-adjust the survey data to achieve a close correlation with our total asset scope, providing a more accurate view of the market data.

To further assist the Committee in understanding our compensation marketplace, each year Pay Governance reviews publicly available proxy-reported data for a group of industry peer companies consisting of publicly traded financial institutions that have assets between \$17 billion and \$70 billion and that primarily concentrate on retail and business banking operations headquartered in the United States.

Our peer companies used in making pay decisions for 2017 and 2018 consisted of the following 15 companies:

Associated Banc-Corp  
BOK Financial Corporation  
Commerce Bancshares, Inc.  
Cullen/Frost Bankers, Inc.  
East West Bancorp, Inc.

First Horizon National Corporation  
Fulton Financial Corporation  
Hancock Holding Company  
People’s United Financial, Inc.  
Synovus Financial Corp.

TCF Financial Corporation  
Valley National Bancorp  
Webster Financial Corporation  
Wintrust Financial Corporation  
Zions Bancorporation

The Committee generally compares the compensation of each NEO in relation to the 50th percentile of the peer group for similar positions. In addition, the Committee takes into account various factors such as our performance within the peer group, the unique characteristics of each individual's position, and any succession and retention considerations. Generally, differences or similarities in the levels of total direct compensation among the NEOs are driven primarily by the scope of their responsibilities, market data for similar positions, and considerations of internal equity within our executive leadership team.

### **Consideration of Last Year's "Say-on-Pay" Vote**

At each Annual Meeting since 2011, our shareholders have voted on a non-binding advisory proposal (a "say-on-pay" proposal) to approve the compensation paid to our NEOs as described in the proxy statement for that meeting. As in prior years, at our 2017 Annual Meeting our shareholders overwhelmingly approved the proposal with over 98% of the votes entitled to be cast on the proposal with respect to shares present in person or represented by proxy at the meeting being cast for approval. Among other factors described in this discussion, the Committee considered the voting results on those proposals in connection with its reviews and decision-making process and the setting of our NEOs' compensation for 2017 and 2018. The Committee believes the voting results on our say-on-pay proposals indicate that our shareholders understand and support our executive compensation philosophy and objectives. In the future, the Committee will consider each year's say-on-pay voting results, as well as any feedback received from shareholders outside the voting process, in evaluating our executive compensation plans, policies and practices and its decisions regarding executive compensation.

At our 2017 meeting, our shareholders also had the opportunity to vote on a "say-on-frequency" proposal, expressing their preference whether future say-on-pay votes should be held annually, every two years, or every three years. Consistent with our Board's recommendation, our shareholders approved the annual option. Another say-on-pay proposal will be submitted for a vote of our shareholders at the 2018 Annual Meeting.

## EXECUTIVE COMPENSATION COMPONENTS

For 2017, compensation paid to or received by our NEOs included the following components:

Compensation Component	Component Elements	Purpose	Component Risk Profile
Base Salary	<ul style="list-style-type: none"> <li>● Cash</li> </ul>	Provides fixed annual compensation that is comparable with other financial institutions and helps attract and retain our executive officers and other associates.	Low
Long-Term Incentive Plan	<ul style="list-style-type: none"> <li>● Performance-based cash</li> </ul>	Promotes a closer identification of the interests of plan participants with company interests and the long-term interests of shareholders and stimulates efforts to enhance efficiency, profitability, and growth in value of our company and shareholders' investments.	Low
Retirement Benefits	<ul style="list-style-type: none"> <li>● Defined benefit pension plans</li> <li>● Matching and profit-sharing contributions to Section 401(k) defined contribution plans</li> </ul>	Provides competitive levels of retirement income for our NEOs and other associates.	Low
Non-qualified Separation from Service Agreements	<ul style="list-style-type: none"> <li>● Cash</li> <li>● Death Benefit</li> </ul>	Retains and rewards the long-term loyalty of certain key decision makers, and assures their continued loyalty following a separation from service.	Low
Perquisites	<ul style="list-style-type: none"> <li>● Maintenance and monitoring of home security systems</li> <li>● Staff services for personal activities</li> <li>● Limited other personal benefits provided from time to time</li> </ul>	Provides limited personal benefits to certain executive officers in furtherance of our risk management program, for the officers' convenience, and for other specific purposes.	Low

### Base Salaries

Until the adoption of our LTIP during 2014, base salaries represented the primary component of our executive compensation program. Since that time, payments for performance-based LTIP awards have become an increasingly large portion of our NEOs' annual total compensation. In making its recommendations regarding 2017 and 2018 base salaries for our NEOs, the Committee considered various factors, including our 2016 and 2017 financial and operating performance and other factors described below.

Our Chairman and Chief Executive Officer's base salary has not been increased since our LTIP was adopted in 2014. Consideration of his 2017 and 2018 base salary rates took into account his 2016 and 2017 total compensation, the market and peer analyses prepared by Pay Governance, and the long-term incentive opportunities provided to him under the LTIP. Consistent with its focus on performance-based compensation, the Committee did not recommend an increase in his base salary for 2017 or 2018.

In considering its recommendations for the 2017 and 2018 base salary rates of our other four NEOs, the Committee took into account their 2016 and 2017 total compensation, the market and peer analyses prepared by Pay Governance, and their long-term incentive opportunities under the LTIP. The Committee also considered information provided by our Chairman and Chief Executive Officer, including his assessment of those officers' individual performance and his recommendations as to their compensation. Consistent with its focus on performance-based compensation, the Committee did not recommend an increase in the base salary of any of our other NEOs for 2017, with the exception of Mr. Nix whose 2017 salary rate was increased by 9.09% based on the Committee's consideration of his total compensation in relation to compensation reflected in the market and peer analyses, as well as to the total compensation of our other NEOs. The Committee recommended no base salary increases for any of our other four NEOs for 2018.

The following table shows the base salary rates for our Chairman and Chief Executive Officer and our other four NEOs for 2015, 2016, 2017 and 2018, and the percentage increases in their salaries for 2016, 2017 and 2018. The base salary rates in the table for each year reflect the listed NEOs' annual base salary rates approved by the Boards that became effective on April 1 of each year. Because those base salary rates did not become effective until April 1, the salary rates listed for some NEOs in the table below may be higher than the dollar amounts of 2015, 2016 and 2017 base salaries those officers actually received during those years as listed in the Summary Compensation Table.

	<u>2015 Base Salary Rate</u>	<u>2016 Percentage Increase</u>	<u>2016 Base Salary Rate</u>	<u>2017 Percentage Increase</u>	<u>2017 Base Salary Rate</u>	<u>2018 Percentage Increase</u>	<u>2018 Base Salary Rate</u>
Frank B. Holding, Jr. Chairman and CEO	\$ 955,000	0%	\$ 955,000	0%	\$ 955,000	0%	\$ 955,000
Craig L. Nix Chief Financial Officer	505,000	8.91%	550,000	9.09%	600,000	0%	600,000
Hope H. Bryant Vice Chairman	630,000	3.17%	650,000	0%	650,000	0%	650,000
Peter M. Bristow President	630,000	3.17%	650,000	0%	650,000	0%	650,000
Edward L. Willingham IV Chief Operating Officer	630,000	3.17%	650,000	0%	650,000	0%	650,000

### Long-Term Incentives

During 2014, and as part of the effort to move to a more performance-based compensation structure, the Committee and our Board recommended, and our shareholders approved, our performance-based LTIP to reinforce the link between the interests of our participating officers and the interests of our company and our shareholders, and to motivate and reward executive officers for their contributions toward achieving our strategic plan's central objective of building the long-term value of our company and our shareholders' investments. Cash incentive awards may be granted by the Committee under the LTIP in amounts ("target amounts") which are expressed as percentages of officers' base salaries. The awards represent opportunities to receive cash payments following stated performance periods based on the extent to which performance goals set by the Committee at "Threshold" (i.e., minimum), "Target" and "Stretch" (i.e., maximum) levels are met or exceeded for those performance periods.

Since its inception, performance objectives for awards under the LTIP have been based on growth in the tangible book value ("TBV") of our common stock plus cumulative dividends per share paid over the applicable performance periods (the "TBV+D Growth Rate"). The Committee believes growth in tangible book value per share is a key driver of long-term value and a key metric in valuing banks, insurance companies, and investment firms. As a result, the Committee believes that using growth in tangible book value as the primary component of the performance metric for our LTIP is consistent with our focus on long-term objectives and our emphasis on financial stability and growth in shareholder value. The Committee believes those objectives are factors that have contributed to our financial success over the years.

During January 2017, new three-year awards were granted to our NEOs and other selected officers for the 2017-2019 performance period. As with previous awards, under the new awards a percentage (the "Award Percentage," which could exceed or be less than 100%) of the target amount of each award could be earned based on achievement of the stated TBV+D Growth Rate goals at the end of the performance period.

The TBV+D Growth Rate is determined according to the following formula:

$$\frac{\text{(Ending TBV minus Beginning TBV) plus cumulative dividends}}{\text{Beginning TBV}}$$

"Beginning TBV" is measured at the beginning of the relevant performance period, while "Ending TBV" is measured at the end of the relevant performance period. The Threshold, Target and Stretch performance goals set by the Committee for the awards granted to our NEOs during 2017 (TBV+D Growth Rates of 10.5%, 22.5% and 36%, respectively) would result in Award Percentages of 50%,



100% and 125%, respectively, of each NEO's target amount. The Committee believes the performance goals set for the awards are reasonably achievable at the Threshold level, but that there is a low probability that we will reach the Stretch level of performance during the performance period.

During January 2018, the Committee approved payments for the three-year awards previously granted for the 2015-2017 performance period. After making positive adjustments as contemplated by the terms of the LTIP for the impact of intangible assets related to our two acquisitions during 2017, and negative adjustments for the impact of intangible assets related to previous acquisitions during 2014, 2015 and 2016, the Committee determined that our TBV+D Growth Rate for the 2015-2017 performance period resulted in an Applicable Percentage of 104.79% of the target amounts of the awards, and it approved payments to our NEOs at that level. Those payments are listed on the 2017 line of the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

A listing of the new awards granted to our NEOs during 2017, and additional information regarding the LTIP and the payments approved by the Committee for the 2015-2017 performance period, is provided in the "GRANTS OF PLAN-BASED AWARDS" table and the narrative discussion that follows it.

During January 2018, the Committee also approved the grant of new LTIP awards to our NEOs and other selected officers for a three-year performance period (2018-2020). Consistent with all previously granted awards, the new awards may be earned based on our TBV+D Growth Rate during the performance period in comparison to Threshold, Target and Stretch goals established by the Committee. After considering the projected impact of the 2018 Tax Cuts and Jobs Act, the Committee established the Threshold, Target and Stretch performance goals for the new 2018-2020 awards at TBV+D Growth Rates of 12%, 24% and 36.0%, respectively, which represent higher Threshold and Target goals than the goals for previous awards. Those goals would result in the same Award Percentages of 50%, 100% and 125%, respectively, of the target amounts of the awards.

In setting the percentages of our NEOs' base salary rates as the target awards that may be paid to them at target performance goals, the Committee attempts to provide our NEOs with aggregate amounts of salary and incentive opportunities each year that it considers appropriate based on the market and peer analyses of total direct compensation for officers of other companies in similar positions as our NEOs. Since the LTIP was adopted, the percentages of our NEOs' base salary rates that may be paid at target levels of performance have increased each year, while there has been little increase in our NEOs base salaries. As a result, payments of performance-based LTIP awards have become an increasingly substantial portion of our NEOs' annual total compensation.

The following table lists percentages of base salary rates and dollar amounts that could be paid in future years to our NEOs at each performance level under all outstanding LTIP awards they currently hold, including those granted to them for the 2018-2020 performance period.

Name	Performance Period	Target Level Percentage of Base Pay	Potential Payment for Performance at:		
			Threshold Level	Target Level	Stretch Level
Frank B. Holding, Jr.	2016-2018	175%	\$ 835,625	\$ 1,671,250	\$ 2,089,062
	2017-2019	195%	931,125	1,862,250	2,327,813
	2018-2020	240%	1,146,000	2,292,000	2,865,000
Craig L. Nix	2016-2018	100%	275,000	550,000	687,500
	2017-2019	150%	450,000	900,000	1,125,000
	2018-2020	200%	600,000	1,200,000	1,500,000
Hope H. Bryant	2016-2018	135%	438,750	877,500	1,096,875
	2017-2019	160%	520,000	1,040,000	1,300,000
	2018-2020	200%	650,000	1,300,000	1,625,000
Peter M. Bristow	2016-2018	135%	438,750	877,500	1,096,875
	2017-2019	160%	520,000	1,040,000	1,300,000
	2018-2020	200%	650,000	1,300,000	1,625,000
Edward L. Willingham IV	2016-2018	135%	438,750	877,500	1,096,875
	2017-2019	160%	520,000	1,040,000	1,300,000
	2018-2020	200%	650,000	1,300,000	1,625,000

## Discretionary Bonuses

From time to time the Committee considers and recommends, and the Boards of Directors approve, payment of a discretionary cash bonus to one or more individual NEOs based on particular performance and achievements or other factors related to the retention of motivated and talented executive officers. No discretionary bonuses have been recommended or paid to any of our NEOs for 2017.

## Retirement Plans

We maintain the following qualified plans under which retirement benefits are provided to our NEOs and other associates:

- two defined benefit pension plans, including our plan and a separate plan previously maintained by FCB-SC which, in connection with the Merger, FCB agreed to maintain and administer to provide benefits to FCB-SC's former officers and employees who were participants in that plan, including those who became FCB's officers and employees;
- a Section 401(k) defined contribution plan; and
- an enhanced Section 401(k) defined contribution plan.

While FCB-SC's pension plan remains in effect, FCB-SC's Section 401(k) plans were merged into FCB's corresponding plans in connection with the Merger, and the plan accounts of FCB-SC's employees became accounts under our plans.

