

FIRST CAPITAL INC  
Form S-4  
September 16, 2015

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[INDEX TO CONSOLIDATED FINANCIAL STATEMENTS \(AUDITED AND UNAUDITED\)](#)

[Table of Contents](#)

As filed with the Securities and Exchange Commission on September 16, 2015

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-4  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**First Capital, Inc.**

(Exact name of registrant as specified in its charter)

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**Indiana**  
(State or other jurisdiction of  
incorporation or organization)

**6035**  
(Primary standard industrial  
classification code number)

**35-1539838**  
(I.R.S. Employer  
Identification Number)

**220 FEDERAL DRIVE NW, CORYDON, INDIANA 47112, (812) 738-2198**  
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**William W. Harrod**  
**President and Chief Executive Officer**  
**First Capital, Inc.**  
**P.O. Box 130**  
**220 Federal Drive NW**  
**Corydon, Indiana 47112**  
**(812) 738-2198**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copy to:

**Karen B. Woods, Esq.**  
**Krieg DeVault LLP**  
**One Indiana Square, Suite 2800**

**R. James Straus, Esq.**  
**Frost Brown Todd LLC**  
**400 West Market Street, Suite 3200**

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Indianapolis, Indiana 46204  
(317) 238-6246

Louisville, Kentucky 40202  
(502) 568-0221

**Approximate date of commencement of proposed sale of the securities to the public:  
As soon as practicable after this Registration Statement becomes effective and upon the satisfaction  
or waiver of all other conditions under the merger agreement described herein.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer                       Accelerated filer                       Non-accelerated filer                       Smaller reporting company   
(Do not check if a smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, \$.01 par value	620,127	N/A	\$13,562,865	\$1,576

(1) Represents the maximum number of shares of First Capital, Inc. common stock estimated to be issuable upon completion of the merger described herein, based on an amount equal to the product of (A)(i) 3,071 shares of Peoples Bancorp, Inc. of Bullitt County ("Peoples") common stock outstanding as of June 30, 2015, divided by (ii) 2, and (B) 403.86.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and Rule 457(f), based on \$9,152.39 per share, the book value per share of Peoples common stock on June 30, 2015, the latest practicable date prior to the date of filing this Registration Statement, multiplied by 3,071 shares of Peoples common stock that may be received by the Registrant and/or cancelled upon consummation of the merger less \$14,544,125, the estimated aggregate amount of cash expected to be paid by the Registrant in exchange for shares of Peoples common stock.

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting**

pursuant to said Section 8(a), may determine.

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Table of Contents

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of any offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.**

**PRELIMINARY SUBJECT TO COMPLETION DATED SEPTEMBER 16, 2015**

**Proxy Statement/Prospectus**

**Proxy Statement**

**Peoples**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

The Boards of Directors of First Capital, Inc. ("First Capital") and Peoples Bancorp, Inc. of Bullitt County ("Peoples") have approved an Agreement and Plan of Merger (the "Merger Agreement"), dated as of June 4, 2015, pursuant to which Peoples will merge with and into First Capital (the "Merger"). If the Merger Agreement is approved by the shareholders of both First Capital and Peoples and the Merger is subsequently completed, each share of Peoples common stock (except for specified shares of Peoples common stock held by Peoples or First Capital and any dissenting shares) will be converted, at the election of such shareholder and subject to certain adjustments and election and allocation procedures described elsewhere in this joint proxy statement/prospectus, into the right to receive, without interest, either (i) 382.83 shares of First Capital common stock, or (ii) \$9,475.00 in cash. Peoples shareholders will also receive cash in lieu of any fractional shares of First Capital common stock. In addition, the Merger Agreement provides that shareholders of Peoples may receive an additional cash payment as specified in the Merger Agreement if Peoples sells certain specified assets prior to the effective time of the Merger, or First Capital sells such assets within twenty-six (26) months after the effective time of the Merger. If the Merger had been completed on September 8, 2015, First Capital would have issued approximately 566,370 shares of common stock and paid approximately \$15,122,000 in cash in exchange for the outstanding shares of common stock of Peoples, or an aggregate of approximately \$30,244,000 in cash and stock based upon the average closing price of a share of First Capital common stock during the 20 trading days preceding September 8, 2015.

Peoples shareholders will have the opportunity to elect the form of consideration to be received for their shares, subject to certain allocation procedures set forth in the Merger Agreement that are intended to ensure that 50% of the outstanding shares of Peoples common stock will be converted into the right to receive shares of First Capital common stock and the remaining outstanding shares of Peoples common stock will be converted into the right to receive cash. Therefore, the allocation of First Capital common stock and cash that each Peoples shareholder will receive will depend on the elections of other Peoples shareholders. In addition, the Merger Agreement provides that the exchange ratio and cash price per share will be (i) adjusted within certain limits in the manner specified in the Merger Agreement if the average per share closing price of First Capital common stock for the 20 trading days preceding the 5th calendar day before the effective time is greater, or less, than \$24.75; and (ii) decreased as specified in the Merger Agreement if the consolidated net book value of Peoples as specified in the Merger Agreement is less than \$29,010,000 but greater than \$26,410,000. The exchange ratio also may be adjusted in the manner specified in the Merger Agreement if there is a change in the number of shares of common stock issued and outstanding prior to the effective time of the Merger by way of a stock split, stock dividend, or recapitalization or similar transaction with respect to the outstanding First Capital common stock.

We expect that the Merger will generally be tax-free with respect to any First Capital common stock that Peoples shareholders receive and will generally be taxable with respect to any cash that Peoples shareholders receive. First Capital's common stock is traded on the Nasdaq Capital Market under the symbol "FCAP."

First Capital and Peoples will each hold a special meeting of their respective shareholders in connection with the Merger. First Capital and Peoples shareholders will be asked to vote to approve the Merger Agreement and related matters as described in the attached joint proxy statement/prospectus. Approval of the Merger Agreement by First Capital shareholders requires the affirmative vote of the holders of a majority of votes entitled to be cast and approval of the Merger Agreement by Peoples shareholders requires the affirmative vote of a majority of votes entitled to be cast.

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The special meeting of First Capital shareholders will be held on [ • ] at [ • ], at [ • ] local time. The special meeting of Peoples shareholders will be held on [ • ] at [ • ], at [ • ] local time.

**First Capital's board of directors unanimously recommends that First Capital shareholders vote "FOR" the approval of the Merger Agreement and "FOR" the approval of the other matters to be considered at the First Capital special meeting.**

**People's board of directors unanimously recommends that Peoples shareholders vote "FOR" the approval of the Merger Agreement and "FOR" the approval of the other matters to be considered at the Peoples special meeting.**

This joint proxy statement/prospectus contains important information about First Capital, Peoples, the Merger and the conditions that must be satisfied before the Merger can occur. **Please carefully read this entire joint proxy statement/prospectus, including "Risk Factors," beginning on page [31], for a discussion of the risks relating to the proposed Merger.** You also can obtain information about First Capital from documents that First Capital has filed with the Securities and Exchange Commission.

William W. Harrod  
*President and Chief Executive Officer*  
First Capital, Inc.

G. William Hardy  
*Chairman and Chief Executive Officer*  
Peoples Bancorp, Inc. of Bullitt County

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The securities to be issued in connection with completion of the Merger are not savings or deposit accounts or other obligations of any bank or nonbank subsidiary of any of the parties, and they are not insured by the Federal Deposit Insurance Corporation, the Deposit Insurance Fund or any other governmental agency.**

**This joint proxy statement/prospectus is dated [ • ], 2015, and it  
is first being mailed or otherwise delivered to shareholders of First Capital and Peoples on or about [ • ], 2015.**

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Table of Contents

**AVAILABLE INFORMATION**

Except where the context otherwise indicates, First Capital has supplied all of the information contained in this joint proxy statement/prospectus relating to First Capital and First Harrison Bank, and Peoples has supplied all of the information contained in this joint proxy statement/prospectus relating to Peoples and The Peoples Bank of Bullitt County.

You should rely only on the information contained in this document. No one has been authorized to provide you with information that is different from that contained in this document. This document is dated [ • ], 2015, and you should assume that the information in this document is accurate only as of such date. Neither the mailing of this document to First Capital shareholders or Peoples shareholders nor the issuance by First Capital of shares of First Capital common stock in connection with the Merger will create any implication to the contrary.

You may ask questions about the Merger or request copies of this joint proxy statement/prospectus from First Capital, without charge, or upon written or oral request to the information agent, **Georgeson Inc., located at 480 Washington Blvd., 26<sup>th</sup> Floor, Jersey City, NJ 07310 or at telephone number (888) 566-8006**. Your requests for information from First Capital may also be directed to the following:

First Capital, Inc.  
220 Federal Drive NW  
P.O. Box 130  
Corydon, Indiana 47112  
Attn: Jill R. Keinsley, Corporate Secretary  
(812) 738-2198

**In order to ensure timely delivery of these documents, you should make your request by [ • ] 2015, to receive them before the special meeting.**

**This document does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction.**

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Table of Contents

**FIRST CAPITAL, INC.**

220 Federal Drive NW  
P.O. Box 130  
Corydon, Indiana 47112  
(812) 738-2198

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON • , 2015**

To the Shareholders of First Capital, Inc.:

We will hold a special meeting of the shareholders of First Capital, Inc. ("First Capital") on [ • ], 2015, at [ • ], local time, at [ • ], to consider and vote upon:

1. *Merger Proposal.* A proposal to approve the Agreement and Plan of Merger, dated as of June 4, 2015, by and between First Capital and Peoples Bancorp, Inc. of Bullitt County ("Peoples"), pursuant to which Peoples will merge with and into First Capital, as more fully described in the attached joint proxy statement/prospectus (the "First Capital Merger Proposal").
2. *Adjournment.* A proposal to adjourn the First Capital special meeting, if necessary or appropriate, to solicit additional proxies in favor of the First Capital Merger Proposal (the "First Capital Adjournment Proposal").
3. *Other Matters.* Such other matters as may properly come before the special meeting or any adjournment of the special meeting. The First Capital board of directors is not aware of any such other matters as of the date of this joint proxy statement/prospectus.

The joint proxy statement/prospectus describes the Merger Agreement and the proposed Merger in detail and includes, as *Annex A*, the complete text of the Merger Agreement. We urge you to read these materials for a description of the Merger Agreement and the proposed Merger. **In particular, you should carefully read the section captioned "Risk Factors" beginning on page [31] of the attached joint proxy statement/prospectus for a discussion of certain risk factors relating to the Merger.**

**The board of directors of First Capital has unanimously adopted the Merger Agreement, has determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are in the best interests of First Capital and its shareholders, and unanimously recommends that First Capital shareholders vote (1) "FOR" approval of the First Capital Merger Proposal and (2) "FOR" approval of the First Capital Adjournment Proposal, if necessary or appropriate.**

The board of directors of First Capital fixed the close of business on [ • ], 2015, as the record date for determining the First Capital shareholders entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

**YOUR VOTE IS VERY IMPORTANT.** The First Capital Merger Proposal must be approved by the affirmative vote of holders of a majority of the votes entitled to be cast on the proposal. Approval of the First Capital Adjournment Proposal requires that more votes be cast in favor of the proposal than in opposition to the proposal. If you do not return your proxy or do not vote in person at the special meeting, the effect will be the same as a vote against the Merger Proposal. Whether or not you plan to attend the special meeting in person, we urge you to date, sign and return promptly the enclosed proxy in the accompanying envelope. You may revoke your proxy at any time before the special meeting by sending a written notice of revocation, submitting a new proxy or by attending the special meeting and voting in person.

By Order of the Board of Directors

/s/ JILL R. KEINSLEY

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Jill R. Keinsley  
Corporate Secretary  
[•], 2015





Table of Contents

**PEOPLES BANCORP, INC. OF BULLITT COUNTY**

1612 Highway 44 East  
Shepherdsville, Kentucky 40165  
(502) 543-2226

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON [ • ], 2015**

To the Shareholders of Peoples Bancorp, Inc. of Bullitt County:

We will hold a special meeting of the shareholders of Peoples Bancorp, Inc. of Bullitt County ("Peoples") on [ • ], 2015, at [ • ], local time, at [ • ], to consider and vote upon:

1. *Merger Proposal.* A proposal to approve the Agreement and Plan of Merger, dated as of June 4, 2015, by and between First Capital, Inc. and Peoples, pursuant to which Peoples will merge with and into First Capital, as more fully described in the attached joint proxy statement/prospectus (the "Peoples Merger Proposal").
2. *Adjournment.* A proposal to adjourn the Peoples special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Peoples Merger Proposal (the "Peoples Adjournment Proposal").
3. *Other Matters.* Such other matters as may properly come before the special meeting or any adjournment of the special meeting. The Peoples board of directors is not aware of any such other matters as of the date of this joint proxy statement/prospectus.