During 2007, our Board approved changes to our retirement plan program. These changes were recommended by a special committee of the Board and were designed to reduce the volatility of our pension plan expense, while preserving the competitive retirement benefits we provide to our associates. FCB-SC's board of directors approved similar changes to FCB-SC's retirement plan program. The changes by both companies included the retention of pension and Section 401(k) plans as they existed at the time the changes were made (now referred to as the "legacy plans"), and the addition of "enhanced" Section 401(k) plans. New associates hired after the changes were made would participate only in the enhanced Section 401(k) plans and would not become participants in the pension plans. Eligible associates hired by FCB or FCB-SC on or before the specified dates made one-time elections to:

- continue to participate in their legacy pension and Section 401(k) plans; or
- participate only in the enhanced Section 401(k) plans rather than the legacy Section 401(k) plans, in which case they would continue to be participants in the pension plans, but their pension plan benefit service would be frozen and no further benefits would accrue.

Each of our NEOs elected to remain in the legacy plans.

The following table contains a brief description of our qualified plans.

<b>Benefit</b>	<b>Description</b>
FCB and FCB-SC Defined Benefit Pension Plans	Each plan provides a monthly retirement benefit based on a formula that takes into account a participant's compensation covered by the plan and his or her years of service.
Legacy Section 401(k) Defined Contribution Plan (for associates electing to continue participation in one of the defined benefit pension plans)	Provides a matching employer contribution to each participant's account of up to 4.5% of the participant's eligible compensation (the 2017 maximum matching contribution was \$12,150).
Enhanced Section 401(k) Defined Contribution Plan (for associates not participating in one of the defined benefit pension plans)	Provides a matching employer contribution to each participant's account of up to 6% of the participant's eligible compensation (the 2017 maximum matching contribution was \$16,200). In addition, a profit sharing contribution is made to each participant's account equal to 3% of the participant's eligible compensation (the 2017 maximum profit sharing contribution was \$8,100).

Further information about the terms of the legacy defined benefit pension plans (including the calculation of benefits under the plans), as well as our legacy and enhanced Section 401(k) plans (including the calculation of matching contributions), is contained in this proxy statement under the caption "EXECUTIVE COMPENSATION – Retirement Benefits and Separation from Service Payments."

## Non-Qualified Separation from Service Agreements

FCB has non-qualified separation from service agreements with our NEOs and certain of our other executive officers that provide for payments to them for a period of ten years following a separation from service that occurs no earlier than an agreed-upon age. Those include agreements entered into by FCB with Mr. Holding, Mrs. Bryant and Mr. Willingham, and substantially similar agreements that FCB-SC entered into with Mr. Nix and Mr. Bristow before the Merger and which FCB assumed in connection with the Merger. The agreements are intended to help us retain and reward the long-term loyalty of key officers within our organization, and to assure their continued loyalty following a separation from service. Because payments will be made to the officers only if they continue in FCB's employment until their agreements vest, the Committee believes the agreements are consistent with our objective of encouraging and rewarding long-term loyalty. Recognizing that we have only recently begun paying long-term incentives through which LTIP participants can build wealth, the Committee also believes the additional long-term benefit provided to our NEOs under the agreements enhances our compensation program by mitigating to some degree its lack of equity-based compensation. No payments are made under the agreements until there is a separation from service and, in return for payments, each officer is obligated to provide limited consultation services to, and not to compete against, FCB during the payment period. Further information about the terms of the agreements is contained in this proxy statement below under the caption "EXECUTIVE COMPENSATION – Retirement Benefits and Separation from Service Payments."

Our Chairman and Chief Executive Officer recommends officers to the Committee to be considered for an agreement, and he recommends the amount of monthly payments for each officer's agreement. The Committee considers those recommendations in the context of the officers' positions and other compensation and, if it concurs, it recommends approval to the Boards of Directors. The amounts of payments provided for in the current agreements with our NEOs are calculated as percentages, ranging from 25% to 45%, of the officers' base salary rates at the time their agreements were approved. From time to time the agreements may be amended to change the amounts and/or percentages used to calculate payment amounts in order to reflect increases in officers' base salaries. Those adjustments are recommended by the Chairman and Chief Executive Officer to the Committee for consideration and recommendation to the Boards of Directors. There have been no adjustments to agreements with our current NEOs since 2011.

## Personal Benefits

We do not provide an extensive array of perquisites or personal benefits to our executive officers beyond those benefits (including individual and family group insurance coverages) that are available generally to all our associates. However, for the convenience of our NEOs, or under our risk management program, or for other specific purposes, from time to time certain of our NEOs do receive, or are deemed to have received, other benefits that are not directly related to the performance of their duties as executive officers or that otherwise confer a benefit that has a personal aspect. As part of its review of our NEOs' overall compensation each year, the Committee reviews all personal benefits being provided or proposed to be provided to executive officers, and it recommends to the Boards of Directors whether those benefits should be approved or continued. Benefits that certain of our NEOs received, or were deemed to have received, during 2017 included:

- maintenance and monitoring of security systems in our NEOs' residences under our risk management program;
- services of staff personnel that we attribute to NEOs' personal activities; and
- in the case of Mr. Bristow, reimbursements for moving-related expenses in connection with his relocation to North Carolina and a non-cash recognition award provided to all employees who participated in a mass-marketing initiative during 2017 (with tax gross-ups).

During 2005, and upon the Committee's recommendation, the Boards of Directors first approved a policy (which was reaffirmed during 2014) under which FCB will, as deemed advisable, install, maintain and monitor security systems in the homes of certain executive officers. The Boards concluded that the safety of our key executive officers is a business concern, and they approved the recommended policy as part of our risk management program. Under the policy, each officer in whose home FCB installs a security system agrees to purchase that equipment from FCB, at its depreciated book value, following retirement or other termination of employment. During 2017, FCB maintained and monitored a previously installed security system in the residence of each of our NEOs.

We monitor our NEOs' use of administrative personnel. To the extent those employees provide services that relate to the officers' personal activities, we estimate the staff time devoted to those services and treat our compensation and benefits expense related to that time as a personal benefit. Those expenses are treated as taxable income to the NEOs.

In the case of each of our NEOs, we believe our incremental costs associated with personal benefits we provided during 2017 did not exceed an aggregate of \$10,000. As a result, the costs of the benefits they received are not included in their 2017 compensation listed in the Summary Compensation Table.

## **Tax and Accounting Considerations; Deductibility of Executive Compensation**

In evaluating compensation program alternatives, the Committee has considered the potential impact on the Company of Section 162(m) of the Internal Revenue Code. Section 162(m) generally disallows a tax deduction to public corporations for compensation over \$1 million paid for any fiscal year to their chief executive officers and certain other named executive officers (“covered employees”). At the time that the Committee implemented our executive compensation programs for 2017, Section 162(m) exempted performance-based compensation from the deduction limit if certain requirements were met. However, this exception was repealed by the tax reform legislation signed into law on December 22, 2017, generally referred to as the 2018 Tax Cuts and Jobs Act. In addition, that Act generally expanded the number of persons considered to be covered employees under Section 162(m) to include our Chief Financial Officer, among others. As a result, it is uncertain whether compensation that the Committee originally intended to be structured as performance-based compensation under Section 162(m), or compensation paid to our Chief Financial Officer, will be deductible.

As a general matter, in making its previous compensation decisions for our covered employees, the Committee endeavored to maximize deductibility of compensation under Section 162(m) to the extent practicable under then-applicable law while maintaining competitive compensation. The Committee, however, believes that it is important for it to retain maximum flexibility in designing compensation programs that are in the best interests of our company and our shareholders, even if that approach may result in payments which are not deductible under Section 162(m).

## EXECUTIVE OFFICERS

We consider our and FCB's officers who are listed below to be our current executive officers. Each officer serves at the pleasure of the Boards until his or her removal, resignation, retirement, death or disqualification, or until his or her successor is duly elected and qualified.

Name and Age	Positions with FCB and Us
Frank B. Holding, Jr. 56	FCB's and our Chairman since February 2009, and FCB's and our Chief Executive Officer since January 2008. Previously, Chief Executive Officer of our former subsidiary, IronStone Bank, from February 2009 to January 2011, and our and FCB's President from 1994 to February 2009. Employed by FCB since 1983.
Hope H. Bryant 55	FCB's and our Vice Chairman since January 2011 and Corporate Sales Executive since October 2014. Previously, President of our former subsidiary, IronStone Bank, from 2006 until January 2011, and FCB's Executive Vice President from 2002 until January 2011. Employed by FCB since 1986.
Peter M. Bristow 52	FCB's and our President and Corporate Sales Executive since October 2014. Previously, Executive Vice President and Chief Operating Officer of Bancorporation, and President and Chief Operating Officer of FCB-SC, from 2001 to 2014. Employed by FCB since 2014.
Edward L. Willingham IV 63	FCB's and our Chief Operating Officer since October 2014. Previously, FCB's and our President from 2009 to October 2014, and Executive Vice President of FCB from 1992 to February 2009. Employed by FCB since 1987.
Craig L. Nix 46	FCB's and our Chief Financial Officer since November 2014. Previously, Executive Vice President and Chief Financial Officer of Bancorporation and FCB-SC from 2001 to 2014. Employed by FCB since 2014.
Jeffery L. Ward 57	FCB's and our Chief Strategy Officer since October 2014. Previously, Regional Executive Vice President of FCB from 2004 to 2014. Employed by FCB since 1992.
Barry P. Harris IV 63	FCB's Executive Vice President and Chief Legal Officer, and our Vice President and Chief Legal Officer, since January 2012. Previously, practicing attorney with Ward and Smith, P.A., Raleigh, NC from 2005 to January 2012; Chief Counsel, Banc of America Investment Services, Inc., Charlotte, NC (previously NationsSecurities, Inc.) from 1994 to 2004; and Associate General Counsel, NationsBank, Charlotte, NC from 1992 to 1994. Employed by FCB since 2012.
Lorie K. Rupp 53	FCB's Executive Vice President since April 2014, our Vice President since November 2014, and FCB's and our Chief Risk Officer since March 2017. Previously, FCB's and our Chief Accounting Officer from 2013 to 2017; Consulting Director with KPMG, LLP from 2011 to 2013; Senior Vice President of Accounting and Finance of Regions Financial Corporation from 2008 to 2009; and Senior Vice President of Finance of Bank of America from 1990 to 2008. Employed by FCB since 2013.
Ricky T. Holland 64	FCB's Executive Vice President and Chief Credit Policy Officer since October 2007. Previously, Group Vice President of our former subsidiary, IronStone Bank, from 2006 to 2011, Chief Credit Officer from 2007 to 2011, and Senior Vice President and Regional Business Executive from 2002 until 2006. Employed by IronStone Bank or FCB from 1993 to 2000 and from 2002 to the present.
Lou J. Davis 65	FCB's Chief Human Resources Officer since 1999 and Executive Vice President since 2002. Employed by FCB since 1997.
Donald E. Preskenis 51	FCB's Executive Vice President and General Auditor since March 2010. Previously, FCB's Senior Vice President and Senior Audit Manager from 2005 to 2010; Internal Auditor for MassHousing Financing Agency (a state housing agency) from 2004 to 2005; and Vice President and Regional Audit Manager of Sovereign Bank from 2000 to 2004. Employed by FCB since 2005.
Dorothy F. Ramoneda 59	FCB's Executive Vice President since January 2014 and Chief Information Officer since 2012. Previously employed by Progress Energy, a North Carolina utilities company, from 1996 to 2012 where she most recently had served as Chief Information Officer since 2002. Employed by FCB since 2012.
Julie M. Sizer 51	FCB's Executive Vice President and Chief Bank Operations Officer since May 2015. Previously, employed by FCB-SC as Operation and Support Services Director from 2012 to 2015 and Change Management Services Director from 2006 to 2012. Employed by FCB since 2015.

## EXECUTIVE COMPENSATION

### Summary

The Summary Compensation Table below shows the cash and certain other compensation paid (or proposed to be paid) or provided by FCB to or deferred by the named executive officers listed in the table (our “NEOs”) for 2017, 2016, and 2015. Our NEOs also serve as executive officers of FCB. They are compensated by FCB for their services as its officers, and they receive no separate salaries or other compensation from us. All of our executive officers are employed on an “at will” basis and serve in their positions at the pleasure of our Board of Directors, and none of them have employment agreements with us or FCB. We do not have any plans under which stock options or grants or other equity awards are made to NEOs or any other officers or employees or any arrangements under which payments would be made, or the vesting of any benefits would be accelerated, upon a change in control of our company or FCB.

### SUMMARY COMPENSATION TABLE

Name and Principal Position During 2017	Year	Salary (2)	Bonus	Non-Equity Incentive Plan Compensation (3)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (4)	All Other Compensation (5)	Total
Frank B. Holding, Jr. (1) Chairman and Chief Executive Officer	2017	\$ 955,000	\$ -0-	\$ 1,401,042	\$ 482,200	\$ 12,150	\$ 2,850,392
	2016	955,000	-0-	744,069	372,256	11,925	2,083,250
	2015	955,000	-0-	614,218	-0-	11,925	1,581,143
Craig L. Nix Chief Financial Officer	2017	\$ 587,500	\$ -0-	\$ 423,352	\$ 200,674	\$ 12,150	\$ 1,223,676
	2016	538,750	125,000	218,589	150,195	32,740	1,065,274
	2015	505,000	150,000	231,997	11,850	134,274	1,033,121
Hope H. Bryant (1) Vice Chairman	2017	\$ 650,000	\$ -0-	\$ 425,709	\$ 330,728	\$ 12,150	\$ 1,418,587
	2016	645,000	-0-	324,638	248,840	11,925	1,230,403
	2015	628,750	-0-	344,550	-0-	11,925	985,225
Peter M. Bristow (1) President	2017	\$ 650,000	\$ -0-	429,115	\$ 304,669	\$ 12,321	\$ 1,396,105
	2016	645,000	324,638	-0-	242,056	60,458	1,272,152
	2015	630,000	344,550	-0-	23,045	256,820	1,254,415
Edward L. Willingham IV Chief Operating Officer	2017	\$ 650,000	\$ -0-	\$ 556,697	\$ 339,838	\$ 12,150	\$ 1,558,685
	2016	645,000	-0-	324,638	282,728	11,925	1,264,291
	2015	628,750	-0-	344,550	57,611	11,925	1,042,836

- (1) Mr. Holding, Mrs. Bryant and Mr. Bristow each served as a member of our and FCB’s Boards of Directors during 2017, but they received no additional compensation for their services as directors.
- (2) Salary amounts include the portion of each officer’s base salary paid by FCB that was deferred at the officer’s election under our Section 401(k) plans.
- (3) Reflects amounts paid for 2017, 2016 and 2015 with respect to awards under FCB’s LTIP, as described in the narrative discussion under the caption “FCB’s Long-Term Incentive Plan.” Mr. Bristow was not a participant in and did not receive a payment under that plan for 2016 or 2015.
- (4) Amounts in this column consist of two components, including:
- “Change in Pension Value,” which represents the net aggregate amount of the increase, if any, for each year in (i) the actuarial present value of the officers’ accumulated benefits under defined benefit pension plans, and (ii) the present value of monthly payments that would be made to the officers in the future for a period of ten years following their separation from service at agreed upon ages under separation from service agreements between them and FCB; and
  - in the case of Mr. Nix and Mr. Bristow only, “Nonqualified Deferred Compensation Earnings,” which represents amounts of interest paid on nonqualified deferred compensation that is considered to be “above market” under the Securities and Exchange Commission’s disclosure rules.

“Change in Pension Value” amounts do not represent payments actually received by officers. As further described in the narrative discussion under the caption “Retirement Benefits and Separation from Service Payments,” present values of benefits and future payments under the pension plans and separation from service agreements are separately determined each year as of December 31 in order to reflect the amounts of our future obligations to the named officers under the plans and those agreements in our consolidated financial statements. They are calculated based on a number of assumptions, including assumptions regarding future events (including, in the case of the pension plans, mortality assumptions), as well as a rate of interest used to discount future benefits and payments to present values. Under financial and pension accounting principles, those assumptions and the discount rates change from time to time. In general, the present value of an officer’s future payments increases as the officer grows older and the time before the commencement of those payments decreases. The present values increase if the discount rate used in the calculation decreases from one year to the next, and they decrease if the discount rate increases. However, changes in the other assumptions we use also can result in increases or decreases in present values. The discount rates used for calculating the present values for each year covered in



the table below were 3.76% for 2017, 4.30% for 2016, and 4.68% for 2015. For 2017 and 2016, each of the NEO's aggregate present value at December 31, 2017 and December 31, 2016, respectively, increased as compared to his or her amount at December 31 of the prior year, resulting, in part, from a decrease in the discount rate used in determining present values (as compared to the rate used for the prior year), combined with a one-year decrease in the time before commencement of payments. For 2015, four of the NEO's aggregate present values at December 31, 2015, decreased as compared to their amounts at December 31, 2014, resulting primarily from an increase in the discount rate used in determining present values (as compared to the rate used for 2014), and, under the Securities and Exchange Commission's disclosure rules, the amounts of those decreases in value are included in the Summary Compensation Table as \$0. Mr. Willingham's aggregate present value increased during 2015, but the amount of the increase was much smaller than the increase for the prior year as a result of the increased discount rate. Present value amounts could increase or decrease in future years if discount rates decrease or increase or there are changes in other assumptions. The separate increases or decreases for each officer under the pension plan and the separation from service agreements for 2017, 2016, and 2015 are listed in the following table.

	<b>F. B. Holding, Jr.</b>	<b>C. L. Nix</b>	<b>H. H. Bryant</b>	<b>P. M. Bristow</b>	<b>E. L. Willingham</b>
<b>2017</b>					
Increase (decrease) in actuarial present value of accumulated benefits under pension plan (a)	\$ 222,380	\$ 124,181	\$ 228,818	\$ 186,032	\$ 238,520
Increase (decrease) in present value of future monthly payments under separation from service agreements (a)	259,820	62,539	101,910	91,500	101,318
<b>Aggregate increase (decrease)</b>	<b>\$ 482,200</b>	<b>\$ 186,720</b>	<b>\$ 330,728</b>	<b>\$ 277,532</b>	<b>\$ 339,838</b>
<b>2016:</b>					
Increase (decrease) in actuarial present value of accumulated benefits under pension plan (a)	168,085	86,802	170,514	136,583	193,252
Increase (decrease) in present value of future monthly payments under separation from service agreements (a)	204,171	49,854	78,326	79,095	89,476
<b>Aggregate increase (decrease)</b>	<b>\$ 372,256</b>	<b>\$ 136,656</b>	<b>\$ 248,840</b>	<b>\$ 215,678</b>	<b>\$ 282,728</b>
<b>2015:</b>					
Increase (decrease) in actuarial present value of accumulated benefits under pension plan (a)	\$ 8,072	\$ 265	\$ 4,761	\$ 2,069	\$ 50,870
Increase (decrease) in present value of future monthly payments under separation from service agreements (a)	(41,230)	(21,380)	(19,659)	(25,562)	6,741
<b>Aggregate increase (decrease)</b>	<b>\$ (33,158)</b>	<b>\$ (21,115)</b>	<b>\$ (14,898)</b>	<b>\$ (23,493)</b>	<b>\$ 57,611</b>

(a) Mr. Holding, Mrs. Bryant and Mr. Willingham are participants in and entitled to benefits under FCB's pension plan, and they are parties to separation of service agreements with FCB. Mr. Nix and Mr. Bristow are participants in and entitled to benefits under the pension plan previously provided by FCB-SC which, following the Merger, remains in effect to provide benefits to its and Bancorporation's former officers and employees. Mr. Nix's and Mr. Bristow's separation from service agreements were originally entered into with FCB-SC and were assumed by FCB in connection with the Merger.

In addition to their "Changes in Pension Values," the amounts listed in this column of the Summary Compensation Table for 2017, 2016 and 2015 for Mr. Nix and Mr. Bristow include amounts of "Nonqualified Deferred Compensation Earnings." Those amounts represent portions of the interest accrued by FCB on their accounts each year under non-qualified deferred compensation plans it assumed from FCB-SC in the Merger (as described in the narrative discussion under the caption "Non-Qualified Deferred Compensation") that is considered to be "above market" (for 2017, \$13,954 for Mr. Nix, and \$27,137 for Mr. Bristow). Those amounts equal portions of total interest FCB credited to each officer's accounts following the Merger at the fixed interest rate provided for in the plans that exceed the amounts that would have been accrued at a rate equal to 120% of the Internal Revenue Service's "applicable federal rate" for the months during which the actual fixed accrual rate was set. Interest credited to their accounts that is not considered to be "above market" is not included in the table. None of our other NEOs participate in a nonqualified deferred compensation plan, and no "Nonqualified Deferred Compensation Earnings" are included in their amounts listed for any year in this column.

(5) The following table describes each officer's "Other Compensation" for 2017.

<b>Description</b>	<b>F. B. Holding, Jr.</b>	<b>C. L. Nix</b>	<b>H. H. Bryant</b>	<b>P. M. Bristow</b>	<b>E. L. Willingham</b>
FCB's matching contributions under our Section 401(k) plans	\$ 12,150	\$ 12,150	\$ 12,150	\$ 12,150	\$ 12,150
Estimates of FCB's incremental costs related to personal benefits (a)	—	—	—	—	—
Tax reimbursements and gross-ups (b)	—	—	—	171	—
<b>Total Other Compensation</b>	<b>\$ 12,150</b>	<b>\$ 12,150</b>	<b>\$ 12,150</b>	<b>\$ 12,321</b>	<b>\$ 12,150</b>

- (a) From time to time our executive officers, including our NEOs in the table above, receive or may be deemed to have received various personal benefits from FCB. We believe FCB's aggregate incremental cost associated with personal benefits provided during 2017 to each of our NEOs did not exceed \$10,000 and, for that reason, no amount for personal benefits is included for any of them in the table above or in the "All Other Compensation" column in the Summary Compensation Table. FCB also provides each of our executive officers with group life, health, medical and other insurance coverages for themselves and their spouses and families on the same terms as those coverages are provided to all full-time employees. The cost of that insurance is not included in the table.
- (b) Reflects the aggregate amount of gross-ups paid in 2017 to Mr. Bristow for his tax liability on a moving expense reimbursement (\$118) and with respect to a non-cash recognition award provided to all employees who participated in a mass-marketing initiative during 2017 (\$53).

## FCB's Long-Term Incentive Plan

During 2014, our shareholders approved FCB's LTIP under which selected salaried employees of FCB and its affiliates may be offered opportunities to earn awards stated as percentages of their base salary rates, and payable in cash, based upon attainment of objective performance goals. The LTIP is intended to promote a closer identification of the participants' interests with our corporate interests and the long-term interests of our shareholders, and to encourage participants' efforts to enhance our efficiency, profitability, growth and value. Each year our Compensation, Nominations and Governance Committee considers the grant of new awards under the LTIP. Following a transition period after the plan was first adopted, awards granted each year have provided for payments based on performance goals measured over three-year performance periods. As reflected in the table below, during January 2017, the Committee approved the grant of new awards to each of our NEOs under the LTIP for a new three-year performance period (2017-2019).

The following table provides information regarding incentive awards granted during 2017 by the Committee to our NEOs under the LTIP.

### GRANTS OF PLAN-BASED AWARDS

Name	Grant Date	Performance Period	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)		
			Threshold	Target	Stretch
Frank B. Holding, Jr.	01-23-17	2017-2019	\$931,125	\$1,862,250	\$2,327,813
Craig L. Nix	01-23-17	2017-2019	450,000	900,000	1,125,000
Hope H. Bryant	01-23-17	2017-2019	520,000	1,040,000	1,300,000
Peter M. Bristow	01-23-17	2017-2019	520,000	1,040,000	1,300,000
Edward L. Willingham IV	01-23-17	2017-2019	520,000	1,040,000	1,300,000

(1) "Threshold," "Target" and "Stretch" amounts reflect the amounts of awards that may be paid to each NEO at "Threshold" (i.e., minimum), "Target" and "Stretch" (i.e., maximum) levels of performance in relation to goals set by the Committee for the awards. Under the LTIP, each NEO's Target award is based on a percentage of the NEO's base salary rate at the time his or her award is granted. Our NEOs' Target awards for the awards granted for the 2017-2019 performance period were based on the following percentages of their base salary rates: Mr. Holding – 195%; Mr. Nix – 150%; Mrs. Bryant – 160%; Mr. Bristow – 160%; and Mr. Willingham – 160%. If performance over the performance period exceeds the Threshold level but not the Target level, or exceeds the Target level but not the Stretch level, the amount earned by each NEO will be interpolated by the Committee.

Under each of the awards listed in the table, a percentage (the "Award Percentage," which could exceed or be less than 100%) of the "Target" amount of each award could be earned at the end of its performance period based on the extent to which we have attained performance goals set for the awards. The performance goals for the awards listed in the table are based on growth in the tangible book value ("TBV") of our common stock plus cumulative dividends per share paid over the 2017-2019 performance period that applies to the awards (the "TBV+D Growth Rate"). The TBV+D Growth Rate is determined according to the following formula: TBV at the end of the performance period minus TBV at the beginning of the performance period, plus cumulative dividends paid on the stock during the performance period, divided by TBV at the beginning of the performance period. The Threshold, Target and Stretch performance levels set by the Committee for the awards would result in Award Percentages of 50%, 100% and 125%, respectively, of the Target awards. In the table, the dollar amounts reflect the amounts that could be earned and paid at each performance level set by the Committee.

The LTIP is administered by our Compensation, Nominations and Governance Committee which from time to time, on an annual or other periodic basis, selects employees to whom awards will be granted. All salaried employees (including our and FCB's executive officers) are eligible to participate in the LTIP.

When the Committee grants awards under the LTIP, it establishes a "performance period" during which performance will be measured, establishes one or more specific written performance objectives and specific goals for each participant and/or for each group of participants for that performance period, and assigns to each participant a Target award for the performance period. Performance periods are coincident with one or more of our fiscal years, or any portions thereof, and they may be overlapping. Each participant may earn a percentage (which may exceed or be less than 100%) of his or her Target award based on the extent of attainment of the performance goals established by the Committee for the relevant performance period.

The performance objectives may be based on individual, business unit/function, and/or corporate performance, or any combination thereof. If a participant's performance goals are based on a combination of performance criteria, the Committee may weight the importance of each type of performance that applies to the participant by assigning a percentage to it. The Committee may apply other or non-objective performance criteria for participants to the extent permitted, or not prohibited, by applicable law and regulations. The targeted levels of performance with respect to performance objectives may be established at such levels and on such terms as the Committee in its discretion may determine, including but not limited to on an absolute basis, in relation to performance in a prior performance period, and/or relative to one or more peer group companies or indices, or any combination thereof, and performance objectives may be calculated without regard to extraordinary items.

The Committee may adjust awards as appropriate for partial achievement of goals or other factors, and may interpret and make necessary and appropriate adjustments to performance goals and the manner in which goals are evaluated.

In the case of awards previously granted to covered employees that were intended to be "qualified performance-based compensation" under Section 162(m) of the Internal Revenue Code, performance objectives had to be established by the Committee (i) while the outcome for the performance period was substantially uncertain, and (ii) no more than 90 days after the commencement of the performance period to which the objectives related and before 25% of the relevant performance period had elapsed (or otherwise at such time and upon such terms as would, to the extent practicable, qualify the awards as "performance-based compensation" for purposes of Section 162(m)).