The joint proxy statement/prospectus describes the Merger Agreement and the proposed Merger in detail and includes, as *Annex A*, the complete text of the Merger Agreement. We urge you to read these materials for a description of the Merger Agreement and the proposed Merger. **In particular, you should carefully read the section captioned "Risk Factors" beginning on page [31] of the attached joint proxy statement/prospectus for a discussion of certain risk factors relating to the Merger.**

**The board of directors of Peoples has unanimously adopted the Merger Agreement, has determined that the Merger Agreement and the transactions contemplated thereby, including the Merger, are in the best interests of Peoples and its shareholders, and unanimously recommends that Peoples shareholders vote (1) "FOR" approval of the Peoples Merger Proposal and (2) "FOR" approval of the Peoples Adjournment Proposal, if necessary or appropriate.**

The board of directors of Peoples fixed the close of business on [ • ], 2015, as the record date for determining the Peoples shareholders entitled to notice of, and to vote at, the special meeting and any adjournments or postponements of the special meeting.

Peoples shareholders are entitled to assert dissenters' rights in connection with the proposed Merger under KRS 271B Subchapter 13, a copy of which is attached as *Annex D* to the attached joint proxy statement/prospectus.

**YOUR VOTE IS VERY IMPORTANT.** The Peoples Merger Proposal must be approved by the affirmative vote of holders of a majority of the votes entitled to be cast on the proposal. Approval of the Peoples Adjournment Proposal requires that more votes be cast in favor of the proposal than in opposition to the proposal. If you do not return your proxy or do not vote in person at the special meeting, the effect will be the same as a vote against the Merger Proposal. Whether or not you plan to attend the special meeting in person, we urge you to date, sign and return promptly the enclosed proxy in the accompanying envelope. You may revoke your proxy at any time before the special meeting by sending a written notice of revocation, submitting a new proxy or by attending the special meeting and voting in person.

By Order of the Board of Directors

/s/ WILLIAM L. DAWSON

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William L. Dawson, *President*  
[•], 2015

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Table of Contents

## TABLE OF CONTENTS

<u>QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS</u>	<u>1</u>
<u>SUMMARY</u>	<u>10</u>
<u>SELECTED CONSOLIDATED FINANCIAL DATA OF FIRST CAPITAL</u>	<u>19</u>
<u>SELECTED CONSOLIDATED FINANCIAL DATA OF PEOPLES</u>	<u>20</u>
<u>UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	<u>22</u>
<u>RISK FACTORS</u>	<u>31</u>
<u>CAUTION ABOUT FORWARD-LOOKING STATEMENTS</u>	<u>37</u>
<u>SPECIAL MEETING OF THE FIRST CAPITAL SHAREHOLDERS</u>	<u>39</u>
<u>SPECIAL MEETING OF THE PEOPLES SHAREHOLDERS</u>	<u>41</u>
<u>INFORMATION ABOUT THE COMPANIES</u>	<u>43</u>
<u>THE FIRST CAPITAL PROPOSALS</u>	<u>44</u>
<u>Proposal No. 1 Approval of the First Capital Merger Proposal</u>	<u>44</u>
<u>Proposal No. 2 Approval of the First Capital Adjournment Proposal</u>	<u>44</u>
<u>THE PEOPLES PROPOSALS</u>	<u>45</u>
<u>Proposal No. 1 Approval of the Peoples Merger Proposal</u>	<u>45</u>
<u>Proposal No. 2 Approval of the Peoples Adjournment Proposal</u>	<u>45</u>
<u>THE MERGER</u>	<u>46</u>
<u>Background of the Merger</u>	<u>46</u>
<u>Peoples' Reasons for the Merger and Recommendation of the Board of Directors</u>	<u>47</u>
<u>Opinion of Financial Advisor to Peoples</u>	<u>49</u>
<u>First Capital's Reasons For the Merger</u>	<u>57</u>
<u>Opinion of Financial Advisor to First Capital</u>	<u>57</u>
<u>Effects of the Merger</u>	<u>66</u>
<u>THE MERGER AGREEMENT</u>	<u>68</u>
<u>Structure of the Merger</u>	<u>68</u>
<u>Merger Consideration</u>	<u>68</u>
<u>Exchange and Payment Procedures</u>	<u>73</u>
<u>Dividends and Distributions</u>	<u>73</u>
<u>Representations and Warranties</u>	<u>73</u>
<u>Conduct of Business Prior to Completion of the Merger</u>	<u>75</u>
<u>Covenants</u>	<u>77</u>
<u>Acquisition Proposals by Third Parties</u>	<u>78</u>
<u>Conditions to the Merger</u>	<u>79</u>
<u>Expenses</u>	<u>80</u>
<u>Employee Benefit Matters</u>	<u>81</u>
<u>Termination</u>	<u>81</u>
<u>Termination Fee</u>	<u>82</u>
<u>Management and Operations After the Merger</u>	<u>82</u>
<u>Effective Time of the Merger</u>	<u>83</u>
<u>Accounting Treatment of the Merger</u>	<u>83</u>
<u>NASDAQ Capital Market Listing</u>	<u>83</u>
<u>INTERESTS OF CERTAIN DIRECTORS AND OFFICERS OF PEOPLES IN THE MERGER</u>	<u>84</u>
<u>DESCRIPTION OF FIRST CAPITAL COMMON STOCK</u>	<u>85</u>
<u>COMPARISON OF THE RIGHTS OF SHAREHOLDERS</u>	<u>86</u>
<u>Authorized Capital Stock</u>	<u>86</u>
<u>Issuance of Additional Shares</u>	<u>86</u>
<u>Number, Classification and Qualifications of Directors</u>	<u>87</u>
<u>Election of Directors</u>	<u>87</u>

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## Table of Contents

<u>Removal of Directors</u>	<u>88</u>
<u>Transactions Involving Directors</u>	<u>88</u>
<u>Director Liability</u>	<u>89</u>
<u>Indemnification of Directors, Officers and Employees</u>	<u>89</u>
<u>Advance Notice Requirements for Presentation of Business and Nominations of Directors at Annual Meetings of Shareholders</u>	<u>91</u>
<u>Special Meetings of Shareholders</u>	<u>91</u>
<u>Shareholder Action Without a Meeting</u>	<u>91</u>
<u>Amendment of Articles of Incorporation and By-laws</u>	<u>92</u>
<u>Business Combination Restrictions and Other Shareholder Limitations</u>	<u>93</u>
<u>MATERIAL FEDERAL INCOME TAX CONSEQUENCES</u>	<u>95</u>
<u>INFORMATION ABOUT FIRST CAPITAL</u>	<u>99</u>
<u>Business</u>	<u>99</u>
<u>Employees</u>	<u>126</u>
<u>Properties</u>	<u>126</u>
<u>Legal Proceedings</u>	<u>126</u>
<u>MARKET FOR FIRST CAPITAL COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF SECURITIES</u>	<u>127</u>
<u>SECURITIES OWNERSHIP OF FIRST CAPITAL COMMON STOCK</u>	<u>128</u>
<u>FIRST CAPITAL MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	<u>129</u>
<u>MANAGEMENT OF FIRST CAPITAL</u>	<u>144</u>
<u>Information Regarding the First Capital Directors</u>	<u>144</u>
<u>Information Regarding the First Capital Executive Officers</u>	<u>146</u>
<u>FIRST CAPITAL EXECUTIVE COMPENSATION</u>	<u>146</u>
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS OF FIRST CAPITAL</u>	<u>149</u>
<u>Related Party Transactions</u>	<u>149</u>
<u>Director Independence</u>	<u>149</u>
<u>INFORMATION ABOUT PEOPLES</u>	<u>150</u>
<u>Business</u>	<u>150</u>
<u>Employees</u>	<u>150</u>
<u>Properties</u>	<u>150</u>
<u>Legal Proceedings</u>	<u>150</u>
<u>MARKET FOR PEOPLES COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF SECURITIES</u>	<u>151</u>
<u>SECURITIES OWNERSHIP OF PEOPLES COMMON STOCK</u>	<u>152</u>
<u>PEOPLES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	<u>153</u>
<u>DISSENTERS' RIGHTS OF PEOPLES SHAREHOLDERS</u>	<u>178</u>
<u>EXPERTS</u>	<u>181</u>
<u>LEGAL MATTERS</u>	<u>181</u>
<u>SHAREHOLDER PROPOSALS FOR NEXT YEAR</u>	<u>181</u>
<u>First Capital</u>	<u>181</u>
<u>Peoples</u>	<u>181</u>
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	<u>182</u>
<u>CONSOLIDATED FINANCIAL STATEMENTS OF FIRST CAPITAL, INC.</u>	<u>F-3</u>
<u>CONSOLIDATED FINANCIAL STATEMENTS OF PEOPLES BANCORP, INC. OF BULLITT COUNTY</u>	<u>F-87</u>
<u>ANNEX A: AGREEMENT AND PLAN OF MERGER</u>	<u>A-1</u>
<u>ANNEX B: OPINION OF PROFESSIONAL BANK SERVICES, INC.</u>	<u>B-1</u>

Edgar Filing: FIRST CAPITAL INC - Form S-4

Table of Contents

ANNEX C: OPINION OF RAYMOND JAMES

C-1

ANNEX D: KRS 271B.13-010 to -310 RIGHTS OF SHAREHOLDERS WHO DISSENT FROM THE MERGER

D-1

iii

---

Table of Contents

**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETINGS**

The following are some questions that you may have about the Merger and the First Capital or Peoples special meetings, and brief answers to those questions. We urge you to read carefully the remainder of this joint proxy statement/prospectus because the information in this section does not provide all of the information that might be important to you with respect to the Merger and the First Capital or Peoples special meetings.

Unless the context otherwise requires, references in this joint proxy statement/prospectus to "First Capital" refer to First Capital, Inc., an Indiana corporation, and its subsidiaries, references to "Peoples" refer to Peoples Bancorp, Inc. of Bullitt County, a Kentucky corporation, and its subsidiaries, and "we," "us" and "our" refers collectively to First Capital and Peoples.

**Q:**  
**What is the Merger?**

**A:**  
First Capital and Peoples have entered into an Agreement and Plan of Merger, dated as of June 4, 2015 (the "Merger Agreement"). Under the Merger Agreement, Peoples will be merged with and into First Capital, with First Capital continuing as the surviving corporation. A copy of the Merger Agreement is included in this joint proxy statement/prospectus as *Annex A*.

The Merger cannot be completed unless, among other things, both First Capital shareholders and Peoples shareholders approve their respective proposals to approve the Merger Agreement (which we refer to as the "First Capital Merger Proposal" and the "Peoples Merger Proposal," respectively).

**Q:**  
**Why am I receiving this joint proxy statement/prospectus?**

**A:**  
We are delivering this document to you because it is a joint proxy statement being used by the boards of directors of both First Capital and Peoples to solicit proxies of their respective shareholders in connection with approval of the Merger and related matters.

In order to approve the Merger and related matters, First Capital and Peoples have each called a special meeting of their shareholders (which we refer to as the "First Capital special meeting" and the "Peoples special meeting," respectively). This document serves as the proxy statement for the First Capital special meeting and the Peoples special meeting and describes the proposals to be presented at the meetings.

This document is also a prospectus that is being delivered to Peoples shareholders because First Capital is offering shares of its common stock to Peoples shareholders in connection with the Merger.

This joint proxy statement/prospectus contains important information about the Merger and the other proposals being voted on at the meetings. You should read it carefully and in its entirety. The enclosed materials allow you to have your shares voted by proxy without attending your meeting. Your vote is important. We encourage you to submit your proxy as soon as possible.

**Q:**  
**In addition to the First Capital Merger Proposal, what else are First Capital shareholders being asked to vote on?**

**A:**  
In addition to the First Capital Merger Proposal, First Capital is soliciting proxies from its shareholders with respect to a proposal to adjourn the First Capital special meeting, if necessary or appropriate, to solicit additional proxies in favor of the First Capital Merger Proposal (which we refer to as the "First Capital Adjournment Proposal"). Completion of the Merger is not conditioned upon approval of the First Capital Adjournment Proposal.



Table of Contents

**Q: In addition to the Peoples Merger Proposal, what else are Peoples shareholders being asked to vote on?**

A: In addition to the Peoples Merger Proposal, Peoples is soliciting proxies from its shareholders with respect to a proposal to adjourn the Peoples special meeting, if necessary or appropriate, to solicit additional proxies in favor of the Peoples Merger Proposal (which we refer to as the "Peoples Adjournment Proposal"). Completion of the Merger is not conditioned upon approval of the Peoples Adjournment Proposal.