As soon as practicable after the end of a performance period, the Committee will determine whether performance goals for the period were met and, if so, at what level of achievement, under specific formulae established for the period. If performance goals are met, the Committee will determine the amount of each participant's Target award that has been earned and will be paid. The maximum amount of awards that may be paid under the LTIP to any one participant in any one fiscal year may not exceed \$3,000,000. The Committee has unilateral discretion to reduce or eliminate the amount of an award, including an award otherwise earned and payable under the LTIP.

The Committee has discretion to determine whether awards will be paid or forfeited in the event of a participant's termination of employment before the end of a performance period or prior to payment of such awards. If a participant dies, retires, becomes disabled, is assigned to a different position, is granted a leave of absence, or another similar event occurs, or if the participant's employment is otherwise terminated (except for cause) by us during a performance period, a *pro rata* share of the participant's award based on the period of actual participation may be paid to the participant, at the Committee's discretion, after the end of the performance period if and to the extent that it would have become earned and payable had the participant's employment status not changed.

Our Board of Directors may amend, discontinue or terminate the LTIP in whole or in part at any time, subject to shareholder approval of any amendments if required by applicable laws, rules or regulations and to participant consent if any such action may adversely affect any award earned and payable under the LTIP at that time. However, the Committee has unilateral authority to amend the LTIP and any award (without participant consent) to the extent necessary to comply with applicable laws, rules or regulations or changes to applicable laws, rules and regulations, as well as to reduce or eliminate an award. The Committee also may adjust or modify the terms of awards or performance objectives (i) in the event of a large, special and non-recurring dividend or distribution, recapitalization, reorganization, merger, consolidation, spin-off, combination, repurchase, share exchange, forward or reverse split, stock dividend, liquidation, dissolution or other similar corporation transaction, or in recognition of any other unusual or nonrecurring event or extraordinary item affecting us or our financial statements, or (ii) in response to changes in applicable laws and regulations, accounting principles and tax rates, or changes in business conditions or the Committee's assessment of our business strategy. In addition, the Committee's authority to grant awards and authorize payments under the LTIP does not restrict its authority, and we reserve the right, to grant compensation under other compensation plans or programs, grant discretionary bonuses, or otherwise pay compensation that is not deductible under Section 162(m), to any officers and employees.

On December 31, 2017, the 2015-2017 performance period ended, and during February 2018 payments were made to participants in the LTIP with respect to those three-year awards granted during 2015. The Threshold, Target and Stretch performance levels set by the Committee for those awards were TBV+D Growth Rates of 10.5%, 22.5% and 36.0. After making positive adjustments as contemplated by the terms of the LTIP for the impact of intangible assets related to our two acquisitions during 2017, and negative adjustments for the impact of intangible assets related to previous acquisitions during 2014, 2015 and 2016, the Committee determined that our TBV+D Growth Rate for the 2015-2017 performance period resulted in an Applicable Percentage of 104.79% of target awards, and payments were made to all NEOs at that level. The amounts of those payments are listed on the 2017 line of the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table.

Information regarding all outstanding awards under the plan currently held by our NEOs is contained in the discussion under the heading “*COMPENSATION DISCUSSION AND ANALYSIS*.”

### **FCB-SC’s Long Term Compensation Plan**

Prior to the Merger, FCB-SC had a Long Term Compensation Plan (the “LTCP”) under which discretionary bonuses were granted each year to selected salaried associates of FCB-SC and Bancorporation based on bank-wide and individual performance during the preceding year. No new grants have been or will be made under the LTCP following the Merger. However, before the Merger, FCB-SC’s board of directors approved grants which, subject to continued employment requirements as described below and other conditions, were payable on a deferred basis. In connection with the Merger, FCB agreed to assume FCB-SC’s obligation to make those deferred payments to eligible LTCP participants who fulfilled the conditions for awards under their previously-approved grants, including grants by FCB-SC to Mr. Nix and Mr. Bristow.

The amount of each associate’s award for each year was fixed at the time the grant was approved by FCB-SC’s board of directors. However, awards were not payable until the beginning of the third calendar year after the year in which the grants were approved, and payments were conditioned on, among other things, the associates’ continued employment until the December 31 preceding the payment. On December 31, 2016, the conditions were satisfied with respect to the final outstanding awards under the LTCP (for performance during 2013) and appropriate payments were made during 2017 to the former FCB-SC associates who held those awards, including to Mr. Bristow. No payment was made to Mr. Nix. Following the payment of those 2013 awards, no further awards remained outstanding and no further payments have been or will be made under FCB-SC’s LTCP.

The amount paid to Mr. Bristow for his 2013 award is listed on the 2016 line in the “Bonus” column of the Summary Compensation Table.

### **Retirement Benefits and Separation from Service Payments**

We have two separate defined benefit pension plans (including a plan previously maintained by FCB-SC covering its former officers and employees) under which benefits are provided to plan participants following their retirement, and two separate Section 401(k) defined contribution plans under which plan participants may defer a pre-tax portion of their compensation for retirement and receive an employer matching contribution equal to a portion of their voluntary deferral. In connection with the Merger, FCB agreed to maintain and administer FCB-SC’s pension plan to provide benefits to its former officers and employees who were participants in that plan, including those who became FCB’s officers and employees. FCB-SC’s two Section 401(k) plans were merged into our two corresponding plans, and the plan accounts of FCB-SC’s employees became accounts under our plans.

In addition, FCB has separation from service agreements with certain of our executive officers, including certain former executive officers of FCB-SC who became officers of FCB and whose agreements with FCB-SC were assumed by FCB in connection with the Merger. Those agreements provide for payments to the officers or their beneficiaries for a period of ten years following their separation from service at specified ages or their deaths.

The following table provides information about benefits under the pension plans and the separation from service agreements for each of our NEOs.

**PENSION BENEFITS  
AND SEPARATION FROM SERVICE AGREEMENTS**

Name	Plan Name (1)	Number of Years Credited Service (2)	Present Value of Accumulated Benefit (3)(4)	Payments During Last Fiscal Year
Frank B. Holding, Jr.	Pension plan	34	\$ 1,317,293	\$ -0-
	Separation from service agreement	N/A	2,351,466	-0-
Craig L. Nix	Pension plan	18	539,180	-0-
	Separation from service agreement	N/A	441,625	-0-
Hope H. Bryant	Pension plan	31	1,284,909	-0-
	Separation from service agreement	N/A	859,558	-0-
Peter M. Bristow	Pension plan	26	966,601	-0-
	Separation from service agreement	N/A	790,099	-0-
Edward L. Willingham IV	Pension plan	30	1,673,405	-0-
	Separation from service agreement	N/A	1,307,572	-0-

- (1) Mr. Holding, Mrs. Bryant and Mr. Willingham are participants in and entitled to benefits under FCB's pension plan, and they are parties to separation of service agreements with FCB. Mr. Nix and Mr. Bristow are participants in and entitled to benefits under the pension plan previously provided by FCB-SC which FCB agreed to maintain and administer following the Merger to continue to provide benefits to the former officers and employees of Bancorporation and FCB-SC. Mr. Nix's and Mr. Bristow's separation from service agreements were originally entered into with FCB-SC and were assumed by FCB in connection with the Merger.
- (2) Years of credited service under the pension plans are as of December 31, 2017. Payments under the separation from service agreements are not determined on the basis of years of credited service.
- (3) The amounts shown for the pension plans reflect the actuarial present value of each officer's accumulated benefit as of December 31, 2017. Those amounts were determined using the same interest rate and mortality rate assumptions as were used for purposes of calculating our liability for future payments in our consolidated financial statements. We used a discount rate of 3.76%, and we assumed that each officer will remain an active employee until, and will retire at, normal retirement age under the plans (65), and that each officer will elect to receive benefits based on a single life annuity. No pre-retirement decrements were applied.
- (4) The amounts shown for the separation from service agreements reflect the present values, as of December 31, 2017, of future payments to be made under those agreements. Those amounts were determined using the same assumptions as were used for purposes of calculating our liability for future payments in our consolidated financial statements. We used a discount rate of 3.76%, and the monthly payment amounts called for by each officer's agreement (as in effect on December 31, 2017) that would be made to him or her (or his or her beneficiary) in the future over the ten-year payment term that begins six months and one week following separation from service at his or her agreed-upon age or his or her death. In calculating those amounts, we assumed that each officer will remain an active employee until, and his or her payments will begin after, the age specified in his or her agreement. As described in the discussion of these agreements under the heading "*COMPENSATION DISCUSSION AND ANALYSIS*," amounts of payments generally are calculated as a percentage of each officer's base salary at the time his or her agreement is approved and, from time to time, the agreements may be amended to adjust payment amounts (to reflect increases in the officers' base salaries) and the percentages of base salary used in the computation. The monthly payment amounts provided for under the named officers' agreements as of December 31, 2017 were as follows: Mr. Holding—\$33,056; Mr. Nix—\$9,240; Mrs. Bryant—\$12,875; Mr. Bristow—\$13,451; and Mr. Willingham—\$14,263.

The pension plans, Section 401(k) plans and separation from service agreements are described below, and further information about them is provided in the discussion under the heading "*COMPENSATION DISCUSSION AND ANALYSIS*."

**Pension Plans.** FCB's two defined benefit pension plans include its original plan and the plan previously provided by FCB-SC for its employees. In connection with the Merger, FCB agreed to maintain and administer FCB-SC's plan to continue to provide pension benefits for FCB-SC's former officers and employees who were participants in that plan. The terms of the two plans are very similar. Each plan is a non-contributory final average pay plan. Monthly retirement benefits under the pension plans are computed as straight life annuities beginning at age 65 and are not subject to deductions for Social Security benefits or any other offset amounts. Normal retirement age under the plans is the later of age 65 or completion of five years of service. Under FCB's plan, early retirement is permitted for participants who have reached age 50 with at least 20 years of service, or age 55 with at least 15 years of service, while under FCB-SC's plan participants qualify for early retirement when they reach age 50 with at least 15 years of service, or age 55 with at least 10 years of service.

As described under the heading "*COMPENSATION DISCUSSION AND ANALYSIS*," participants in FCB's and FCB-SC's pension plans include only those eligible employees who were hired on or before specified dates during 2007 when FCB and FCB-SC restructured their respective pension plans and Section 401(k) plans. Participants in each of the pension plans on those dates could choose to continue to participate in their respective pension plan and "legacy" Section 401(k) plan, or they could choose to participate in an "enhanced" Section 401(k) plan. If they chose the enhanced Section 401(k) plan, they would continue to be participants in the pension plan, but their accrued pension plan benefit service was frozen and no further benefits would accrue.



Under both pension plans, a participant's benefit is based on his or her:

- "average monthly compensation," which is the participant's highest average monthly covered compensation for any five consecutive plan years of service within the last ten completed years of service prior to retirement;
- in the case of participants who chose to continue in the pension plans and legacy Section 401(k) plans, years of "creditable service," which is the number of calendar years in which the participant completes 1,000 or more hours of service; and
- "covered compensation," which is the average of the participant's Social Security taxable wage base for each year during the 35-year period ending with the year in which the employee attains Social Security retirement age.

We do not grant extra years of service to participants under either pension plan for purposes of calculating benefits.

A participant's annual compensation covered by the plans includes base salary, overtime, and any regular bonuses. However, under the Internal Revenue Service's regulations, the maximum amount of covered compensation considered for 2017 in determining a participant's benefit was \$270,000.

A participant's normal monthly benefit amount following retirement will be equal to:

- 1.2% of average monthly compensation multiplied by total plan years of service, not to exceed 35 years if hired on or after January 1, 2005, or 40 years if hired before that date; plus
- 0.65% of average monthly compensation in excess of one-twelfth of covered compensation multiplied by total plan years of service, not to exceed 35 years.

The maximum annual benefit that could be paid to a retiring participant under either plan during 2017 was \$215,000. Participants may elect to receive retirement benefits in a joint and survivor annuity rather than a single life annuity. In those cases, the amount of the annual retirement benefit will be actuarially reduced. In cases of early retirement, a participant's annual retirement benefit is actuarially reduced by 5.0% for each year of the first twelve years, and 3.0% for each of the next three years, by which the starting date of the early retirement benefit precedes the participant's normal retirement date, unless the participant elects to defer receipt of benefits until he or she reaches age 65. In the case of participants whose employment continues after age 65, the annual retirement benefit calculated at normal retirement date, as well as the maximum permitted benefit amount, is actuarially increased to reflect the continuing accrual of benefits during their extended employment and the projected reduction in the number of their benefit payments.

On December 31, 2017, Mr. Holding, Mrs. Bryant, Mr. Bristow and Mr. Willingham were eligible for early retirement under the pension plans.

***Non-Qualified Separation from Service Agreements.*** Under separation from service agreements between FCB and certain of our executive officers, including Mr. Holding, Mrs. Bryant and Mr. Willingham, payments will be made to each officer for a period of ten years following a separation from service that occurs no earlier than a specified age. Mr. Nix and Mr. Bristow are parties to substantially similar agreements which were originally entered into between them and FCB-SC and which FCB assumed in connection with the Merger. The benefits provided under the agreement with Mr. Holding, Mrs. Bryant and Mr. Willingham vest at age 65 (or an earlier agreed-upon age). Under the agreements with Mr. Nix and Mr. Bristow, payments will be made following a termination of employment no later than the month in which they reach age 65 or following such other termination as shall be agreed upon. However, no payments are made under any of the agreements until there is a separation from service. In return for payments under the agreements, each officer is obligated to provide limited consultation services to, and not to compete against, FCB during the payment period.

Payments under each agreement begin six months and one week following separation from service. If an officer dies prior to separation from service, or during the payment period following separation from service, the payments under his or her agreement will be made to the officer's designated beneficiary or estate. Except in the case of death, there are no automatic early vesting rights, and FCB may terminate an officer's agreement at any time prior to the vesting date. If an officer's agreement is terminated, or the officer's employment terminates before the age provided in his or her agreement, or another date agreed to by FCB, for any reason other than death, all rights under his or her agreement will be forfeited. However, based on facts and circumstances, the Compensation, Nominations and Governance Committee may recommend, and our Board of Directors may approve, an immediate vesting of an officer's rights under his or her agreement. The agreements do not include any change in control or "golden parachute" provisions or provide for any non-cash benefits.