**Q: What will Peoples shareholders receive in the Merger?**

A: If the Merger is completed, each share of Peoples common stock (except for specified shares of Peoples common stock held by Peoples or First Capital and any dissenting shares) will be converted, at the election of the shareholder and subject to certain adjustments and election and allocation procedures described elsewhere in this joint proxy statement/prospectus, into the right to receive, without interest, either (i) 382.83 shares (the "Exchange Ratio") of First Capital common stock (the "Stock Consideration"), or (ii) \$9,475.00 in cash (the "Cash Consideration") (collectively, the "Merger Consideration"). Peoples shareholders who would otherwise be entitled to a fractional share of First Capital common stock upon the completion of the Merger will instead receive an amount in cash (without interest) equal to the fractional share interest multiplied by the Cash Consideration (as adjusted to the extent applicable).

The Merger Agreement also provides for the possibility of an additional cash payment to shareholders of Peoples as described elsewhere in this joint proxy statement/prospectus if and to the extent that Peoples sells certain assets (the "Contingent Assets") prior to the effective time of the Merger, or First Capital sells such assets within 26 months after the effective time of the Merger. **There is no guarantee that the Contingent Assets will be sold in the manner or in the timeframes set forth in the Merger Agreement or that Peoples shareholders will receive any additional cash payment.**

Peoples shareholders have the opportunity to elect the form of consideration they will receive for their shares, subject to certain allocation procedures set forth in the Merger Agreement. Those procedures are intended to ensure that 50% of the outstanding shares of Peoples common stock will be converted into the right to receive the Stock Consideration, and that the remaining outstanding shares of Peoples common stock will be converted into the right to receive the Cash Consideration. Therefore, the allocation of Stock Consideration and Cash Consideration that each Peoples shareholder will receive will depend on the elections made by other Peoples shareholders.

In addition, the Merger Agreement provides that in certain circumstances the Stock Consideration and Cash Consideration will be adjusted in a manner specified in the Merger Agreement.

The Stock Consideration and Cash Consideration will be adjusted within certain limits if the Average First Capital Closing Price is greater or less than \$24.75. "Average First Capital Closing Price" means the average per share closing price of First Capital common stock for the 20 trading days preceding the 5th calendar day before the effective time of the Merger.

The Stock Consideration and Cash Consideration will be decreased if the consolidated net book value of Peoples (as defined in the Merger Agreement) is less than \$29,010,000 but greater than \$26,410,000.

The Exchange Ratio also may be adjusted if there is a change in the number of shares of First Capital common stock issued and outstanding prior to the effective time of the Merger due to a stock split, stock dividend, recapitalization or similar transaction affecting the outstanding First Capital common stock.



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### Table of Contents

The following table shows the range of potential values for the Cash Consideration per Peoples share and the Exchange Ratio (the number of First Capital shares into which each Peoples share would be converted in the Merger) based on (1) changes in the Average First Capital Closing Price within the minimum and maximum price range, with a mid-point of \$24.75 per First Capital share; and (2) various levels of Consolidated Net Book Value as of the Closing Date. The values in the table are for illustrative purposes only. The actual values will be determined immediately before the Merger becomes effective. The table assumes no cash issued in lieu of fractional shares of First Capital common stock.

Peoples Consolidated Net Book Value (in thousands)	Minimum (9.9% decrease) \$22.30		Average First Capital Closing Price Mid-Point \$24.75		Maximum (10.1% increase) \$27.25	
	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration
	\$ 29,010	403.86	\$ 9,006.04	382.83	\$ 9,475.00	365.27
\$ 28,000	389.11	\$ 8,677.16	369.54	\$ 9,146.12	353.20	\$ 9,624.66
\$ 27,000	374.51	\$ 8,351.53	356.38	\$ 8,820.49	341.25	\$ 9,299.03
\$ 26,410	365.89	\$ 8,159.41	348.62	\$ 8,628.37	334.20	\$ 9,106.91

As of June 30, 2015, Peoples would have reported Consolidated Net Book Value (as defined in the Merger Agreement) of more than \$29,010,000. Assuming that value remained in effect on the closing date, there would not be a book value-related price adjustment. Based on the \$26.27 closing trading price of First Capital common stock on September 14, 2015, the Exchange Ratio would be 371.75 First Capital shares for each Peoples share, and the Cash Consideration would be \$9,765.95 for each Peoples share.

The mix of Merger Consideration to be received by each Peoples shareholder in the Merger will not be known until the results of the cash/stock elections made by Peoples shareholders are tallied by Computershare Limited, the election agent, which will not be completed until after the dates of both special shareholders meetings. **No guarantee can be made that Peoples shareholders will receive the amount of cash or stock they elect to receive.**

See "The Merger Agreement Merger Consideration" for a more complete discussion of the Merger Consideration to be paid in the Merger.

**Q: What will First Capital shareholders receive in the Merger?**

**A:** First Capital shareholders will not receive anything in the Merger for their shares. If you are a First Capital shareholder, each share of First Capital common stock that you hold before the Merger will continue to represent one share of First Capital common stock after the Merger.

**Q: How does First Capital's board of directors recommend that I vote at the First Capital special meeting?**

**A:** First Capital's board of directors unanimously recommends that you vote "FOR" the First Capital Merger Proposal and "FOR" the First Capital Adjournment Proposal, if necessary or appropriate.

**Q: How does Peoples' board of directors recommend that I vote at the Peoples special meeting?**

**A:** Peoples' board of directors unanimously recommends that you vote "FOR" the Peoples Merger Proposal and "FOR" the Peoples Adjournment Proposal, if necessary or appropriate.



Table of Contents

**Q: When and where are the meetings?**

A: The First Capital special meeting will be held at [ • ] on [ • ], at [ • ] local time.

The Peoples special meeting will be held at [ • ] on [ • ], at [ • ] local time.

**Q: What do I need to do now?**

A: After you have carefully read this joint proxy statement/prospectus in its entirety and have decided how you wish to vote your shares, please vote your shares promptly so that your shares are represented and voted at the applicable special meeting. If you hold your shares in your name as a shareholder of record, you must complete, sign, date and mail your proxy card in the enclosed postage-paid return envelope as soon as possible.

First Capital shareholders may also vote through the internet or by telephone. Information and applicable deadlines for voting by internet or by telephone are set forth in the enclosed proxy card instructions for First Capital shareholders, who are encouraged to vote through the internet.

If you hold your shares in "street name" through a bank or broker, you must direct your bank or broker how to vote in accordance with the instructions you have received from your bank or broker. "Street name" shareholders who wish to vote in person at the special meeting will need to obtain a legal proxy from the institution that holds their shares.

If you return your signed proxy card but do not specify how you wish to vote your shares, your shares will be voted "FOR" each of the recommended proposals.

**Q: What constitutes a quorum for the First Capital special meeting?**

A: The presence at the First Capital special meeting, in person or by proxy, of holders of a majority of the outstanding shares of First Capital common stock entitled to vote at the special meeting will constitute a quorum. Abstentions and broker non-votes will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

**Q: What constitutes a quorum for the Peoples special meeting?**

A: The presence at the Peoples special meeting, in person or by proxy, of holders of a majority of the outstanding shares of Peoples common stock entitled to vote at the special meeting will constitute a quorum. Abstentions and broker non-votes, if any, will be included in determining the number of shares present at the meeting for the purpose of determining the presence of a quorum.

**Q: What is the vote required to approve each proposal at the First Capital special meeting?**

A: *First Capital Merger Proposal:*

*Required vote:* Approval of the First Capital Merger Proposal requires the affirmative vote of holders of a majority of the votes entitled to be cast on the proposal.

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*Effect of abstentions and broker non-votes:* If you mark "ABSTAIN" on your proxy card, fail to either submit a proxy card or vote by telephone or internet or in person at the First Capital special meeting or fail to instruct your bank or broker with respect to the First Capital Merger Proposal, it will have the same effect as a vote "AGAINST" the proposal.

*First Capital Adjournment Proposal:*

*Required vote:* Approval of the First Capital Adjournment Proposal requires that more votes be cast in favor of the proposal than against the proposal at the First Capital special meeting.

Table of Contents

*Effect of abstentions and broker non-votes:* If you mark "ABSTAIN" on your proxy card, or fail to instruct your bank or broker how to vote, with respect to the First Capital Adjournment Proposal, it will have no effect on the proposal. If you are not a "street name" holder and fail to either submit a proxy card entirely or vote by telephone or internet or in person at the First Capital special meeting, it will have no effect on such proposal.

**Q: What is the vote required to approve each proposal at the Peoples special meeting?**

**A:**  
*Peoples Merger Proposal:*

*Required vote:* Approval of the Peoples Merger Proposal requires the affirmative vote of the holders of a majority of the outstanding shares of Peoples common stock entitled to vote on the proposal.

*Effect of abstentions and broker non-votes:* If you mark "ABSTAIN" on your proxy card, fail to either submit a proxy card or vote in person at the Peoples special meeting or fail to instruct your bank or broker how to vote with respect to the Peoples Merger Proposal, it will have the same effect as a vote "AGAINST" the proposal.

*Peoples Adjournment Proposal:*

*Required vote:* Approval of the Peoples Adjournment Proposal requires that more votes be cast in favor of the proposal than against the proposal at the Peoples special meeting.

*Effect of abstentions and broker non-votes:* If you mark "ABSTAIN" on your proxy card, or fail to instruct your bank or broker how to vote, with respect to the Peoples Adjournment Proposal, it will have no effect on the proposal. If you are not a "street name" holder and fail to either submit a proxy card entirely or vote in person at the Peoples special meeting, it will have no effect on such proposal.

**Q: What risks should I consider before I vote on the Merger Proposal?**

**A:**  
You should review "Risk Factors" beginning on page [ • ].

**Q: Why is my vote important?**

**A:**  
If you do not vote, it will be more difficult for First Capital or Peoples to obtain the necessary quorum to hold their special meetings. In addition, your failure to submit a proxy or to vote, your failure to instruct your bank or broker how to vote, or your abstention will have the same effect as a vote "AGAINST" approval of the Merger Agreement. The Merger Agreement must be approved by both the affirmative vote of holders of a majority of the outstanding shares of First Capital common stock and the affirmative vote of the holders of a majority of the outstanding shares of Peoples common stock. The First Capital board of directors and the Peoples board of directors unanimously, respectively, recommend that you vote "FOR" the First Capital Merger Proposal and "FOR" the Peoples Merger Proposal, respectively.

**Q: If my shares of common stock are held in "street name" by my bank or broker, will my bank or broker automatically vote my shares for me?**

**A:**

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No. Your bank or broker cannot vote your shares without instructions from you. You should instruct your bank or broker how to vote your shares in accordance with the instructions provided to you. Please check the voting form used by your bank or broker.

Table of Contents

**Q: Can I attend the meetings and vote my shares in person?**

**A:** Yes. All shareholders of First Capital and Peoples, including shareholders of record and shareholders who hold their shares through banks, brokers, nominees or any other holder of record, are invited to attend their respective meetings. Holders of record of First Capital and Peoples common stock can vote in person at the First Capital special meeting and Peoples special meeting, respectively. First Capital shareholders of record can also vote by telephone or internet. If you are not a shareholder of record, you must obtain a proxy card, executed in your favor, from the record holder of your shares, such as a broker, bank or other nominee, to be able to vote in person at the meetings. If you plan to attend your meeting, you must hold your shares in your own name or bring a copy of a bank or brokerage statement to the special meeting reflecting your stock ownership as of the record date. In addition, you must bring a form of personal photo identification with you in order to be admitted. First Capital and Peoples reserve the right to refuse admittance to anyone without proper proof of share ownership or without proper photo identification.

**Q: Can I change my vote?**

**A:** *First Capital shareholders:* Yes. If you are a holder of record of First Capital common stock, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card with a later date, (2) delivering a written revocation letter to First Capital's corporate secretary, or (3) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting, or (4) voting by telephone or the internet at a later time. Attendance at the special meeting by itself will not automatically revoke your proxy. A revocation or later-dated proxy received by First Capital after the vote will not affect the vote. First Capital's corporate secretary's mailing address is: Corporate Secretary, First Capital, Inc., 220 Federal Drive NW, P.O. Box 130, Corydon, Indiana 47112. If you hold your shares in "street name" through a bank or broker, you should contact your bank or broker to revoke your proxy.

*Peoples shareholders:* Yes. If you are a holder of record of Peoples common stock, you may revoke any proxy at any time before it is voted by (1) signing and returning a proxy card to Peoples with a later date, (2) delivering a written revocation letter to Peoples' corporate secretary, or (3) attending the special meeting in person, notifying the corporate secretary and voting by ballot at the special meeting. Attendance at the special meeting by itself will not automatically revoke your proxy. A revocation or later-dated proxy received by Peoples after the vote will not affect the vote. Proxy cards and notices of revocation should be sent to: Corporate Secretary, Peoples Bancorp, Inc. of Bullitt County, 1612 Highway 44 East, Shepherdsville, Kentucky 40165.

**Q: Will First Capital be required to submit the proposal to approve the Merger Agreement to its shareholders even if First Capital's board of directors has withdrawn, modified or qualified its recommendation?**

**A:** Yes. Unless the Merger Agreement is terminated before the First Capital special meeting, First Capital is required to submit the proposal to approve the Merger Agreement to its shareholders even if First Capital's board of directors has withdrawn, modified or qualified its recommendation.

**Q: Will Peoples be required to submit the proposal to approve the Merger Agreement to its shareholders even if Peoples' board of directors has withdrawn, modified or qualified its recommendation?**

**A:** Yes. Unless the Merger Agreement is terminated before the Peoples special meeting, Peoples is required to submit the proposal to approve the Merger Agreement to its shareholders even if Peoples' board of directors has withdrawn, modified or qualified its recommendation.

Table of Contents

**Q: What are the U.S. federal income tax consequences of the Merger to Peoples shareholders?**

A: We intend that the Merger will be treated as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and that, accordingly, for U.S. federal income tax purposes: (i) no gain or loss will be recognized by First Capital or Peoples as a result of the Merger, and (ii) Peoples shareholders who receive shares of First Capital common stock in exchange for shares of Peoples common stock in the Merger will recognize no gain or loss, other than the gain or loss to be recognized as to cash received either (a) as Cash Consideration, or (b) in lieu of fractional shares of First Capital common stock. Peoples shareholders who exercise dissenters' rights and receive cash for their shares of First Capital common stock generally will recognize gain or loss for federal income tax purposes. At the closing, Peoples is to receive an opinion confirming these tax consequences. See "Material U.S. Federal Income Tax Consequences" beginning on page [ • ].

*The U.S. federal income tax consequences described above may not apply to all holders of Peoples common stock. Your tax consequences will depend on your individual situation. Accordingly, we strongly urge you to consult your independent tax advisor for a full understanding of the particular tax consequences that the Merger would have for you.*

**Q: Are Peoples shareholders entitled to dissenters' rights?**

A: Yes. Peoples shareholders who do not vote in favor of the Peoples Merger Proposal will be entitled to dissenters' rights under Kentucky law, provided they take all of the steps required to perfect their rights under KRS 271B.13-020. For further information, see "The Merger Dissenters' Rights in the Merger." In addition, a copy of the Kentucky Dissenters' Rights Statute, KRS 271B Subchapter 13, is attached as *Annex D* to this joint proxy statement/prospectus.

**Q: How do Peoples shareholders elect the form of payment that they prefer in the Merger?**

A: An Election Form for use by Peoples shareholders is enclosed with this joint proxy statement/prospectus. If Peoples shareholders wish to make an election, they should complete the Election Form and mail it in the postage-prepaid envelope provided to the election agent, Computershare Limited ("Computershare" or "Election Agent"). ***To make an effective election, you must submit a properly completed and executed Election Form for receipt by Computershare before 5:00 p.m. local time on the election deadline.*** The election deadline will be fixed by First Capital and can be no earlier than 7 days after the Peoples special meeting and no later than the date set for closing the Merger.

Peoples shareholders must include their Peoples share certificates with their Election Forms. If you hold your shares in street name with a broker, you should ask your broker for instructions on tendering your Peoples shares. Peoples shareholders should read the instructions to the Election Form for information on completing the form. These instructions will also inform you what to do if your share certificates have been lost, stolen or destroyed. If you do not return a properly completed and executed Election Form by the election deadline, then you will be treated as not having made an election with respect to your shares, and your shares will be converted into the Cash Consideration and/or the Stock Consideration in accordance with the election, adjustment, proration and allocation procedures described elsewhere in this joint proxy statement/prospectus.

**Q: Which form of payment should Peoples shareholders choose?**

A: The form of payment you choose will depend upon your personal financial preferences and tax circumstances. We urge Peoples shareholders to consult their personal financial or tax advisors if they have any questions about the form of payment they should elect.



Table of Contents

**Q: What if Peoples shareholders don't make an election as to some or all of their Peoples shares?**

A: If you do not submit an Election Form, the form of Merger Consideration you receive will depend entirely on the elections made by other Peoples shareholders. You may be treated as having made an election for cash, First Capital common stock, or a combination of both, depending on the outcome of the proration and allocation procedures. It is impossible to predict in advance what form of Merger Consideration you will receive if you do not make an election.

**Q: If I am a Peoples shareholder and am voting against the Peoples Merger Proposal, should I still make an election?**

A: Yes. If the Peoples Merger Proposal is approved by the Peoples shareholders and becomes effective, Peoples shareholders will receive Merger Consideration based on the elections they make on their Election Forms, subject to the election, adjustment, proration and allocation procedures described elsewhere in this joint proxy statement/prospectus. If you fail to submit an Election Form, the form of Merger Consideration you receive will be determined by the elections made by other Peoples shareholders, as described in the preceding answer.

**Q: Can Peoples shareholders change their elections?**

A: Yes. Peoples shareholders can change their elections by submitting a new Election Form to the Election Agent, as long as it is received before the election deadline set forth on the Election Form. After the election deadline, no changes can be made.

**Q: Can the form of Merger Consideration I receive differ from what I choose on my Election Form?**

A: Yes. It is possible that you will not receive the exact form of consideration that you chose on your Election Form. Whether you will be entitled to receive cash or First Capital shares in exchange for your Peoples shares will be initially determined based on your election, but may be adjusted depending upon the elections made by other Peoples shareholders. The Merger Agreement provides that 50% of the outstanding shares of Peoples must be converted into First Capital shares, with the balance of the outstanding Peoples shares converted into cash.

If the elections made by Peoples shareholders would result in less than 50% of the Peoples shares being converted into First Capital stock, then the shares for which no elections were made ("non-elections") will first be converted into stock elections on a pro rata basis until 50% of the Peoples shares would be converted. If less than 50% of the Peoples shares would be converted into First Capital stock even after all non-elections are converted into stock elections, then cash elections would be converted into stock elections on a pro rata basis until the 50% of the outstanding shares of Peoples would be converted into First Capital stock.

If the elections made by Peoples shareholders would result in more than 50% of the Peoples shares being converted into stock, then the stock elections will be converted into cash elections on a pro rata basis.

In either case, you may receive a combination of cash and whole shares of First Capital common stock for each of your Peoples shares that is different from what you elected, depending on the elections made by other Peoples shareholders. The allocation of the mix of consideration payable to each Peoples shareholder will not be finally determined until the Election Agent tallies the results of the elections made by Peoples shareholders, which will not occur until near the time of the closing of the Merger. See "The Merger Agreement Election and Allocation Procedures."

**Q: If I am a Peoples shareholder, when should I send in my Peoples stock certificates?**

A:

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You should send your stock certificates when you return your Election Form, which is enclosed with this proxy statement/prospectus.  
***Take note that your election of Merger Consideration will only be***

Table of Contents

*effective if your Election Form and stock certificates are received by Computershare before 5:00 p.m. local time on the election deadline.* The election deadline will be fixed by First Capital and can be no earlier than 7 days after the Peoples special meeting and no later than the date set for closing the Merger. Accordingly, we urge you to locate your stock certificates as soon as possible.

**Q: What if I cannot find my Peoples stock certificates?**

A: In order to avoid any delay in receiving your Merger Consideration after the Merger is completed, we urge you to confirm as soon as possible whether you hold stock certificates for your shares of Peoples common stock or whether your shares are held by a broker, depository or another financial institution. We also urge you to locate the stock certificates for any shares you hold as soon as possible. If you cannot locate your stock certificates, you should contact William L. Dawson, Peoples' President, immediately. Mr. Dawson can be reached at the address and telephone number listed below.

Your Election Form also explains the procedure by which you can receive your Merger Consideration even if you are unable to deliver your Peoples stock certificates because you have lost them. However, this procedure may take time to complete and could involve an additional expense to you.

**Q: When do you expect to complete the Merger?**

A: First Capital and Peoples expect to complete the merger in the fourth quarter of 2015. However, neither First Capital nor Peoples can assure you when or if the Merger will be completed. First Capital and Peoples must first obtain the approval of First Capital shareholders and Peoples shareholders for the Merger, as well as obtain necessary regulatory approvals and satisfy certain other closing conditions.

**Q: What happens if the Merger is not completed?**

A: If the Merger is not completed, holders of Peoples common stock will not receive any consideration for their shares in connection with the Merger. Instead, Peoples will remain an independent company. In addition, if the Merger Agreement is terminated in certain circumstances, Peoples may be required to pay a termination fee. See "The Merger Agreement Termination Fee" beginning on page [ • ] for a discussion of the circumstances under which a termination fee will be required to be paid.

**Q: Whom should I call with questions?**

A: *First Capital shareholders:* If you have any questions concerning the Merger or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of First Capital common stock, please contact the information agent, Georgeson Inc., located at 480 Washington Blvd., 26<sup>th</sup> Floor, Jersey City, NJ 07310 or at telephone number (888) 566-8006.

*Peoples shareholders:* If you have any questions concerning the Merger or this joint proxy statement/prospectus, would like additional copies of this joint proxy statement/prospectus or need help voting your shares of Peoples common stock, please contact the information agent, Georgeson Inc., located at 480 Washington Blvd., 26<sup>th</sup> Floor, Jersey City, NJ 07310 or at telephone number (888) 566-8006, or Peoples' President, William L. Dawson, at (502) 543-2226.

Table of Contents

**SUMMARY**

*This summary highlights selected information in this joint proxy statement/prospectus and may not contain all of the information important to you. To understand the Merger more fully, you should read this entire document carefully, including the annexes and the documents referred to in this joint proxy statement/prospectus.*

**The Companies** (page [ • ]) )

*First Capital, Inc.  
220 Federal Drive NW  
P.O. Box 130  
Corydon, Indiana 47112  
(812) 738-2198*

First Capital, Inc., is listed on the NASDAQ Capital Market (under the symbol: "FCAP") and is a community-focused, savings and loan holding company. As of June 30, 2015, First Capital had approximately \$476.9 million in assets, \$298.9 million in loans, \$416.2 million in deposits and \$58.4 million of total equity. Through First Harrison Bank, First Capital offers full banking services and currently has twelve offices in the Indiana communities of Corydon, Edwardsville, Greenville, Floyds Knobs, Palmyra, New Albany, New Salisbury, Jeffersonville, Salem and Lanesville. First Harrison Bank, through its business arrangement with Investment Centers of America, member SIPC, offers non-FDIC insured investments to complement its traditional banking products and services.

*Peoples Bancorp Inc. of Bullitt County  
1612 Highway 44 East  
Shepherdsville, Kentucky 40165  
(502) 543-2226*

Peoples Bancorp Inc. of Bullitt County ("Peoples") is a bank holding company which was incorporated in Kentucky in 1990 and is headquartered in Shepherdsville, Kentucky. Peoples conducts its financial services business through its wholly owned banking subsidiary, The Peoples Bank of Bullitt County ("Peoples Bank"), which offers full banking services and operates five banking offices in Bullitt County, Kentucky.

As of June 30, 2015, Peoples had total assets of \$237.8 million, net loans of \$57.8 million, deposits of \$208.6 million and total shareholder's equity of \$28.1 million.

**Special Meetings of Shareholders; Required Vote** (page [ • ]) )

*First Capital*

The First Capital special meeting is scheduled to be held at [ • ] on [ • ], at [ • ] local time. At the First Capital special meeting, you will be asked to vote to approve the First Capital Merger Proposal. You will also be asked to approve the First Capital Adjournment Proposal. Only First Capital shareholders of record as of the close of business on [ • ], are entitled to notice of, and to vote at, the First Capital special meeting and any adjournments or postponements of the First Capital special meeting.

As of the record date, there were [ • ] shares of First Capital common stock outstanding. The directors and executive officers of First Capital (and their affiliates), as a group, beneficially owned [ • ] shares of First Capital common stock, including shares subject to options currently exercisable but not exercised, representing approximately [ • ]% of the outstanding shares of First Capital common stock as of the record date.

Table of Contents

Approval of the First Capital Merger Proposal requires the affirmative vote of the holders of a majority of the issued and outstanding shares of First Capital. Approval of the First Capital Adjournment Proposal requires that more votes be cast in favor of the proposal than against the proposal at the First Capital special meeting.