Amounts of payments provided for in the agreements with our NEOs are described in the footnotes to the “*PENSION BENEFITS AND SEPARATION FROM SERVICE AGREEMENTS*” table above.

**Section 401(k) Plans.** As described in the discussion under the heading “*COMPENSATION DISCUSSION AND ANALYSIS*,” our legacy and enhanced Section 401(k) plans both are defined contribution plans that provide vehicles for employees to voluntarily defer a pre-tax portion of their compensation for retirement and receive an employer matching contribution on a portion of the maximum voluntary deferral. Our associates, and FCB-SC’s associates who became our employees in connection with the Merger, are participants in one of the two Section 401(k) plans, depending on elections they made when we and FCB-SC restructured our respective pension plans and Section 401(k) plans during 2007. In the case of associates who elected to participate in the enhanced Section 401(k) plans, account balances under the legacy plans were transferred to the associates’ accounts under our and FCB-SC’s enhanced plans. Associates who were hired after the plans were restructured may participate only in the enhanced plan. Currently, newly-hired associates become eligible to participate for purposes of their own voluntary contributions after one full month of employment, and they become eligible to receive employer matching contributions following one full year of employment. In connection with the Merger, FCB-SC’s two similar Section 401(k) plans were merged into our corresponding legacy or enhanced plan, and the plan accounts of FCB-SC’s employees became accounts under our plans.

The maximum 2017 voluntary deferral was \$18,000 for a participant under the age of 50, and \$24,000 for a participant age 50 or older. Under the legacy Section 401(k) plan, FCB makes a matching contribution to each participant’s account equal to 100% of the first 3%, and 50% of the next 3%, of the participant’s compensation that he or she defers, up to and including a maximum matching contribution of 4.5% of the participant’s eligible compensation, but not more than \$12,150. Under the enhanced plan, FCB makes a matching contribution to each participant’s account equal to 100% of up to 6% of the participant’s compensation that he or she defers. In addition, following the close of each plan year, FCB makes a profit-sharing contribution under the enhanced plan to each eligible participant’s account equal to 3% of the participant’s eligible compensation, without regard to the amount of the participant’s voluntary deferrals. During 2017 the maximum matching contribution under the enhanced Section 401(k) plan was \$16,200, and the maximum profit-sharing contribution was \$8,100.

Eligibility requirements for participation and matching contributions, as well as investment opportunities, are the same in both the legacy and enhanced Section 401(k) plans.

FCB’s Section 401(k) matching contributions during 2017 for the accounts of Mr. Holding, Mr. Nix, Mrs. Bryant, Mr. Bristow and Mr. Willingham are included in the “All Other Compensation” column of the Summary Compensation Table and are listed for each officer in a footnote to that table. Each of them is a participant in FCB’s legacy 401(k) plan, so they did not receive the profit sharing contributions that were made to the accounts of participants in the enhanced 401(k) plan.

### Non-Qualified Deferred Compensation

With the exception of FCB’s qualified Section 401(k) plans discussed above, we have not previously had any deferred compensation plans under which executive officers could defer receipt of any portion of their salaries and other compensation. However, FCB-SC maintained two unfunded, nonqualified deferred compensation plans in which various officers of Bancorporation and FCB-SC were participants. In connection with the Merger, FCB agreed to assume, pay interest on and distribute the accounts of plan participants under both plans as they existed when the Merger was completed during October 2014 and in accordance with the plan terms. Participants may not make any further deferrals under the plans. Mr. Nix and Mr. Bristow have accounts under both plans.

The following table provides information regarding Mr. Nix’s and Mr. Bristow’s accounts under the plans.

#### NONQUALIFIED DEFERRED COMPENSATION

Name	Plan Name (1)	Executive Contributions in Last Fiscal Year (2)	Our Contributions in Last Fiscal Year (3)	Aggregate Earnings in Last Fiscal Year (4)	Aggregate Withdrawals/ Distributions	Aggregate Balance at Last Fiscal Year End
Craig L. Nix	Deferred Compensation Plan	\$ -0-	\$ -0-	\$ 6,646	\$ -0-	\$ 84,688
	409A Deferred Compensation Plan	-0-	-0-	36,201	-0-	461,332
Peter M. Bristow	Deferred Compensation Plan	-0-	-0-	27,555	-0-	351,148
	409A Deferred Compensation Plan	-0-	-0-	67,125	-0-	855,405

- (1) The Deferred Compensation Plan was replaced by the 409A Deferred Compensation Plan.
- (2) No additional deferrals may be made under either plan.
- (3) Although the plans permitted employer contributions, FCB-SC did not make contributions to the officers' plan accounts prior to the Merger, and FCB will not make any contributions to their accounts in the future.
- (4) The listed amounts include interest credited to the officers' plan accounts by FCB during 2017. In connection with the Merger, FCB agreed to assume, pay interest on, and distribute the accounts of plan participants as they existed when the Merger was completed and in accordance with the plan terms. Of the total amounts of interest FCB credited to each officer's accounts during 2017, an aggregate of \$13,954 for Mr. Nix, and \$27,137 for Mr. Bristow, is considered to be "above market," and those amounts are included in their respective amounts listed in the "Change in Pension Value and Non-qualified Deferred Compensation Earnings" column of the Summary Compensation Table. Those "above-market" amounts reflect the portions of total interest FCB credited to the officers' accounts during 2017 that exceed the amounts that would have been accrued at a rate equal to 120% of the "applicable federal rates," as set by the Internal Revenue Service, in effect at the time the fixed interest rate at which interest actually is accrued on each account was set.

The two plans include FCB-SC's original Deferred Compensation Plan which was frozen effective December 31, 2004, and a new 409A Deferred Compensation Plan which replaced the frozen plan. The terms of the plans continue to govern the accounts of participants as they existed at the time of the Merger. Each of the plans permitted participants to defer up to 10% of their "compensation" (as defined in the plans) each year. Deferred amounts were credited to unfunded accounts on FCB-SC's books, and interest was accrued on the accounts at a fixed or floating rate, as elected by the participants when they first became participants. Mr. Nix's and Mr. Bristow's accounts under both plans accrue interest at the 8.20% fixed rate provided for by each plan at the time they became participants.

Participants' plan accounts will be paid out upon their retirement, and participants could elect to be paid in a lump sum or in an annuity of five, ten, 15 or 20 years. If a participant dies before or after payments commence, payments will be made to the participant's designated beneficiary in the manner elected by the participant, or if no election is made, in a lump-sum payment. If a participant terminates employment for reasons other than retirement, the participant's plan accounts will be paid in a lump sum. In the event of an unforeseen emergency, at a participant's request a distribution of all or part of the participant's accounts may be made in the discretion of the plan administrator, subject to applicable law.

The portions of the total amounts of interest we credited to each officer's accounts during 2017 which is considered to be "above market" are quantified in the footnotes to the table above and are included in their respective amounts in the "Change in Pension Value and Non-qualified Deferred Compensation Earnings" column of the Summary Compensation Table.

### **Potential Payments upon Termination of Employment**

The only contracts, agreements, plans or arrangements under which payments or other benefits will be made or provided to any of our NEOs in connection with a termination of their employment or a change in their responsibilities are:

- FCB's pension plans and Section 401(k) plans which cover all of our and FCB's eligible officers and employees, and FCB-SC's two nonqualified deferred compensation plans under which Mr. Nix and Mr. Bristow have accounts;
- the separation from service agreements under which payments will be made following an officer's separation from service after a specified age or his or her earlier death while still employed;
- provisions of FCB's LTIP under which, if a participant dies, retires, becomes disabled, or if the participant's employment is terminated by FCB other than for cause before a previously granted award becomes payable, a *pro rata* share of the award may be paid, at the Committee's discretion, after the end of the performance period if and to the extent that the award would have become earned and payable had the participant's employment status not changed; and
- FCB's group insurance plans under which disability and death benefits are provided to all of our and FCB's eligible officers and employees.

There are no agreements with any of our NEOs or other executive officers under which payments would be made as a result of a change in control of our company or FCB.

Payments and benefits under the pension plans, Section 401(k) plans, separation from service agreements, LTIP, and nonqualified deferred compensation plans, are described in the discussions above. An employee's death benefit under FCB's group life insurance plans equals the employee's annual base salary rate, with a maximum benefit of \$600,000.

## Pay Ratio

As required by the Dodd-Frank Wall Street Reform and Consumer Protection Act, and Item 402(u) of the Securities and Exchange Commission's Regulation S-K, we are providing the following information about the relationship of the annual total compensation of our associates (i.e., our employees) and the annual total compensation of our Chairman and Chief Executive Officer, Frank B. Holding, Jr. (our "CEO").

For 2017:

- the annual total compensation of our "median associate" was \$60,724, and
- our CEO's annual total compensation, as reported for 2017 in the "Total" column of the Summary Compensation Table included in this proxy statement, was \$2,850,392.

Based on this information, for 2017 the ratio of the annual total compensation of our CEO to the annual total compensation of our median associate was 47:1. That "pay ratio" is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K.

As of November 30, 2017, our associate population consisted of a total of approximately 6,790 permanent full-time and part-time associates and temporary and seasonal associates. From that population, we identified our median associate using a consistently applied compensation measure described below.

- We compared the aggregate amounts of associates' 2017 compensation through November 30, 2017 (including salary, wages, overtime pay, commissions, bonuses, incentives and certain other compensation), and our matching contributions to 401(k) plan accounts, together with the amounts of our most recent annual profit-sharing contributions (made in 2017 for 2016) to the accounts of those associates who are participants in our enhanced 401(k) plan, all as reflected in our payroll records. For associates who were hired after January 1, 2017, we considered them as having been employed at their salary or wage rates for the entire eleven-month period. We did not make any cost-of-living adjustment in any associate's compensation.
- For those associates who are participants in our defined benefit pension plans, we applied an estimate of the average change in the actuarial present values of their accumulated pension plan benefits for 2017.
- We then identified the median associate. That associate's annual total compensation, calculated in the manner required by Item 402(c)(2)(x) of Regulation S-K, would include significant changes in the actuarial present value of accumulated pension benefits that we believe present an anomalous compensation total when compared to our overall associate population. As a result, we chose as our "median associate" an individual whose aggregate compensation, measured as described above, was substantially the same as that of the first individual, but who is not a participant in a defined benefit pension plan and, therefore, would not be affected by increases and decreases in pension values that we believe do not represent true compensation.

After we selected our median associate, we determined the amount of that associate's 2017 annual total compensation listed above in the same manner as we determined our CEO's annual total compensation disclosed in the "Total" column of our Summary Compensation Table included in this proxy statement.

## DIRECTOR COMPENSATION

The following table lists compensation paid to our non-employee directors for their services during 2017 as members of our and FCB's Boards of Directors. Directors who serve as our or FCB's officers or employees do not receive any compensation for their services as directors.

### 2017 DIRECTOR COMPENSATION

Name (1)	Fees Earned or Paid in Cash	All Other Compensation (2)	Total
John M. Alexander, Jr.	\$ 107,500	\$ -0-	\$107,500
Victor E. Bell III	114,500	-0-	114,500
H. Lee Durham, Jr.	179,000	-0-	179,000
Daniel L. Heavner	107,000	-0-	107,000
Robert R. Hoppe	106,500	-0-	106,500
Lucius S. Jones	161,000	-0-	161,000
Floyd L. Keels	100,000	-0-	100,000
Robert E. Mason IV	111,500	-0-	111,500
Robert T. Newcomb	139,000	-0-	139,000
James M. Parker	115,000	293,190 (3)	408,190

- (1) Frank B. Holding, Jr., Hope H. Bryant and Peter M. Bristow are not listed in the table. Each of them served as a director for 2017, but each was compensated as an executive officer of FCB and received no additional compensation for services as a director. Mr. Jones served as a director during 2017 and retired effective December 31, 2017.
- (2) From time to time our directors may receive or be deemed to have received personal benefits from FCB. FCB's aggregate incremental cost associated with personal benefits received during 2017 by each of our directors listed in the table did not exceed \$10,000 and, for that reason, no amount for personal benefits is included for any of them in the "All Other Compensation" column in the table. Our non-employee directors also are covered under a directors and officers liability insurance policy provided by FCB, and by a travel, accident and kidnapping insurance policy provided by FCB that covers all of our and FCB's officers, employees and directors.
- (3) During January 2011, Mr. Parker retired from active employment as our and FCB's Vice Chairman. As described under the heading "*COMPENSATION DISCUSSION AND ANALYSIS*," FCB has non-qualified separation from service agreements with certain of our current and former executive officers which provide for payments to the officers following their separation from service at agreed upon ages. In addition to distributions of benefits under our defined benefit pension plan, following his retirement Mr. Parker began receiving payments aggregating \$24,433 per month for a period of ten years under his separation from service agreements.

The following table describes our standard schedule of fees under which compensation has been paid to non-employee directors during their one-year terms of office following our 2017 Annual Meeting.

Description	Amount
Annual retainer paid to each director	\$80,000
Annual retainer paid to the Chairman of our Compensation, Nominations and Governance Committee	12,500
Annual retainer paid to the Chairman of our Risk Committee	12,500
Annual retainer paid to our Audit Committee Financial Expert (who also serves as Chairman of our Audit Committee)	40,000
Annual retainer paid to our Lead Independent Director	25,000
Fee for attendance in person at meetings of our and FCB's Boards	2,500
Fee for attendance in person at meetings of our and FCB's Board committees	1,500
Fee for attendance <i>via</i> teleconference at meetings of our and FCB's Boards and/or committees	1,000

The separate annual retainers paid to Chairmen of the various committees, to the audit committee financial expert (who serves as Chairman of our Audit Committee), and to the Lead Independent Director, are in recognition of the additional time, duties and responsibilities required by those positions. Attendance fees are paid for each Board and committee meeting attended by directors, regardless of whether the meeting is held on the same day as other meetings. However, only one meeting fee is paid for attendance at a joint meeting of our and FCB's Boards or a joint meeting of two separate committees. Directors are reimbursed for their expenses in attending Board and committee meetings. For their one-year terms of office following our 2018 Annual Meeting, the annual retainers paid to directors will increase to \$90,000, while other amounts in the fee schedule will remain the same.

## TRANSACTIONS WITH RELATED PERSONS

### Our Policy

Our Board of Directors has adopted a written policy under which our Audit Committee, on an ongoing basis, reviews and approves certain transactions, arrangements or relationships in which we or FCB, or any of our or FCB's subsidiaries, are a participant and in which any of our "related persons" has a material interest. Our related persons include our directors, nominees for election as directors, executive officers, beneficial owners of more than 5% of a class of our voting stock, and members of the immediate family of one of those persons.

Except as described below, the policy covers:

- transactions, arrangements or relationships, or series of transactions, arrangements or relationships, in which we or FCB, or any of our or FCB's subsidiaries, are or will be a participant and in which the dollar amount involved exceeds or will exceed an aggregate of \$120,000 (including all periodic installments in the case of any agreement which provides for periodic payments) and in which one of our related persons has or will have a direct or indirect material interest (in general, transactions that are required to be disclosed in our proxy statements under rules of the Securities and Exchange Commission); and
- charitable contributions or gifts, or series of charitable contributions or gifts (whether in cash or in-kind in the form of property or services), by us or FCB, or any of our or FCB's subsidiaries, to any eleemosynary or other non-profit organization in which a related person is a director or executive officer (other than a non-management director or advisory director) or is known to have some other material relationship and in which the aggregate dollar amount involved exceeds or will exceed (including periodic installments, and all other such contributions made during the same year) the greater of \$200,000 or 5% of that organization's gross revenues for the current year.

The transactions covered by the policy generally include loans, but the policy does not cover loans made by FCB in the ordinary course of its business that are subject to banking regulations relating to "insider loans." The policy also does not cover compensation paid to our executive officers, or to an immediate family member of a related person, that has been reviewed and approved, or recommended to our Board of Directors for approval, by our Compensation, Nominations and Governance Committee. Transactions and relationships in the ordinary course of FCB's business involving its provision of services as a depository of funds, or similar banking or financial services or customer relationships, are not required to be approved by the Audit Committee. However, it has directed FCB's Chief Compliance Officer to review and monitor those transactions and relationships with our related persons on an ongoing basis and make periodic reports to the Committee.

Individual transactions under ongoing relationships in which we or FCB regularly obtain products or services from related persons in connection with our business operations are not required to be separately approved. Rather, the Committee approves the entry into any new relationships and then monitors those relationships on an ongoing basis. Similarly, in the case of the ongoing relationships described below under the caption "Related Person Transactions During 2017" under which FCB has provided various operations, data processing and other business services to the named banks under multi-year service agreements, the Committee approves the entry into any new agreement, or the renewal of any existing agreement. However, during the terms of the agreements, the Committee is not required to pre-approve the periodic addition, deletion or modification of services, or pricing or other changes, under the agreements. FCB's Chief Compliance Officer reviews and evaluates all such proposed individual changes and reports those actions to the Committee, and the Committee then may approve, modify or rescind any such change.

In its review of related person transactions or charitable gifts, the policy provides that the Committee should exercise independent judgment and should not approve any proposed transaction or charitable gift unless and until it has concluded to its satisfaction that the transaction or gift:

- has been or will be agreed to or engaged in on an arm's-length basis;
- is or will be on terms that are fair and reasonable to us or FCB; and
- is in our or FCB's best interests.

## Related Person Transactions During 2017

FCB has had, and expects to have in the future, banking transactions in the ordinary course of its business with certain of its and our current directors, nominees for director, executive officers, principal shareholders, and other related persons. All loans included in those transactions during 2017 were made in the ordinary course of FCB's business on substantially the same terms, including interest rates, repayment terms and collateral, as those prevailing at the time the loans were made for comparable transactions with persons not related to us or FCB, and those loans did not involve more than the normal risk of collectability or present other unfavorable features. On December 31, 2017, the aggregate outstanding balance of loans and leases to our and FCB's directors and officers and business and other entities they control was approximately \$73,700, and FCB had an aggregate of approximately \$2.1 million in unfunded loan commitments to those persons (in each case exclusive of outstanding and available balances on credit card lines of \$15,000 or less and overdraft checking lines of \$5,000 or less).

For a number of years FCB provided item and account processing, statement rendering, network related support, and various other related bank operations services in the ordinary course of its business to a number of other banks. Those services were substantially terminated during 2012 and 2013. However, in the ordinary course of its business, FCB continues to provide many of its former "client banks," including The Fidelity Bank, Fuquay-Varina, North Carolina ("Fidelity"), and Southern Bank and Trust Company, Mount Olive, North Carolina ("Southern"), with access to systems and limited support services to facilitate their research and retrieval of electronically stored account records, statements, reports and documents that continue to reside on systems maintained by FCB. FCB serves as trustee of Fidelity's and Southern's pension and Section 401(k) plans, and it issues credit cards for Southern's customers. It previously provided operational support services for Southern's leasing activities and foreign correspondent bank wire processing, but those services were discontinued during 2017. Amounts billed to Fidelity and Southern for all services provided to them during 2017 totaled approximately \$214,100 and \$639,700, respectively.

In addition, during 2017, and in the ordinary course of its business, FCB purchased, without recourse, participation interests from Southern in two separate loans made by Southern. In exchange for those interests, FCB paid to Southern \$6.0 million and \$3.6 million which equaled the portions of the principal amounts of those loans represented by FCB's participation interests. The loans were originated by Southern on terms that were approved by FCB prior to the closing of the loans, and in purchasing the participation interests FCB applied loan underwriting standards consistent with those that apply to similar loans that it originates.

Hope H. Bryant, our Vice Chairman, currently serves as a director of both Fidelity and Southern and their respective parent companies, and she and members of her family, including our Chairman and Chief Executive Officer, Frank B. Holding, Jr., and our President, Peter M. Bristow, are principal shareholders of the parent companies of those banks. As a result, we historically have considered transactions with Fidelity and Southern to be covered by the Board's transaction approval policy, and our Audit Committee reviews and approves FCB's new service agreements, and monitors FCB's ongoing relationships, with each of Fidelity and Southern. Under our policy, individual transactions under, or changes (such as changes in services or pricing) in, those service agreements are reviewed and evaluated by FCB's Chief Compliance Officer and reported to the Committee. The Committee's normal review and approval process will continue to apply to any relationships or transactions with Fidelity or Southern.

Calvin B. Koonce, Jr., who is a relative of our director, Victor E. Bell III, is employed by FCB in a non-executive officer position. During 2017, his aggregate compensation amounted to \$136,409 (including FCB's contributions to our Section 401(k) plan for his account, but excluding other normal benefits provided to all employees). Our Audit Committee reviewed and approved the terms of his employment relationship for 2017 and will continue to do so annually.



## BENEFICIAL OWNERSHIP OF OUR COMMON STOCK

### Directors and Executive Officers

The following table describes the beneficial ownership of our Class A Common and Class B Common on the Record Date by our current directors, nominees for election as directors, and our NEOs whose compensation is disclosed in the Summary Compensation Table above, individually, and by all of our current directors and executive officers as a group. For purposes of the table, we consider a director or executive officer to “beneficially own” shares held in his or her name, or in the name of any other person or entity, if the director or officer either directly, or indirectly through some agreement, arrangement, understanding or relationship, has or shares the right to vote or dispose of the shares, or to direct the voting or disposition of the shares. As a result, the same shares may be “beneficially owned” by more than one person. As described in footnotes to the table, portions of the shares listed as beneficially owned by certain of the directors and executive officers in the table also are listed as beneficially owned by others named in the table. However, those shares are only counted once in the total numbers of shares beneficially owned by all directors and executive officers as a group.

Name of Beneficial Owner	Beneficial Ownership				
	Class A Common		Class B Common		Percentage of Total Votes (1)
	Number of Shares	Percentage of Class (1)	Number of Shares	Percentage of Class (1)	
John M. Alexander, Jr.	1,227	0.01%	68	0.01%	0.01%
Victor E. Bell III	11,238 (2)	0.10%	4,925 (2)	0.49%	0.33%
Peter M. Bristow	384,168 (3)	3.49%	116,952 (3)	11.63%	8.33%
Hope H. Bryant	430,588 (4)	3.91%	171,919 (4)	17.10%	11.74%
H. Lee Durham, Jr.	500	*	100	0.01%	0.01%
Daniel L. Heavner	435	*	-0-	—	*
Frank B. Holding, Jr.	1,092,392 (5)	9.93%	182,736 (5)	18.18%	14.83%
Robert R. Hoppe	189	*	-0-	—	*
Floyd L. Keels	112	*	-0-	—	*
Robert E. Mason IV	350	*	200	0.02%	0.01%
Robert T. Newcomb	750	0.01%	-0-	—	*
Craig L. Nix	-0-	—	-0-	—	—
James M. Parker	200	*	-0-	—	*
Edward L. Willingham IV	40 (6)	*	-0-	—	*
All current directors and executive officers as a group (22 persons)	1,865,249 (7)	16.95%	440,175 (7)	43.79%	32.89%

- (1) “Percentage of Class” reflects each individual’s and the group’s listed shares as a percentage of the total number of outstanding shares of that class of stock. “Percentage of Total Votes” reflects the aggregate votes represented by each individual’s and the group’s listed shares of both classes as a percentage of the aggregate votes represented by all outstanding shares of our voting securities. An asterisk indicates less than .01%.
- (2) Includes an aggregate of 7,182 shares of Class A Common and 4,925 shares of Class B Common held by various entities and as to which shares Mr. Bell may be considered to exercise shared voting and investment power.
- (3) Mr. Bristow’s beneficial ownership is described in the table and footnotes below under the caption “Principal Shareholders.”
- (4) Mrs. Bryant’s beneficial ownership is described in the table and footnotes below under the caption “Principal Shareholders.”
- (5) Mr. Holding’s beneficial ownership is described in the table and footnotes below under the caption “Principal Shareholders.”
- (6) Includes 10 shares of Class A Common as to which Mr. Willingham may be considered to exercise shared voting and investment power. Mr. Willingham disclaims beneficial ownership of 10 of the listed shares of Class A Common which are held by his spouse.
- (7) In the aggregate, individuals included in the group may be considered to exercise shared voting and investment power as to 1,020,704 shares of Class A Common and 159,748 shares of Class B Common. As described in the table and footnotes below under the caption “Principal Shareholders,” certain shares are included in the numbers of shares listed in the table above for each of Mrs. Bryant and Mr. Holding, but they are included only once in the total shares listed for the group.

### Hedging Policy

Our hedging policy prohibits our directors and executive officers from hedging any shares of our common stock. For purposes of the prohibition, a “hedge” means any financial instrument, derivative transaction or trading strategy designed to hedge or offset any decrease in the market value of our stock, such as a covered call, collar, prepaid variable forward sale contract, equity swap, exchange fund or similar transaction.

## Pledging Policy

Our pledging policy originally was adopted in 2014 and was amended and restated during 2017 to provide for (i) a more formal process for the Audit Committee's review of requests for exceptions under the policy, and (ii) the monitoring of outstanding pledge arrangements, including "grandfathered" pledges. See "Audit Committee's Rationale for the Policy" below.

**General Prohibition on Pledging by Directors and Officers.** Our pledging policy prohibits any director or executive officer from pledging any shares of our common stock that he or she owns and controls. Pledges that existed on the date the policy was originally adopted are "grandfathered" and those shares may continue to be pledged until they are finally released pursuant to those pledge arrangements (as those arrangements may be amended, extended or modified). However, the pledging policy now provides that those grandfathered pledges be reviewed at least annually.

**Criteria and Process For Granting Exceptions.** The policy permits our Audit Committee to grant an exception to the pledging policy to a director or executive officer who desires to pledge shares of our common stock if the Committee determines to its satisfaction that the proposed pledge arrangement is not reasonably likely to pose a material risk to our company and the market for our common stock. While the Audit Committee does not currently anticipate that any directors and officers would seek a new exception from the policy, the Committee determined to formalize its process of reviewing and monitoring exceptions.

In making its determination on a request for an exception, the policy provides that the Committee shall consider factors that it considers relevant, which may include:

- historical information regarding existing and prior pledge arrangements;
- the number of pledged shares, including in relation to:
  - the total number of outstanding shares of our common stock;
  - the total number of shares held by the director or executive officer; and
  - the director's or executive officer's total assets;
- the market value, volatility and trading volume of our common stock;
- the financial capacity of the director or executive officer to repay the loan without resort to the pledged stock;
- the loan-to-value ratio in the proposed pledge arrangement;
- the nature of any other collateral in the proposed pledge arrangement;
- the material terms of the proposed pledge arrangement; and
- the procedural safeguards to foreclosure, such as notice periods and the ability to substitute collateral.

The policy requires a director or executive officer requesting an exception to submit the request in writing, with information addressing the factors listed above, and to supply any supporting documentation the Audit Committee requests. A request for an exception must be submitted with sufficient advance notice to enable the Committee to fully consider the request.

**No Pledging of Equity Compensation Shares.** Our pledging policy prohibits the Audit Committee from approving an exception for a pledge of shares granted to a director or executive officer as compensation. While we currently have no equity-based compensation plans under which directors or executive officers receive compensation in the form of shares of our common stock, the prohibition would apply to any future grants.

**Monitoring of Pledging Arrangements.** The policy provides that the Audit Committee will review all outstanding pledging arrangements annually (or more frequently where circumstances warrant). As of the date of this proxy statement, the only outstanding pledging arrangements are the grandfathered pledges.