*Peoples*

The Peoples special meeting is scheduled to be held at [ • ] on [ • ], at [ • ] local time. At the Peoples special meeting, you will be asked to vote to approve the Peoples Merger Proposal. You will also be asked to approve the Peoples Adjournment Proposal. Only Peoples shareholders of record as of the close of business on [ • ], are entitled to notice of, and to vote at, the Peoples special meeting and any adjournments or postponements of the Peoples special meeting.

As of the record date, there were [ • ] shares of Peoples common stock outstanding. The directors and executive officers of Peoples (and their affiliates), as a group, beneficially owned [ • ] shares of Peoples common stock, representing approximately [ • ]% of the outstanding shares of Peoples common stock as of the record date.

Approval of the Peoples Merger Proposal requires the affirmative vote of the holders of a majority of the issued and outstanding shares of Peoples. Approval of the Peoples Adjournment Proposal requires that more votes be cast in favor of the proposal than against the proposal at the Peoples special meeting

**The Merger and the Merger Agreement** (pages [ • ] and [ • ])

The Merger Agreement provides that, if all of the conditions are satisfied or waived, Peoples will be merged with and into First Capital, with First Capital surviving. Simultaneously with the Merger, The Peoples Bank of Bullitt County will be merged into First Harrison Bank and all of the branches of The Peoples Bank of Bullitt County will be branches of First Harrison Bank. We encourage you to read the Merger Agreement, which is included as *Annex A* to this joint proxy statement/prospectus and is incorporated by reference herein.

**What Peoples Shareholders Will Receive in the Merger** (page [ • ])

If the Merger is completed, each share of Peoples common stock (except for specified shares of Peoples common stock held by Peoples or First Capital and any dissenting shares) will be converted, at the election of the shareholder and subject to certain adjustments and election and allocation procedures described elsewhere in this joint proxy statement/prospectus, into the right to receive, without interest, either (i) 382.83 shares (the "Exchange Ratio") of First Capital common stock (the "Stock Consideration"), or (ii) \$9,475.00 in cash (the "Cash Consideration") (collectively, the "Merger Consideration"). Peoples shareholders who would otherwise be entitled to a fractional share of First Capital common stock upon the completion of the Merger will instead receive an amount in cash equal to the fractional share interest multiplied by the Cash Consideration. The Merger Agreement also provides for the possibility of an additional cash payment to shareholders of Peoples as described elsewhere in this joint proxy statement/prospectus if and to the extent that Peoples sells certain specified assets (the "Contingent Assets") prior to the effective time of the Merger, or First Capital sells such assets within 26 months after the effective time of the Merger. No guarantee can be made that the Contingent Assets will be sold in the manner or the timeframes set forth in the Merger Agreement.

The Merger Agreement provides that the Stock Consideration and Cash Consideration will be adjusted within certain limits in the manner specified in the Merger Agreement if the Average First Capital Closing Price (as defined) is greater, or less, than \$24.75. "Average First Capital Closing Price" means the average per share closing price of First Capital common stock for the 20 trading days

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### Table of Contents

preceding the 5th calendar before the effective time of the Merger. The Merger Consideration may also decrease as specified in the Merger Agreement if the consolidated net book value of Peoples (as defined in the Merger Agreement) is less than \$29,010,000 but greater than \$26,410,000.

The following table shows the range of potential values for the Cash Consideration per Peoples share and the Exchange Ratio (the number of First Capital shares into which each Peoples share would be converted in the Merger) based on (1) changes in the Average First Capital Closing Price within the minimum and maximum price range, with a mid-point of \$24.75 per First Capital share; and (2) various levels of Consolidated Net Book Value as of the Closing Date. The values in the table are for illustrative purposes only. The actual values will be determined immediately before the Merger becomes effective. The table assumes no cash issued in lieu of fractional shares of First Capital common stock.

Peoples Consolidated Net Book Value (in thousands)	Average First Capital Closing Price					
	Minimum (9.9% decrease) \$22.30		Mid-Point \$24.75		Maximum (10.1% increase) \$27.25	
	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration
\$ 29,010	403.86	\$ 9,006.04	382.83	\$ 9,475.00	365.27	\$ 9,953.54
\$ 28,000	389.11	\$ 8,677.16	369.54	\$ 9,146.12	353.20	\$ 9,624.66
\$ 27,000	374.51	\$ 8,351.53	356.38	\$ 8,820.49	341.25	\$ 9,299.03
\$ 26,410	365.89	\$ 8,159.41	348.62	\$ 8,628.37	334.20	\$ 9,106.91

As of June 30, 2015, Peoples would have reported Consolidated Net Book Value (as defined in the Merger Agreement) of more than \$29,010,000. Assuming that value remained in effect on the closing date, there would not be a book value-related price adjustment. Based on the \$26.27 closing trading price of First Capital common stock on September 14, 2015, the Exchange Ratio would be 371.75 First Capital shares for each Peoples share, and the Cash Consideration would be \$9,765.95 for each Peoples share.

### **Recommendations of First Capital and Peoples Boards of Directors** (page [ • ]) )

#### *First Capital*

The First Capital board of directors unanimously adopted the Merger Agreement and approved and authorized the proposed Merger. The First Capital board of directors unanimously determined that the Merger and the Merger Agreement would be in compliance with all applicable laws and that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement is in the best interest of First Capital, First Harrison Bank, and the First Capital shareholders. The First Capital board of directors unanimously recommends that First Capital shareholders vote "FOR" approval of the Merger Agreement. In reaching its determination, the First Capital board of directors considered a number of factors, which are described in the section captioned "Proposal 1 The Merger First Capital's Reasons for the Merger and Recommendation of the Board of Directors" beginning on page [ • ]. Because of the wide variety of factors considered, the First Capital board of directors did not believe it practicable, nor did it attempt, to quantify or otherwise assign relative weight to the specific factors it considered in reaching its decision.

The First Capital board of directors also unanimously recommends that you vote "FOR" approval of the First Capital Adjournment Proposal.

Table of Contents

*Peoples*

The Peoples board of directors unanimously adopted the Merger Agreement and approved and authorized the proposed Merger. The Peoples board of directors unanimously determined that the Merger and the other transactions contemplated by the Merger Agreement would be in the best interest of Peoples, The Peoples Bank of Bullitt County and the Peoples shareholders. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" approval of the Merger Agreement. In reaching its determination, the Peoples board of directors considered a number of factors, which are described in the section captioned "Proposal 1 The Merger Peoples' Reasons for the Merger and Recommendation of the Board of Directors" beginning on page [ • ]. Because of the wide variety of factors considered, the Peoples board of directors did not believe it practicable, nor did it attempt, to quantify or otherwise assign relative weight to the specific factors it considered in reaching its decision.

The Peoples board of directors also unanimously recommends that you vote "FOR" approval of the Peoples Adjournment Proposal.

**Dissenters' Rights** (page [ • ])

If the Merger Agreement is approved and the Merger is consummated, each shareholder of Peoples who dissents from the Merger will have the right to be paid the "fair value" of his or her shares of Peoples Common Stock in cash, provided that the shareholder complies with Subtitle 13, Chapter 271B of the Kentucky Revised Statutes. See "Merger Rights of Dissenting Shareholders" and *Annex D*.

**Opinion of Peoples' Financial Advisor** (page [ • ])

In connection with the Merger, the Peoples board of directors received an oral and a written opinion, dated June 4, 2015, from Peoples' financial advisor, Professional Bank Services, Inc. ("PBS"), to the effect that, as of the date of the opinion and based on and subject to the various considerations described in the opinion, the Merger Consideration to be paid to the holders of Peoples common stock as described in the Merger Agreement is fair and equitable from a financial perspective. The full text of PBS's written opinion, which sets forth, among other things, the assumptions made, procedures followed, matters considered, and limitations on the review undertaken by PBS in rendering its opinion, is attached to this document as *Annex B*. We encourage you to read the entire opinion carefully. The opinion of PBS is directed to the Peoples board of directors and does not constitute a recommendation to any Peoples shareholder as to how to vote at the Peoples special meeting or any other matter relating to the proposed Merger.

**Opinion of First Capital's Financial Advisor** (page [ • ])

At the request of First Capital's board of directors on June 3, 2015, Raymond James rendered its opinion as to the fairness, as of June 1, 2015, from a financial point of view, to First Capital of the Merger Consideration (as defined in the opinion letter) to be paid by First Capital in the Transaction (as defined in the opinion letter) pursuant to the Agreement (as defined in the opinion letter) based upon and subject to the qualifications, assumptions and other matters considered in connection with the preparation of its opinion. The full text of Raymond James's written opinion, which sets forth, among other things, the various qualifications, assumptions, and any limitations on the review undertaken in connection with the opinion, is attached to this document as *Annex C*. The opinion was provided for the information of First Capital's board of directors (solely in its capacity as such) in connection with, and for purposes of, its consideration of the Transaction and the opinion only addressed whether the Merger Consideration to be paid by First Capital in the Transaction pursuant to the Agreement was fair, from a financial point of view, to First Capital. The opinion did not address

Table of Contents

any other term or aspect of the Agreement or the Transaction contemplated thereby. The opinion does not constitute a recommendation to the board or to any holder of First Capital common shares as to how the board, such shareholder or any other person should vote or otherwise act with respect to the Transaction or any other matter.

**Reasons for the Merger** (page [ • ])

The Peoples board of directors unanimously determined that the Merger, the Merger Agreement and the Merger Consideration would be in compliance with all applicable laws and that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement is in the best interest of Peoples, The Peoples Bank of Bullitt County and the Peoples shareholders. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" the Peoples Merger Proposal.

In its deliberations and in making its determination, the Peoples board of directors considered many factors including, but not limited to, the following:

The financial terms of the Merger, including the purchase price per Peoples share and the opportunity to receive cash or First Capital common stock;

Prospects for the combined company resulting from the Merger, which would have approximately \$750 million in total assets and \$620 million in deposits and be capable of competing effectively and absorbing the fixed costs of regulatory compliance;

The risks and prospects of Peoples remaining independent, including the challenges of the current financial, operating and regulatory climate and the increasing costs associated with banking regulation, including the Dodd-Frank Act;

First Capital's asset quality, financial performance, and prospects;

The greater liquidity of First Capital common stock, which is traded on the NASDAQ Capital Market, and the absence of a liquid trading market in which shareholders can sell Peoples shares;

First Capital's current practice of paying a quarterly dividend that compares favorably to the semi-annual dividend historically paid by Peoples; and

The fairness opinion of Peoples' financial advisor, Professional Bank Services, which is attached as *Annex B* to this joint proxy statement/prospectus.

For more information on the factors considered by the Peoples board of directors in reaching its determination to recommend approval of the Merger Agreement, see "Proposal 1 The Merger Peoples' Reasons for the Merger and Recommendation of the Board of Directors" beginning on page [ • ].

First Capital's board of directors concluded that the Merger Agreement is in the best interests of First Capital and its shareholders. In deciding to approve the Merger Agreement, First Capital's board of directors considered a number of factors, including, but not limited to, the following:

Peoples' community banking orientation in Bullitt County, Kentucky and its perceived compatibility with First Capital and First Harrison Bank;



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The opportunity to enter into a new market with an established market participant;

a review of the demographic, economic, and financial characteristics of the market in which Peoples operates, including existing and potential competition and the history of the market areas with respect to financial institutions; and

Table of Contents

management's review of the business, management and personnel, operations, earnings, and financial condition, including capital levels and asset quality, of Peoples and The Peoples Bank of Bullitt County.

**Regulatory Approvals** (page [ • ]) )

Under the terms of the Merger Agreement, the Merger cannot be completed until First Capital receives necessary regulatory approvals, which include the approval of the Office of the Comptroller of the Currency and the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). First Capital will file applications with each regulatory authority to obtain the approvals. First Capital cannot be certain when such approvals will be obtained or if they will be obtained.

**Issued First Capital Shares Will be Eligible for Trading** (page [ • ]) )

The shares of First Capital common stock to be issued upon completion of the Merger will be eligible for trading on the NASDAQ Capital Market.