If the Audit Committee determines, based on any new facts or changed circumstances, that the continuation of any pledge arrangement established through an exception (which does not include the grandfathered pledges), is reasonably likely to pose a material risk to us and the market for our common stock, then the Committee or its designee and the director or executive officer will work cooperatively (i) to modify the arrangement or take other action to mitigate or eliminate the risk, or (ii) where mitigation is not reasonably possible, to terminate the arrangement as soon as reasonably practicable.

**Grandfathered Pledges Pose No Material Risk.** The Audit Committee has reviewed all existing pledge arrangements that, as of the end of 2017, are grandfathered under the policy. Based on its review and analysis, the Committee concluded that the pre-existing grandfathered pledge arrangements of certain members of the Holding family who are directors and officers—Frank B. Holding, Jr., Hope H. Bryant and Peter M. Bristow—are not reasonably likely to pose a material risk to our company or the market for our common stock. Specifically, the Committee concluded that the risk of foreclosure and a resulting forced sale of common stock on the market that would result in a sudden and immediate decline in our stock price is remote based on, among other factors, the net worth of the pledgors and the fact that the loan-to-stock value ratio in each of the grandfathered pledges was and remains very low.

**Audit Committee's Rationale for the Policy.** The Audit Committee engaged independent outside legal counsel to assist it in connection with both the creation of the policy in 2014 and in amending and restating the policy in 2017. In forming its recommendation of both the original policy and the amended and restated policy to the Board, the Audit Committee considered the ownership structure of our company, including the fact that members of the Holding family own shares which, in the aggregate, amount to more than 50% of the outstanding voting power of our stock. As a result of our ownership structure, FCB is the largest family-controlled bank in the United States. As described in this proxy statement under the headings “CORPORATE GOVERNANCE” and “COMMITTEES OF OUR BOARDS,” despite our ownership structure we adhere to Nasdaq’s governance requirements for non-controlled companies, including having a board consisting of a majority of independent directors, independent compensation and nominating committees, and approval of all related person transactions by our Audit Committee which consists solely of independent directors.

The Audit Committee believes that our pledging policy, as amended, is reasonable for a company with our ownership structure and that pledges of our stock permitted under the policy will not pose a material risk to our company or our shareholders.

**Existing Pledge Arrangements.** The following table lists the numbers of shares of our Class A Common and Class B Common owned by Mr. Holding, Mrs. Bryant and Mr. Bristow, and/or their spouses and children whose shares they are considered to beneficially own, that are subject to grandfathered pledge arrangements on the date of this proxy statement. None of our other directors or executive officers has requested an exception to the policy and, to our knowledge, none of them have pledged any of their shares of our Class A Common or Class B Common.

<u>Name of Beneficial Owner</u>	<u>Number of Class A Common pledged shares</u>	<u>Number of Class B Common pledged shares</u>
Frank B. Holding, Jr.	111,716	100,961
Hope H. Bryant	134,362	16,447
Peter M. Bristow	30,000	-0-

In addition to the shares listed in the table, an aggregate of 540,000 shares of Class A Common held by a trust in which Mr. Holding is a co-trustee also are pledged to secure loans to that trust. (As the result of a calculation error, that amount previously was listed in our prior proxy statements as 520,000 shares.) Although those shares are reported as beneficially owned by Mr. Holding in the table above under “Beneficial Ownership of Our Common Stock—Directors and Officers” due to his position as co-trustee of the trust, the shares are owned by the trust and pledges by the trust were made by the trustees as fiduciaries for the benefit of the trust and not for Mr. Holding’s personal benefit. Based on the advice of independent legal counsel, the Audit Committee concluded that pledges by the trust are not subject to the pledging policy.

## Principal Shareholders

The following table lists persons who we believe owned, beneficially or of record, 5% or more of our Class A Common or Class B Common on the Record Date for the Annual Meeting. Similar to the director and executive officer table above, we consider a person to “beneficially own” shares held in the person’s name, or in the name of any other shareholder, if the person either directly, or indirectly through some agreement, arrangement, understanding or relationship, has or shares the right to vote or dispose of the shares, or to direct the voting or disposition of the shares. As a result, the same shares may be “beneficially owned” by more than one person. As described in footnotes to the table, portions of the shares listed as beneficially owned by certain of the individuals in the table also are listed as beneficially owned by other individuals named in the table.

Name and Address of Beneficial Owner	Beneficial Ownership				Percentage of Total Votes (1)
	Class A Common		Class B Common		
	Number of Shares	Percentage of Class (1)	Number of Shares	Percentage of Class (1)	
Carson H. Brice P.O. Box 1417 Smithfield, NC 27577	276,300 (2)	2.51%	117,612 (2)	11.70%	7.97%
Claire H. Bristow P. O. Box 1417 Smithfield, NC 27577	384,168 (3)	3.49%	116,952 (3)	11.63%	8.33%
Peter M. Bristow 4300 Six Forks Road Raleigh, NC 27609	384,168 (4)	3.49%	116,952 (4)	11.63%	8.33%
Hope H. Bryant 4300 Six Forks Road Raleigh, NC 27609	430,588 (5)	3.91%	171,919 (5)	17.10%	11.74%
Frank B. Holding 409 East Market Street Smithfield, NC 27577	1,414,424 (6)	12.85%	— (6)	—	5.22%
Ella Ann L. Holding 409 East Market Street Smithfield, NC 27577	757,886 (7)	6.89%	— (7)	—	2.80%
Frank B. Holding, Jr. 4300 Six Forks Road Raleigh, NC 27609	1,092,392 (8)	9.93%	182,739 (8)	18.18%	14.83%
Olivia B. Holding P. O. Box 1352 Smithfield, NC 27577	1,220,313 (9)	11.09%	165,969 (9)	16.51%	14.31%
FMR LLC 245 Summer Street Boston, MA 02210	1,350,551 (10)	12.27%	—	—	0.56% (10)
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	580,181 (11)	5.27%	—	—	0.03% (11)

- (1) “Percentage of Class” reflects each individual’s listed shares as a percentage of the total number of outstanding shares of that class of stock. “Percentage of Total Votes” reflects the aggregate votes represented by each individual’s listed shares of both classes as a percentage of the aggregate votes represented by all outstanding shares of our voting securities.
- (2) Mrs. Brice may be considered to exercise shared voting and investment power with respect to 280 of the listed shares of Class A Common and 563 of the listed shares of Class B Common which are held by her spouse. She disclaims beneficial ownership of an aggregate of 54,786 shares of Class A Common and 1,719 shares of Class B Common held by a family member as trustee in irrevocable trusts for the benefit of her children; an aggregate of 57,160 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations of which she serves as a director; and an aggregate of 565,189 shares of Class A Common and 26,074 shares of Class B Common held by certain corporations of which Mrs. Brice and/or her spouse are shareholders but of which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for her in the table.
- (3) Mrs. Bristow may be considered to exercise shared voting and investment power with respect to 117,704 of the listed shares of Class A Common and 32,590 of the listed shares of Class B Common which are held by family members or her spouse, Peter M. Bristow, individually, or for family members or other persons, or by entities that he may be deemed to control, and shared voting power only with respect to 6,004 of the listed shares of Class A Common held by trusts for an unrelated

person., All listed shares also are listed as beneficially owned by her spouse. Mrs. Bristow disclaims beneficial ownership of 3,231 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation of which she serves as a director, and an aggregate of 492,389 shares of Class A Common and 26,074 shares of Class B Common held by certain other corporations of which Mrs. Bristow and/or her spouse are shareholders but of which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for her in the table.

- (4) Mr. Bristow may be considered to exercise shared voting and investment power with respect to 266,464 of the listed shares of Class A Common and 84,362 of the listed shares of Class B Common held by or for his spouse, Claire H. Bristow, and sole voting power only with respect to 6,004 shares of Class A Common held by trusts for an unrelated person. All listed shares also are listed as beneficially owned by his spouse. Mr. Bristow disclaims beneficial ownership of an aggregate of 3,231 shares of Class A Common and 200 shares of Class B Common held by a charitable foundation of which his spouse serves as a director, and an aggregate of 492,389 shares of Class A Common and 26,074 shares of Class B Common held by certain other corporations of which Mr. Bristow and/or his spouse are shareholders but of which neither of them serves as a director or officer. Those disclaimed shares are not included in the shares listed for him in the table.
- (5) Mrs. Bryant may be considered to exercise shared voting and investment power with respect to 70,757 of the listed shares of Class A Common and 50,612 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that she may be deemed to control, and sole voting power only with respect to 1,494 of the listed shares of Class A Common held by a trust for an unrelated person. The listed shares include an aggregate of 57,160 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations which also are listed as beneficially owned by Ms. O. Holding and Mr. F. Holding, Jr., and an aggregate of 13,357 shares of Class A Common and 1,555 shares of Class B Common held by two business entities which also are listed as beneficially owned by Ms. O. Holding. Mrs. Bryant disclaims beneficial ownership of an aggregate of 11,335 shares of Class A Common and 746 shares of Class B Common held by a third party as custodian for her children, and an aggregate of 304,563 shares of Class A Common and 22,619 shares of Class B Common held by two corporations of which Mrs. Bryant is a shareholder and a director, but not an officer, and 174,469 shares of Class A Common and 1,900 shares of Class B Common held by a corporation of which Ms. Bryant is a shareholder but does not serve as a director or officer. Those disclaimed shares are not included in the shares listed for her in the table.
- (6) Mr. F. Holding may be considered to exercise shared voting and investment power with respect to 1,414,424 of the listed shares of Class A Common which are held by his spouse and a revocable trust. The listed shares include an aggregate of 757,886 shares of Class A Common which also are listed as beneficially owned by his spouse, Mrs. E. Holding, and 656,538 shares of Class A Common held by a revocable trust which also are listed as beneficially owned by Ms. O. Holding and Mr. F. Holding, Jr. Mr. Holding disclaims beneficial ownership of shares listed in the table above as held by or for Mr. Holding's adult children and their spouses and children, and an aggregate of 552,224 shares of Class A Common and 64,955 shares of Class B Common held by two charitable foundations, and by certain companies of which Mr. Holding and/or his spouse have equity interests, but of which neither he nor his spouse serves as a director or officer. Those disclaimed shares are not included in the shares listed for him in the table.
- (7) All listed shares also are listed as beneficially owned by her spouse, Mr. F. Holding. Mrs. E. Holding disclaims beneficial ownership of shares listed in the table above which are held by or for Mrs. Holding's spouse and their adult children and their spouses and children, and an aggregate of 552,224 shares of Class A Common and 64,955 shares of Class B Common held by two charitable foundations, and by certain companies of which Mrs. Holding and/or her spouse have equity interests, but of which neither she nor her spouse serves as a director or officer. Those disclaimed shares are not included in the shares listed for her in the table.
- (8) Mr. F. Holding, Jr. may be considered to exercise shared voting and investment power with respect to 733,451 of the listed shares of Class A Common and 56,574 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that he may be deemed to control. The listed shares include an aggregate of 57,160 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations which also are listed as beneficially owned by Mrs. Bryant and Ms. O. Holding, and 656,538 shares of Class A Common held by a revocable trust which also are listed as beneficially owned by Ms. O. Holding and Mr. F. Holding. Mr. F. Holding, Jr. disclaims beneficial ownership of an aggregate of 30,303 shares of Class A Common and 24,987 shares of Class B Common held by his adult children and trustees of irrevocable trusts for the benefit of his children, and an aggregate of 492,389 shares of Class A Common and 26,074 shares of Class B Common held by certain other corporations of which Mr. Holding and/or his spouse are shareholders but of which neither he nor his spouse serve as a director or officer. Those disclaimed shares are not included in the shares listed for him in the table.
- (9) Ms. O. Holding may be considered to exercise shared voting and investment power with respect to 727,055 of the listed shares of Class A Common and 38,280 of the listed shares of Class B Common which are held jointly, by family members or other persons, or by corporations or other entities that she may be deemed to control. The listed shares include 57,160 shares of Class A Common and 36,725 shares of Class B Common held by two charitable foundations which also are listed as beneficially owned by Mr. F. Holding, Jr. and Mrs. Bryant, an aggregate of 13,357 shares of Class A Common and 1,555 shares of Class B Common held by two business entities which also are listed as beneficially owned by Mrs. Bryant, and 656,538 shares of Class A Common held by a revocable trust which also are listed as beneficially owned by Mr. F. Holding and Mr. F. Holding, Jr. Ms. Holding disclaims beneficial ownership of an aggregate of 479,032 shares of Class A Common and 24,519 shares of Class B Common held by three corporations of which Ms. Holding is a shareholder and director. Those disclaimed shares are not included in the shares listed for her in the table.
- (10) FMR LLC's Schedule 13G, as amended, filed with the SEC jointly with its Chairman and Chief Executive Officer, Abigail P. Johnson, indicates that (a) the listed shares are held by various investment companies registered under the Investment Company Act of 1940 (the "Fidelity Funds") for which FMR LLC's wholly-owned subsidiary, Fidelity Management & Research Company ("FMR Co"), acts as investment advisor (and which itself may be considered to beneficially own more than 5% of the outstanding shares of Class A Common), (b) FMR LLC may be deemed to have sole voting power with respect to 152,722 of the shares, and may be deemed to have sole investment power with respect to all of the listed shares, and (c) while FMR Co carries out the voting of shares held by the Fidelity Funds, the power to vote those shares resides with the Fidelity Funds' boards of trustees and FMR Co carries out the voting of the shares under written guidelines established by those boards. The percentage of total votes is based on only the shares over which FMR LLC's Schedule 13G indicates that it has voting power.
- (11) The Vanguard Group's Schedule 13G filed with the SEC indicates that (a) its wholly-owned subsidiaries, Vanguard Fiduciary Trust Company, and Vanguard Investments Australia, Ltd., are the beneficial owners of 7,905 and 2,735 of the shares, respectively, and (b) The Vanguard Group may be deemed to have sole voting power with respect to 8,490 of the shares, shared voting power with respect to 2,150 shares, sole investment power with respect to 570,126 shares, and shared investment power with respect to 10,055 shares. The percentage of total votes is based on only the shares over which The Vanguard Group's Schedule 13G indicates that it has voting power.