**Conditions to the Merger** (page [ • ]) )

The respective obligations of First Capital and Peoples to consummate the Merger are subject to the satisfaction or waiver, on or before the completion of the Merger, of a number of conditions, including:

the representations and warranties made by the parties in the Merger Agreement must be true and correct as of the closing date of the Merger or as otherwise required in the Merger Agreement, unless the inaccuracies do not or would not reasonably be expected to result in a material adverse effect;

the covenants made by the parties must have been fulfilled or complied with in all material respects from the date of the Merger Agreement through the closing date of the Merger;

the parties must have received the respective closing deliveries of the other party to the Merger Agreement;

the Registration Statement on Form S-4, of which this joint proxy statement/prospectus is a part, relating to the First Capital shares to be issued pursuant to the Merger Agreement, must have become effective under the Securities Act of 1933, and no stop order suspending the effectiveness of the Registration Statement shall have been issued or threatened by the Securities and Exchange Commission;

the Merger must have been approved by the appropriate regulatory authorities;

the shareholders of First Capital and Peoples must have each approved the Merger Agreement;

First Capital and Peoples must have received an opinion from Krieg DeVault LLP, dated as of the closing date, to the effect that the Merger constitutes a tax-free "reorganization" for purposes of Section 368(a) of the Internal Revenue Code, as amended;

none of First Capital, Peoples, or either of their subsidiaries, shall be subject to any statute, rule, regulation, injunction, order or decree which prohibits, prevents or makes illegal completion of the Merger, and no material claim, litigation or proceeding shall have been initiated or threatened relating to the Merger Agreement or the Merger or seeking to prevent completion of the Merger; and

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the shares of First Capital common stock to be issued upon completion of the Merger shall have been authorized for listing on the NASDAQ Capital Market.

Table of Contents

We cannot be certain when, or if, the conditions to the Merger will be satisfied or waived, or that the Merger will be completed.

**Termination** (page [ • ])

First Capital or Peoples may mutually agree at any time to terminate the Merger Agreement without completing the Merger, even if the First Capital and Peoples shareholders have approved it. Also, either party may decide, without the consent of the other party, to terminate the Merger Agreement under specified circumstances, including if the Merger is not consummated by January 31, 2016, if any governmental entity has issued a final and nonappealable order or taken any other action permanently enjoining, restraining or otherwise prohibiting the consummation of the Merger, or if either the First Capital or Peoples shareholders do not approve the Merger Agreement at the applicable special meeting. In addition, either party may terminate the Merger Agreement if there is a breach of the agreement by the other party that would cause the failure of conditions to the terminating party's obligation to close, unless the breach is capable of being cured and is cured within 20 business days of written notice of the breach, or if there has been a material adverse effect on the other party on a consolidated basis as of the closing date, compared to that in existence as of the date of the Merger Agreement.

First Capital has the right to terminate the Merger Agreement if the Peoples board of directors changes its recommendation or fails to reject a takeover proposal and reaffirm its recommendation within five business days of public announcement of such takeover proposal or if Peoples enters into an agreement relating to a takeover proposal.

Peoples has the right to terminate the Merger Agreement to enter into a definitive agreement that constitutes a superior proposal, provided that Peoples pays the termination fee described below.

**Termination Fee** (page [ • ])

Peoples is required to pay First Capital a \$900,000 termination fee in the following circumstances:

if First Capital terminates the Merger Agreement because the Peoples board fails to include its recommendation to approve the Merger in the proxy statement/prospectus;

if First Capital or Peoples terminates the Merger Agreement because Peoples approves, enters into or publicly recommends that Peoples shareholders accept or approve a takeover proposal;

if (A) the Merger Agreement is terminated by First Capital or Peoples because the Peoples shareholders fail to approve the Merger Agreement by the requisite vote, and Peoples enters into or consummates a takeover proposal within twelve months after such termination; or

if the Merger Agreement is terminated by First Capital or Peoples because (A) the Merger does not occur on or before January 31, 2016; (B) any person has made a takeover proposal to Peoples on or after the date of such termination; and (C) within twelve months after the date of termination, Peoples consummates a takeover proposal or enters into a definitive agreement with respect to a takeover proposal.

**Interests of Certain Directors and Executive Officers of Peoples in the Merger That are Different From Yours** (page [ • ])

First Capital is obligated under the Merger Agreement to maintain the rights of the officers and directors of Peoples and The Peoples Bank of Bullitt County to indemnification following the Merger in accordance with the provisions with respect to indemnification in the Articles of Incorporation and Bylaws of Peoples and The Peoples Bank of Bullitt County.

Table of Contents

**Accounting Treatment of the Merger** (page [ • ]) )

The Merger will be accounted for as a purchase transaction in accordance with United States generally accepted accounting principles.

**Rights of Shareholders After the Merger** (page [ • ]) )

When the Merger is completed, Peoples shareholders, whose rights are governed by the Peoples articles of incorporation and bylaws, will become First Capital shareholders, and their rights then will be governed by First Capital's articles of incorporation and by-laws. First Capital is organized under Indiana law and Peoples is organized under Kentucky law. To review the differences in the rights of shareholders under each company's governing documents, see "Comparison of the Rights of Shareholders" beginning on page [ • ].

**Material Federal Income Tax Consequences of the Merger** (page [ • ]) )

First Capital and Peoples expect the Merger to qualify as a "reorganization" for U.S. federal income tax purposes. If the Merger qualifies as a reorganization, then, in general, Peoples shareholders will not recognize any gain or loss for U.S. federal income tax purposes on the exchange of Peoples shares for First Capital shares in the Merger. With respect to cash received in the Merger, Peoples shareholders will recognize gain (but not loss) in an amount equal to the lesser of (A) the amount of cash received in the Merger, and (B) the excess, if any, of (1) the sum of the amount of cash and the fair market value of the First Capital common stock received in the Merger over (2) the Peoples shareholder's aggregate tax basis in the Peoples common stock surrendered in exchange for First Capital common stock.

To review the tax consequences of the Merger to Peoples shareholders in greater detail, please see the section "Material Federal Income Tax Consequences" beginning on page [ • ].

**Comparative Per Share Data**

The following table shows information about First Capital's and Peoples' book value per share, cash dividends per share, and diluted earnings per share, and similar information as if the Merger had occurred on the date indicated, all of which is referred to as "pro forma" information. In presenting the comparative pro forma information for certain time periods, it has been assumed that First Capital and Peoples had been merged throughout those periods along with certain other assumptions.

The information listed as "Pro Forma Equivalent Peoples Share" was obtained by multiplying the Pro Forma Combined amounts by a fixed Exchange Ratio of 382.83. This information is presented to reflect the fact that Peoples shareholders will receive shares of First Capital common stock for each share of Peoples common stock exchanged in the Merger. It is also anticipated that the combined company will derive financial benefits from the Merger that include reduced operating expenses and the opportunity to earn more revenue. The pro forma information, while helpful in illustrating the financial characteristics of the merged company under one set of assumptions, does not reflect these benefits and, accordingly, does not attempt to predict or suggest future results. Further, the pro forma information below excludes one-time expenses related to the Merger. The pro forma information also

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### Table of Contents

does not necessarily reflect what the historical results of the combined company would have been had the companies been combined during these periods.

	First Capital Historical	Peoples Historical	Pro Forma Combined	Pro Forma Equivalent Peoples Share
Book value per common share:				
at June 30, 2015	\$ 21.13	\$ 9,152.39	\$ 21.12	\$ 8,085.00
at December 31, 2014	\$ 20.84	\$ 9,386.84	\$ 20.88	\$ 7,993.30
Cash dividends per common share:				
Six months ended June 30, 2015	\$ 0.42	\$ 126.00	\$ 0.46	\$ 176.27
Year ended December 31, 2014	\$ 0.84	\$ 251.00	\$ 0.93	\$ 354.73
Diluted earnings per common share:				
Six months ended June 30, 2015	\$ 0.98	\$ 90.85	\$ 0.94	\$ 359.86
Year ended December 31, 2014	\$ 2.03	\$ 565.41	\$ 2.05	\$ 784.80

### **Market Prices and Share Information**

The following table presents quotation information for First Capital common stock on the NASDAQ Capital Market for June 3, 2015, which was the last trading day prior to the announcement of the signing of the Merger Agreement and [●], 2015, which was the last practicable trading day for which information was available prior to the date of this joint proxy statement/prospectus.

	First Capital Common Stock		
	high	low	close
June 3, 2015	\$ 25.91	25.91	25.91
[●], 2015	\$ [●]	\$ [●]	\$ [●]

Peoples common stock is not traded on an established public trading market.

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF FIRST CAPITAL**

The selected consolidated financial data presented below, as of and for the six months ended June 30, 2015 and 2014, is unaudited. The selected consolidated financial data presented below, as of and for each of the years in the five-year period ended December 31, 2014, is derived from First Capital's audited historical financial statements. Per share amounts have been adjusted to reflect all completed stock dividends and splits. This information should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page [ • ] of this proxy statement/prospectus, and the consolidated financial statements and the notes thereto attached to this proxy statement/prospectus. Results for past periods are not necessarily indicative of results that may be expected for any future period.

	Six Months Ended June 30,		Year Ended December 31,				
	2015 (unaudited)	2014	2014	2013	2012	2011	2010
<b>Results of Operations</b>							
Net interest income	\$ 8,569	\$ 8,570	\$ 17,255	\$ 16,758	\$ 16,335	\$ 16,513	\$ 16,332
Provision for loan losses	50	115	190	725	1,525	1,825	2,037
Noninterest income	2,578	2,266	4,936	4,640	4,537	4,051	3,906
Noninterest expense	7,440	6,648	14,082	13,331	13,853	13,211	12,762
Income (loss) before income tax	3,657	4,073	7,919	7,342	5,494	5,528	5,439
Income tax (benefit)	956	1,251	2,312	2,255	1,559	1,543	1,561
Net income	2,701	2,822	5,607	5,087	3,935	3,985	3,878
Net income available to common shareholders	2,694	2,815	5,594	5,074	3,922	3,972	3,865
Dividends paid on common stock	1,155	1,160	2,312	2,228	2,118	2,117	2,063
<b>Per Common Share</b>							
Earnings per share (basic)	\$ 0.98	\$ 1.02	\$ 2.03	\$ 1.82	\$ 1.41	\$ 1.43	\$ 1.39
Earnings per share (diluted)	0.98	1.02	2.03	1.82	1.41	1.43	1.39
Dividends paid	0.42	0.42	0.84	0.80	0.76	0.76	0.74
Book value end of period	21.13	20.10	20.84	19.12	18.97	18.29	17.18
Market value end of period	27.07	21.11	24.34	21.26	19.47	18.53	16.64
<b>At Period End</b>							
Total assets	\$ 476,924	\$ 459,537	\$ 472,761	\$ 444,384	\$ 459,132	\$ 438,886	\$ 452,378
Investment securities	98,366	107,262	100,232	108,771	122,985	111,456	100,883
Net loans, excluding held for sale	298,865	297,997	300,603	288,506	280,407	276,047	294,550
Allowance for loan losses	3,600	5,066	4,846	4,922	4,736	4,182	4,473
Total deposits	416,247	386,753	412,636	373,830	384,343	364,374	378,003
Other borrowings	0	15,617	0	14,810	19,192	21,475	24,398
Shareholders' equity	58,309	55,142	57,121	53,227	52,824	50,942	47,893
<b>Financial Ratios</b>							
Return on average assets	1.14%	1.24%	1.22%	1.11%	0.86%	0.90%	0.84%
Return on average common shareholders' equity	9.25%	10.34%	10.09%	9.56%	7.54%	8.04%	8.10%
Allowance for loan losses to gross loans (period end) (excluding held for sale)	1.17%	1.64%	1.57%	1.64%	1.64%	1.47%	1.48%
Shareholders' equity to total assets (period end)	12.23%	12.00%	12.08%	11.98%	11.51%	11.61%	10.59%
Average equity to average total assets	12.31%	12.01%	12.08%	11.65%	11.46%	11.13%	10.43%
Dividend payout ratio	42.86%	41.18%	41.38%	43.96%	53.90%	53.15%	53.24%

Table of Contents**SELECTED CONSOLIDATED FINANCIAL DATA OF PEOPLES**

The selected consolidated financial data presented below, as of and for the six months ended June 30, 2015 and 2014, is unaudited. The selected consolidated financial data presented below, as of and for the year ended December 31, 2014, is derived from Peoples' audited financial statements. The selected consolidated financial data presented below, as of and for each of the years ended December 31, 2013 and 2012, is derived from Peoples' unaudited historical financial statements. Results for past periods are not necessarily indicative of results that may be expected for any future period.

	Six months ended June 30,		Year ended December 31,		
	2015 (unaudited)	2014	2014 (audited)	2013 (unaudited)	2012
<b>Results of Operations</b>					
Interest income	\$ 3,639	\$ 4,335	\$ 8,204	\$ 8,630	\$ 9,124
Interest expense	669	695	1,388	1,504	1,992
Net interest income	2,970	3,640	6,816	7,126	7,132
Provision for loan losses				300	2,300
Net interest income after provision for loan losses	2,970	3,640	6,816	6,826	4,832
Noninterest income	961	810	2,985	1,046	854
Noninterest expense	3,574	3,449	7,336	6,151	6,451
Income (loss) before income taxes	357	1,001	2,465	1,721	(765)
Income tax expense (benefit)	78	281	725	499	(369)
Net Income (Loss)	279	720	1,740	1,222	(396)
<b>Per Common Share</b>					
Net income (loss) basic	\$ 90.85	\$ 233.78	\$ 565.41	\$ 394.46	\$ (126.91)
Net income (loss) diluted	90.85	233.78	565.41	394.46	(126.91)
Dividends	126.00	125.00	251.00	249.00	247.00
Book value end of period	9,152.39	8,807.28	9,379.68	7,540.13	9,353.62
<b>At Period End</b>					
Total assets	\$ 237,777	\$ 229,424	\$ 233,623	\$ 223,550	\$ 230,811
Cash and cash equivalents(1)	15,525	11,836	16,700	11,700	8,341
Securities available for sale	151,425	139,976	144,971	129,258	49,196
Securities held to maturity					87,030
Net loans	57,750	63,236	59,295	71,235	78,239
Deposits	208,620	201,288	203,919	199,708	196,055
Shareholders' equity	28,107	27,100	28,827	23,299	29,043
<b>Financial Ratios</b>					
Return on average assets(2)	0.23%	0.63%	0.76%	0.54%	0.17%
Return on average equity(3)	1.93%	5.24%	6.34%	4.27%	1.29%
Dividend payout ratio(4)	138.69%	53.47%	44.39%	63.12%	NM
Average equity to average assets	12.08%	12.02%	11.99%	12.58%	13.52%
Interest rate spread(5)	2.43%	3.20%	2.94%	2.97%	2.91%
Net interest margin(6)	2.73%	3.49%	3.22%	3.31%	3.34%
Noninterest expense to average assets	2.98%	3.02%	3.20%	2.71%	2.84%
Average interest earning assets to average interest bearing liabilities	137.11%	132.94%	133.69%	138.05%	139.96%
<b>Regulatory Capital Ratios (Bank only)</b>					
Tier 1 average assets	12.17%	12.51%	12.60%	12.60%	12.10%
Tier 1 risk weighted assets	26.56%	28.33%	30.96%	27.16%	26.74%
Total risk weighted assets	30.81%	29.59%	32.21%	28.41%	28.02%
<b>Asset Quality Ratios</b>					
Nonperforming loans as a percent of net loans(7)	4.64%	4.88%	4.80%	11.27%	15.20%
Nonperforming assets as a percent of total assets(8)	3.72%	4.05%	3.83%	4.29%	5.65%
Allowance for loan losses as a percent of gross loans receivable	2.71%	2.66%	2.74%	2.35%	4.75%



- (1) Includes cash and due from banks, interest-bearing deposits in other depository institutions and federal funds sold.
- (2) Net income attributable to Peoples Bancorp, Inc. of Bullitt County divided by average assets.

Table of Contents

- (3) Net income attributable to Peoples Bancorp, Inc. of Bullitt County divided by average equity.
- (4) Common stock dividends declared per share divided by net income per share.
- (5) Difference between weighted average yield on interest-earning assets and weighted average cost of interest-bearing liabilities. Tax exempt income is reported on a tax equivalent basis using a federal marginal tax rate of 34%.
- (6) Net interest income as a percentage of average interest-earning assets.
- (7) Nonperforming loans consist of loans accounted for on a nonaccrual basis and accruing loans 90 days or more past due.
- (8) Nonperforming assets consist of nonperforming loans and real estate acquired in settlement of loans.

Table of Contents

**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The following unaudited pro forma condensed combined financial information and accompanying notes show the impact on the historical financial conditions and results of operations of First Capital and Peoples and have been prepared to illustrate the effects of the Merger under the purchase method of accounting.

The unaudited pro forma condensed combined balance sheet as of June 30, 2015, is presented as if the Merger had occurred on June 30, 2015. The unaudited pro forma condensed combined statements of income for the six months ended June 30, 2015 and for the year ended December 31, 2014, are presented as if the Merger had occurred on January 1, 2014. The historical consolidated financial information has been adjusted to reflect factually supportable items that are directly attributable to the Merger.

The selected unaudited pro forma condensed combined financial statements are provided for informational purposes only. The unaudited pro forma condensed combined financial statements are not necessarily, and should not be assumed to be, an indication of the results that would have been achieved had the Merger been completed as of the dates indicated or that may be achieved in the future. The preparation of the unaudited pro forma condensed combined financial statements and related adjustments required management to make certain assumptions and estimates. The unaudited pro forma condensed combined financial statements should be read together with:

the accompanying notes to the unaudited pro forma condensed combined financial statements;

First Capital's audited consolidated financial statements and accompanying notes as of and for the year ended December 31, 2014, included elsewhere in this joint proxy statement/prospectus;

Peoples' audited consolidated financial statements and accompanying notes as of and for the year ended December 31, 2014, included elsewhere in this joint proxy statement/prospectus;

First Capital's unaudited condensed consolidated financial statements and accompanying notes as of and for the six months ended June 30, 2015, included elsewhere in this joint proxy statement/prospectus;

Peoples' unaudited consolidated financial statements and accompanying notes as of and for the six months ended June 30, 2015, included elsewhere in this joint proxy statement/prospectus; and

other information pertaining to First Capital and Peoples included in this joint proxy statement/prospectus.

Table of Contents**FIRST CAPITAL, INC. AND PEOPLES BANCORP, INC. OF BULLITT COUNTY****UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET**

JUNE 30, 2015

(In thousands)

	First Capital	Peoples	Debit	Pro Forma Adjustments	Credit	Pro Forma Combined
<b>ASSETS</b>						
Cash and cash equivalents	\$ 39,647	\$ 15,525	\$ 14,549	(a)	\$ 14,549	\$ 55,172
Interest bearing time deposits	9,515					9,515
Securities available for sale, at fair value	98,361	151,425				249,786
Securities held to maturity	5					5
Loans held for sale	1,673					1,673
Loans, net	302,465	59,358		(b)	332	361,491
Allowance for loan losses	(3,600)	(1,608)	1,608	(c)		(3,600)
Net loans	298,865	57,750	1,608		332	357,891
Federal Home Loan Bank and other restricted stock	1,550	1,295				2,845
Foreclosed real estate	567	6,154		(d)	1,646	5,075
Premises and equipment	10,238	2,378				12,616
Accrued interest receivable	1,538	1,344				2,882
Goodwill	5,386		43	(m)		5,429
Core deposit intangible			1,972	(e)		1,972
Cash value of life insurance	6,002	784				6,786
Other assets	3,577	1,122	1,117	(f)	489	5,327
<b>Total Assets</b>	\$ 476,924	\$ 237,777	\$ 19,289		\$ 17,016	\$ 716,974
<b>LIABILITIES</b>						
Deposits	\$ 416,247	\$ 208,620		(g)	\$ 165	\$ 625,032
Borrowed funds				(a)	14,549	14,549
Accrued interest payable	94	267				361
Other liabilities	2,169	783		(l)	3,293	6,245
Total Liabilities	418,510	209,670			18,007	646,187
<b>EQUITY</b>						
Preferred stock						
Common stock	32	77	77	(h)	6	38
Additional paid-in capital	24,766	7,069	7,069	(i)	14,543	39,309
Retained earnings	41,768	22,139	24,315	(j)		39,592
Accumulated other comprehensive income (loss)	411	(1,178)		(k)	1,178	411
Unearned stock compensation	(415)					(415)
Treasury stock, at cost	(8,253)					(8,253)
Total First Capital, Inc. Stockholders' Equity	58,309	28,107	31,461		15,727	70,682

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Noncontrolling interest in subsidiary	105				105
<b>Total Equity</b>	58,414	28,107	31,461	15,727	70,787
<b>Total Liabilities and Equity</b>	\$ 476,924	\$ 237,777	\$ 31,461	\$ 33,734	\$ 716,974

See Notes to the Unaudited Pro Forma Condensed Combined Financial Statements.

Table of Contents

**FIRST CAPITAL, INC. AND PEOPLES BANCORP, INC. OF BULLITT COUNTY**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME**  
**FOR THE SIX MONTHS ENDED JUNE 30, 2015**  
(In thousands, except share and per share amounts)

	First Capital	Peoples	Pro Forma Adjustments		Pro Forma Combined
			Debit	Credit	
<b>INTEREST INCOME</b>					
Loans, including fees	\$ 7,893	\$ 1,992	\$ 270	(n)	\$ 9,615
Securities	1,020	1,586			2,606
Other interest and dividend income	138	61			199
<b>Total interest income</b>	<b>9,051</b>	<b>3,639</b>	<b>270</b>		<b>12,420</b>
<b>INTEREST EXPENSE</b>					
Deposits	482	669		(o)	1,115
Borrowed funds			33	(s)	33
<b>Total interest expense</b>	<b>482</b>	<b>669</b>	<b>33</b>	<b>36</b>	<b>1,148</b>
Net interest income	8,569	2,970	303	36	11,272
Provision for loan losses	50				50
Net interest income after provision for loan losses	8,519	2,970	303	36	11,222
<b>NONINTEREST INCOME</b>					
Service charges on deposit accounts	1,630	156			1,786
Gain on sale of securities		97			97
Gain on sale of loans	486				486
Other income	462	708			1,170
<b>Total noninterest income</b>	<b>2,578</b>	<b>961</b>			<b>3,539</b>
<b>NONINTEREST EXPENSES</b>					
Compensation and benefits	3,981	1,796			5,777
Occupancy and equipment	623	216			839
Other expenses	2,836	1,562	102	(p)	4,100
<b>Total noninterest expenses</b>	<b>7,440</b>	<b>3,574</b>	<b>102</b>	<b>400</b>	<b>10,716</b>
Income before income taxes	3,657	357	405	436	4,045
Income tax expense	956	78		(q)	909
<b>Net Income</b>	<b>2,701</b>	<b>279</b>	<b>405</b>	<b>561</b>	<b>3,136</b>
Less: net income attributable to noncontrolling interest in subsidiary	7				7
<b>Net Income Attributable to First Capital, Inc.</b>	<b>\$ 2,694</b>	<b>\$ 279</b>	<b>\$ 405</b>	<b>\$ 561</b>	<b>\$ 3,129</b>
<b>Basic earnings per common share:</b>					
Earnings per share	\$ 0.98	\$ 90.85			\$ 0.94

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Weighted average common shares outstanding	2,740,596	3,071	(r)	3,328,431
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**Diluted earnings per common share:**

Earnings per share	\$ 0.98	\$ 90.85		\$ 0.94
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Weighted average common shares outstanding	2,740,752	3,071	(r)	3,328,587
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See Notes to the Unaudited Pro Forma Condensed Combined Financial Statements.

Table of Contents

**FIRST CAPITAL, INC. AND PEOPLES BANCORP, INC. OF BULLITT COUNTY**  
**UNAUDITED PRO FORMA CONDENSED COMBINED STATEMENT OF INCOME**

**FOR THE YEAR ENDED DECEMBER 31, 2014**

**(In thousands, except share and per share amounts)**

	First Capital	Peoples	Pro Forma Adjustments		Pro Forma Combined
			Debit	Credit	
<b>INTEREST INCOME</b>					
Loans, including fees	\$ 15,937	\$ 4,506	\$ 540	(n)	\$ 19,903
Securities	2,243	3,620			5,863
Other interest and dividend income	219	78			297
<b>Total interest income</b>	<b>18,399</b>	<b>8,204</b>	<b>540</b>		<b>26,063</b>
<b>INTEREST EXPENSE</b>					
Deposits	1,127	1,388		(o) 72	2,443
Borrowed funds	17		65	(s)	82
<b>Total interest expense</b>	<b>1,144</b>	<b>1,388</b>	<b>65</b>	<b>72</b>	<b>2,525</b>
Net interest income	17,255	6,816	605	72	23,538
Provision for loan losses	190				190
Net interest income after provision for loan losses	17,065	6,816	605	72	23,348
<b>NONINTEREST INCOME</b>					
Service charges on deposit accounts	3,189	435			3,624
Gain on sale of securities	54	1,035			1,089
Gain on sale of loans	713				713
Other income	980	1,515			2,495
<b>Total noninterest income</b>	<b>4,936</b>	<b>2,985</b>			<b>7,921</b>
<b>NONINTEREST EXPENSES</b>					
Compensation and benefits	7,661	3,578			11,239
Occupancy and equipment	1,198	546			1,744
Other expenses	5,223	3,212	204	(p)	8,639
<b>Total noninterest expenses</b>	<b>14,082</b>	<b>7,336</b>	<b>204</b>		<b>21,622</b>
Income before income taxes	7,919	2,465	809	72	9,647
Income tax expense	2,312	725		(q) 251	2,786
<b>Net Income</b>	<b>5,607</b>	<b>1,740</b>	<b>809</b>	<b>323</b>	<b>6,861</b>
Less: net income attributable to noncontrolling interest in subsidiary	13				13
<b>Net Income Attributable to First Capital, Inc.</b>	<b>\$ 5,594</b>	<b>\$ 1,740</b>	<b>\$ 809</b>	<b>\$ 323</b>	<b>\$ 6,848</b>



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**Basic earnings per common share:**

Earnings per share	\$	2.03	\$	565.41		\$	2.05
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Weighted average common shares outstanding		2,755,588		3,077	(r)		3,343,423
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**Diluted earnings per common share:**

Earnings per share	\$	2.03	\$	565.41		\$	2.05
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Weighted average common shares outstanding		2,755,588		3,077	(r)		3,343,423
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See Notes to the Unaudited Pro Forma Condensed Combined Financial Statements.