## Section 16(a) Beneficial Ownership Reporting Compliance

Our directors, executive officers and principal shareholders are required by federal law to file reports with the Securities and Exchange Commission regarding the amounts of and changes in their beneficial ownership of our Class A Common and Class B Common. Based on our review of copies of those reports, our proxy statements are required to disclose failures to report shares beneficially owned or changes in beneficial ownership, and failures to timely file required reports, during previous years. It has come to our attention that, due to administrative error, the initial report for Jason W. Grooters following his appointment as our Chief Accounting Officer during 2017 was not filed until shortly after its due date.

## PROPOSAL 2: ADVISORY VOTE ON EXECUTIVE COMPENSATION

***Our Board of Directors unanimously recommends that you vote "For" Proposal 2.***

Under the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Act"), and rules adopted by the Securities and Exchange Commission (the "SEC") under the Act, at least once every three years we are required to give our shareholders an opportunity to vote, on a non-binding advisory basis, on a proposal (a "say-on-pay" proposal) to approve the compensation of our NEOs, whose compensation we are required by the SEC's rules to disclose in our Annual Meeting proxy statements. Our Board has submitted a say-on-pay proposal to our shareholders at each of our Annual Meetings since 2011, and our shareholders have overwhelmingly approved those proposals, in each case with over 98% of the votes entitled to be cast on each proposal with respect to shares present in person or represented by proxy being cast for approval.

Another say-on-pay proposal will be submitted for voting by our shareholders at the 2018 Annual Meeting. In connection with that proposal, the following resolution will be submitted for voting:

**"RESOLVED**, that the shareholders of First Citizens BancShares, Inc. ("BancShares") hereby approve, on a non-binding advisory basis, the compensation paid or provided to BancShares' named executive officers, as that compensation has been disclosed in BancShares' proxy statement for the 2018 Annual Meeting of Shareholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including BancShares' Compensation Discussion and Analysis, compensation tables, and the narrative discussion contained in the proxy statement."

The vote on the resolution is not intended to address any specific element of executive compensation. Rather, the vote will relate generally to the compensation described in this proxy statement that was paid or provided for 2017 to our NEOs listed in the Summary Compensation Table above under the heading "*EXECUTIVE COMPENSATION*." Under the Act and the SEC's rules, the vote will be advisory in nature and will not be binding on our Boards or our Compensation, Nominations and Governance Committee, and it will not overrule or affect any previous action or decision by the Boards or Committee or any compensation previously paid or awarded. Neither will it obligate the Boards or Committee to any particular course of future action, nor create or imply any additional duty on the part of the Boards or Committee. However, our Boards and the Committee value the opinion of our shareholders and, in making future decisions on the compensation of our NEOs, will consider the voting results on the resolution and evaluate whether any actions are necessary to address any shareholder concerns.

Our executive compensation philosophy and components are described in more detail in this proxy statement under the headings "*COMPENSATION DISCUSSION AND ANALYSIS*" and "*EXECUTIVE COMPENSATION*." As discussed in those sections, our Boards and Compensation, Nominations and Governance Committee attempt to align our executive officers' compensation with our long-term business philosophy and to achieve our objectives of:

- rewarding year-over-year performance and long-term loyalty;
- balancing business risk with sound financial policy and shareholders' interests, and aligning the interests of our executive officers with the long-term interests of our shareholders by encouraging growth in the value of our company and our shareholders' investments;
- enabling us to attract and retain qualified executive officers; and
- providing compensation to our executive officers that is competitive with comparable financial services companies.

Consistent with that philosophy, our 2017 executive compensation program was primarily composed of the following elements:

- competitive base salaries;
- performance-based long-term incentive awards payable in cash which may be earned based on the extent of growth in the tangible book value per share of our common stock plus cumulative dividends paid on the stock during stated performance periods;



- retirement benefits in the form of defined benefit pension plans (for officers hired on or before specified dates during 2007), and matching contributions to Section 401(k) defined contribution plans;
- individual non-qualified separation from service agreements with certain of our executive officers; and
- limited personal benefits (or “perquisites”) for certain of our executive officers.

We do not have employment agreements with any of our NEOs, nor do we provide them with any equity-based compensation (such as stock options or stock awards) or have any arrangements with them under which compensation would be paid to them, or the vesting of any of their benefits would be accelerated, as a result of a change in control of our company or FCB.

We believe the Committee’s and the Boards’ focus on performance-based compensation, including the increasing portion of our executive officers’ compensation that is composed of variable incentive compensation, have enhanced our pay and performance alignment. We are committed to maintaining a strong executive compensation governance framework with continuing monitoring, oversight and mitigation of compensation risks, and a compensation program that is both fair and effective for both our executives and our shareholders alike and aligned with the central objective of our strategic plan which is to build the long-term value of our company and our shareholders’ investments.

***Our Board of Directors believes that our executive compensation policies and practices are aligned with our shareholders’ long-term interests, and it unanimously recommends that you vote “FOR” Proposal 2.***

***To be approved, a majority of the votes entitled to be cast on the proposal with respect to shares present in person or represented by proxy at the Annual Meeting must be cast in favor of the proposal.***

## PROPOSAL 3: RATIFICATION OF APPOINTMENT OF INDEPENDENT ACCOUNTANTS

*Our Board of Directors unanimously recommends that you vote “**For**” Proposal 3.*

### Appointment of Independent Accountants

Our Audit Committee has selected our current independent accounting firm, Dixon Hughes Goodman LLP, to serve as our independent accountants for 2018.

The Audit Committee continuously reviews our independent accountants’ performance and independence. In connection with the Committee’s selection of Dixon Hughes Goodman as our independent accountants for 2018, the Committee considered and discussed, among other factors:

- the quality of Dixon Hughes Goodman’s service during 2017 and since its initial engagement;
- recent reports of the Public Company Accounting Oversight Board’s inspections of Dixon Hughes Goodman;
- Dixon Hughes Goodman’s tenure as our independent accountants and its familiarity with our operations, accounting policies and practices, and internal control over financial reporting;
- the Committee’s perception of, and Dixon Hughes Goodman’s statements regarding, the firm’s independence;
- Dixon Hughes Goodman’s expertise in the banking industry and the Committee’s perception of its capability in handling issues related specifically to financial institutions;
- the knowledge and experience of the lead audit partner and other key members assigned to our audit service team; and
- the appropriateness of Dixon Hughes Goodman’s fees.

Dixon Hughes Goodman’s partners who are assigned as “lead audit partners” for its audits of public companies are subject to a mandatory rotation policy, and a partner in the firm may not serve as lead audit partner for the firm’s audit of our financial statements for more than five consecutive years. The Audit Committee does not approve or disapprove the accounting firm’s assignment of a particular partner as lead audit partner, or its assignment of other members of the firm to its audit team, for audits of our financial statements. However, in connection with the Audit Committee’s selection of our independent accountants each year, the Committee meets with the proposed lead audit partner, considers the partner’s experience and performance on previous audits and any experience of the Committee with the partner, and seeks and considers the views of our executive management. The Committee then communicates its views regarding that partner to management of the accounting firm.

Based on its evaluation, the Audit Committee believes that Dixon Hughes Goodman is independent and that it is in our and our shareholders’ best interests to retain Dixon Hughes Goodman as our independent accountants for 2018. Dixon Hughes Goodman has served as our independent accountants since 2004. Representatives of Dixon Hughes Goodman are expected to attend the Annual Meeting and be available to answer appropriate questions, and they will have an opportunity to make a statement if they desire to do so.

The Audit Committee’s charter gives it the responsibility and authority to select and appoint our independent accountants and to approve their fees and the terms of the engagement under which they provide services to us. Our shareholders are not required by our Bylaws or the law to ratify the Committee’s selection. However, we will submit a proposal for shareholders to ratify the appointment of Dixon Hughes Goodman at the Annual Meeting to allow shareholders to be heard in that selection process. The outcome of voting on the proposal will not be binding on the Committee. If our shareholders do not ratify the Committee’s selection, the Committee will reconsider its decision, but it could choose to reaffirm its appointment of Dixon Hughes Goodman. If our shareholders ratify the Committee’s selection, the Committee could, in its discretion, appoint different independent accountants during the year if it determines that such a change would be in our best interests.

### Services and Fees During 2017 and 2016

Except as described below, our Audit Committee pre-approves all audit services and other services provided by our accountants. Since it is difficult to determine the exact nature and extent of the services or advice we will need during the coming year, the Committee authorizes our management to obtain non-audit services from our accountants during the year up to a prescribed cumulative amount of fees set by the Committee. Requests for advice in excess of the pre-approved amount require further Committee approval. While the entire Audit Committee generally participates in the pre-approval of services, the Committee delegates authority to its Chairman to approve requests for non-audit services beyond the pre-approved limits. Any such approval by the Chairman is communicated to the full Committee at its next regularly scheduled meeting.

As our independent accountants for 2017 and 2016, Dixon Hughes Goodman provided us with various audit and other services for which we and FCB were billed or expect to be billed for fees as described below. Our Audit Committee has considered whether the provision of non-audit services by our independent accounting firm during 2017 was compatible with maintaining its independence, and it believes that the provision of non-audit services by Dixon Hughes Goodman during 2017 did not affect its independence.

The following table lists the aggregate amounts of fees paid to Dixon Hughes Goodman for audit services for 2017 and 2016 and for other services they provided during 2017 and 2016.

<b>Type of Fees and Description of Services</b>	<b>2017</b>	<b>2016</b>
<b>Audit Fees</b> , including, for both years, audits of our consolidated financial statements, audits of internal control over financial reporting, and related attestations, reviews of our interim consolidated financial statements, audits of our broker-dealer subsidiaries' financial statements, and acquisition accounting audit procedures in connection with mergers and acquisitions.	\$1,160,000	\$1,121,000
<b>Audit-Related Fees</b> , including, during both years, audits of FCB's common trust funds and employee benefit plans, agreed upon procedures reports required by contracts, service organization reports on internal controls, other attest reports, and consultations regarding financial accounting standards	215,000	258,000
<b>Tax Fees</b> , including, during both years, reviews of our consolidated federal and related state income tax returns, acquisition-related tax services and advice in connection with mergers, preparation assistance for tax returns, and other non-routine tax consultations	99,000	180,000
<b>All Other Fees</b>	-0-	-0-

***Our Board of Directors unanimously recommends that you vote "For" Proposal 3.***

***To be approved, a majority of the votes entitled to be cast on the proposal with respect to shares present in person or represented by proxy at the Annual Meeting must be cast in favor of the proposal.***

## PROPOSALS FOR 2019 ANNUAL MEETING

Any proposal of a shareholder, other than a nomination for election as a director, that is intended to be presented for action at our 2019 Annual Meeting must be received by our Corporate Secretary in writing at our address listed below no later than November 12, 2018, to be considered timely received for inclusion in the proxy statement and proxy card that we will distribute in connection with that meeting. In order to be included in our proxy materials for a particular meeting, the person submitting the proposal must own, beneficially or of record, at least 1% or \$2,000 in market value, whichever is less, of shares of our stock entitled to be voted on that proposal at the meeting and must have held those shares for a period of at least one year and continue to hold them through the date of the meeting. Also, the proposal and the shareholder submitting it must comply with certain other eligibility and procedural requirements contained in rules of the Securities and Exchange Commission.

Written notice of a shareholder proposal (other than a nomination) intended to be presented at our 2019 Annual Meeting but which is not intended to be included in our proxy statement and proxy card, or of a shareholder's intent to nominate a person for election as a director at our 2019 Annual Meeting, must be received by our Corporate Secretary at our address listed below no earlier than December 12, 2018, and no later than January 26, 2019, in order for that proposal or nomination to be brought before that Annual Meeting. The same notice requirements apply in the case of a shareholder proposal other than a nomination in order for that proposal to be considered timely received for purposes of the Proxies' discretionary authority to vote on other matters presented for action by shareholders at our 2019 Annual Meeting. However, if, after the January 26, 2019 deadline for notice of a proposed nomination, our Board of Directors increases the number of our directors, thereby creating an unfilled vacancy that will be filled at our 2019 Annual Meeting, and if there is no public announcement naming the nominee to fill the vacancy at least 100 days prior to the first anniversary of our 2018 Annual Meeting, then a shareholder's written notice of a nomination to fill the vacancy will be treated as timely if it is received by us not later than the close of business on the tenth day following the day on which such a public announcement actually is made. To be effective, notices of shareholder proposals or nominations are required to contain certain information specified in our Bylaws. Shareholder proposals or nominations not made as provided in our Bylaws will not be considered at Annual Meetings.

The notices described above should be mailed to:

First Citizens BancShares, Inc.  
Attention: Corporate Secretary  
Post Office Box 27131 (Mail Code FCC22)  
Raleigh, North Carolina 27611-7131

## ANNUAL REPORT ON FORM 10-K

We are subject to the reporting requirements of the Securities Exchange Act of 1934, and we file periodic reports and other information, including proxy statements, annual reports, quarterly reports and current reports, with the Securities and Exchange Commission. FCB's Internet website ([www.firstcitizens.com/about/who-we-are/profile](http://www.firstcitizens.com/about/who-we-are/profile)) contains a link to the Commission's website ([www.sec.gov](http://www.sec.gov)) where you may review and print copies of information that we file electronically.

**A copy of our 2017 Annual Report on Form 10-K, as filed with the Securities and Exchange Commission, is being mailed to our shareholders with this proxy statement, and a copy is posted with this proxy statement at [www.proxyvote.com](http://www.proxyvote.com). An additional copy will be provided without charge to any shareholder upon written request directed to our Corporate Secretary, Bridget L. Welborn, at the above address.**