Table of Contents

**NOTES TO THE UNAUDITED PRO FORMA CONDENSED**

**COMBINED FINANCIAL STATEMENTS**

**(In thousands, except share and per share amounts)**

**Note 1. Basis of Presentation**

The unaudited pro forma condensed combined financial information is based on the historical consolidated financial statements of First Capital, Inc. ("First Capital") and Peoples Bancorp, Inc. of Bullitt County ("Peoples"), and is presented to give effect to the proposed merger described below. The merger will be accounted for as a purchase under the assumptions and adjustments set forth below. The unaudited pro forma condensed combined financial statements do not give effect to the anticipated cost savings in connection with the merger.

The unaudited pro forma condensed combined financial statements should be read in conjunction with the historical consolidated financial statements of First Capital and Peoples, including the respective notes to those statements. The pro forma information is not necessarily indicative of the combined financial position or the results of operations in the future or of the combined financial position or the results of operations which would have been realized had the merger been consummated during the periods or as of the dates for which the pro forma information is presented. We anticipate that the merger will provide the combined company with financial benefits that include reduced operating expenses and the opportunity to earn more revenue. The pro forma information, while helpful in illustrating the financial characteristics of the merged company under one set of assumptions, does not reflect these benefits and, accordingly, does not attempt to predict or suggest future results. Further, the pro forma information below excludes one-time expenses related to the merger.

On June 4, 2015, First Capital (acquiror), the savings and loan holding company for First Harrison Bank, and Peoples, the bank holding company for The Peoples Bank of Bullitt County, entered into an Agreement and Plan of Merger (the Agreement) whereby shareholders of Peoples may elect to receive either 382.83 shares of First Capital common stock or \$9,475 in cash for each share of Peoples common stock owned, subject to proration provisions specified in the Agreement that provide for a targeted aggregate mix of total consideration of 50% common stock and 50% cash. At the effective time of the merger, the exchange ratio and cash price per share may be adjusted based on provisions in the Agreement for changes in the price of First Capital common stock or a decrease in the consolidated net book value of Peoples. Shareholders of Peoples also may receive an additional cash payment as specified in the Agreement if Peoples sells certain specified assets (the "Contingent Assets") prior to the effective time of the merger, or First Capital sells such assets within twenty-six months after the effective time of the merger. Due to the uncertain nature of these items, the consideration to be received by Peoples shareholders included in the unaudited pro forma condensed combined financial statements does not include any adjustments for changes in the price of First Capital common stock, decreases in the consolidated net book value of Peoples, or additional cash payments for the sale of the Contingent Assets.

The unaudited pro forma condensed combined balance sheet assumes the merger was consummated on June 30, 2015, and the fair value of assets acquired and liabilities assumed approximate the carrying value in the historical financial statements of Peoples, except where noted. The unaudited pro forma condensed combined statements of income give effect to the merger as if the merger occurred on January 1, 2014, the beginning of the earliest period presented.

Table of Contents

**NOTES TO THE UNAUDITED PRO FORMA CONDENSED**

**COMBINED FINANCIAL STATEMENTS (Continued)**

**(In thousands, except share and per share amounts)**

**Note 2. Accounting Policies and Financial Statement Classifications**

The accounting policies of both companies are in the process of being reviewed for consistency. As a result of this review, certain conforming accounting adjustments may be necessary. The nature and extent of these adjustments have not been determined but are not expected to be significant.

**Note 3. Pro Forma Earnings Per Share**

The pro forma combined earnings per share information for the six month period ended June 30, 2015 and the year ended December 31, 2014, has been computed based on the pro forma combined weighted average common shares outstanding for each period as if the merger had occurred at the beginning of the earliest period presented. The basic and fully diluted weighted average common shares outstanding for First Capital were adjusted to include the converted Peoples weighted average common shares outstanding. In accordance with the Agreement, 50% of the 3,071 outstanding common shares of Peoples will be converted into common shares of First Capital at an exchange ratio of 382.83, resulting in the issuance of 587,835 additional shares.

**Note 4. Pro forma Adjustments**

The following pro forma adjustments have been reflected in the unaudited pro forma condensed combined financial statements presented for First Capital and Peoples. All adjustments are based on current assumptions and valuations, which are subject to change. First Capital will update and finalize its initial fair value adjustments and other estimates once the transaction has been completed using independent third party appraisals and valuations where appropriate. As a result, the final adjustments could differ significantly from these initial estimates.

**Balance Sheet Adjustments:**

- (a) Pro forma adjustment to recognize the cash consideration of \$14,549 to be paid for 50% of Peoples outstanding common shares at \$9,475 per share. The cash consideration will be borrowed under First Harrison Bank's existing blanket collateral borrowing agreement with the Federal Home Loan Bank ("FHLB").
- (b) Pro forma adjustment to recognize the estimated purchase accounting adjustment to the Peoples loan portfolio, including estimated credit and interest rate fair value adjustments. Loans have been increased by \$2,122 for the interest rate fair value adjustment and decreased by \$2,454 for the credit fair value adjustment.
- (c) Pro forma adjustment to eliminate Peoples' allowance for loan losses which is not carried over in accordance with generally accepted accounting principles.
- (d) Pro forma adjustment to adjust Peoples foreclosed real estate to estimated fair market value.
- (e) Pro forma adjustment to recognize the estimated core deposit intangible created as part of the transaction. Management has assumed an estimated core deposit intangible at 1.14% of core deposits at June 30, 2015, defined as total demand and savings deposits of Peoples of approximately \$172.6 million.

**NOTES TO THE UNAUDITED PRO FORMA CONDENSED**

**COMBINED FINANCIAL STATEMENTS (Continued)**

**(In thousands, except share and per share amounts)**

**Note 4. Pro forma Adjustments (Continued)**

- (f) Pro forma adjustment to record the net current and deferred income tax impact of the purchase accounting adjustments and estimated transaction costs, using an effective tax rate of 34%. The estimated current income tax impact of deductible transaction costs is \$1,117.
- (g) Pro forma adjustment to adjust Peoples certificates of deposit to their estimated fair market value based on current market interest rates.
- (h) Pro forma adjustment to eliminate Peoples' historical common stock balance and reflect the issuance of 587,835 shares of \$0.01 par value per share First Capital common stock in exchange for 50% of Peoples outstanding common shares (3,071), based on an exchange ratio of 382.83 First Capital common shares for each Peoples common share.
- (i) Pro forma adjustment to eliminate Peoples' historical additional paid-in capital balance and reflect the issuance of 587,835 shares of \$0.01 par value per share First Capital common stock at an average closing price of \$24.75.
- (j) Pro forma adjustment to eliminate Peoples' historical retained earnings balance and accrual of additional transaction costs of \$3,293, net of the estimated income tax impact of \$1,117.
- (k) Pro forma adjustment to eliminate Peoples' historical other comprehensive loss balance.
- (l) Pro forma adjustment to accrue additional transaction costs of \$3,293 including investment banking, legal, accounting, severance and other employee-related costs, contract termination fees and other costs.
- (m) Pro forma adjustment to recognize goodwill representing the excess of the total consideration paid in the transaction over the estimated fair value of the net assets acquired. Following is a summary of the excess of cost over the fair value of the acquired net assets recognized in the pro forma balance sheet. Due to the uncertain nature of the items, the total fair value of consideration to be received by Peoples shareholders does not include any adjustments for changes in the price of First Capital common stock, decreases in the consolidated net book value of Peoples, or additional cash payments for the sale of the Contingent Assets as specified in the Agreement and described elsewhere in the joint proxy statement/prospectus.

Table of Contents**NOTES TO THE UNAUDITED PRO FORMA CONDENSED****COMBINED FINANCIAL STATEMENTS (Continued)****(In thousands, except share and per share amounts)****Note 4. Pro forma Adjustments (Continued)**

## Expected cost of acquired entity:

Common stock of First Capital to be issued in exchange for 50% of Peoples outstanding common shares at an exchange ratio of 382.83 and an average closing price of \$24.75 per share	\$	14,549
Cash consideration for 50% of Peoples outstanding common shares at \$9,475 per share		14,549
<b>Total fair value of consideration</b>		<b>\$ 29,098</b>
<b>Pro forma estimated fair value of acquired assets and liabilities as of June 30, 2015:</b>		
Total carrying amount of Peoples assets	\$	237,777
Estimated value of core deposit intangible		1,972
Loan fair value adjustment credit		(2,454)
Loan fair value adjustment interest rate		2,122
Elimination of Peoples allowance for loan losses		1,608
Foreclosed real estate fair value adjustment		(1,646)
Deferred tax asset (liability)		(489)
<b>Fair value of assets acquired</b>		<b>238,890</b>
<b>Total carrying amount of Peoples liabilities</b>		<b>209,670</b>
Time deposit fair value adjustment		165
<b>Fair value of liabilities assumed</b>		<b>209,835</b>
<b>Pro forma net assets acquired</b>		<b>29,055</b>
<b>Pro forma goodwill</b>	<b>\$</b>	<b>43</b>

**Income Statement Adjustments:**

(n)

Pro forma adjustment to recognize premium amortization of the interest rate loan fair value adjustment in earnings using the straight-line method, which approximates the level yield method, over the remaining maturity of the underlying loans, estimated to be 3.9 years. The credit fair value adjustment is considered nonaccretable for purposes of the pro forma presentation.

(o)

Pro forma adjustment to recognize premium amortization for the acquired certificates of deposit in earnings using the straight-line method, which approximates the level yield method, over the remaining maturity of the underlying certificates, which is estimated to be 2.5 years.

(p)

Pro forma adjustment to recognize amortization of the core deposit intangible in earnings using the straight-line method over its remaining useful life, which is estimated to be 9.4 years. In addition, other expenses have been reduced by \$400 for the six months ended June 30, 2015 for nonrecurring merger-related and other costs incurred during the period by First Capital and Peoples. No nonrecurring merger-related or other costs were incurred by First Capital or Peoples for the year ended December 31, 2014.



Table of Contents

**NOTES TO THE UNAUDITED PRO FORMA CONDENSED**

**COMBINED FINANCIAL STATEMENTS (Continued)**

**(In thousands, except share and per share amounts)**

**Note 4. Pro forma Adjustments (Continued)**

- (q) Pro forma adjustment to reflect the income tax effect of the pro forma adjustments at an effective tax rate of 34%.
- (r) Weighted average common shares outstanding has been adjusted for the issuance of 587,835 shares of First Capital common stock in exchange for 50% of the outstanding Peoples common shares (3,071) at an exchange ratio of 382.83.
- (s) Pro forma adjustment to reflect interest expense on \$14,549 of FHLB borrowings at an interest rate of 0.45%, which approximates the short-term variable rate on current FHLB advances.

Table of Contents

**RISK FACTORS**

In addition to the other information contained in this joint proxy statement/prospectus, you should consider carefully the risk factors described below in deciding how to vote. You should keep these risk factors in mind when you read forward-looking statements in this document. Please refer to the section of this joint proxy statement/prospectus titled "Caution About Forward-Looking Statements."

***Peoples shareholders may not receive the form of Merger Consideration that they elect.***

For each share of Peoples common stock held, Peoples shareholders may elect to receive either First Capital common stock or cash, subject to certain election, allocation, adjustment and proration procedures as described in this joint proxy statement/prospectus. If a Peoples shareholder elects to receive cash, and more than fifty percent (50%) of the Peoples shareholders elect to receive cash, then the Peoples shareholder's election may be converted to a stock election. Conversely, if a Peoples shareholder elects to receive stock, and more than fifty percent (50%) of the Peoples shareholders elect to receive stock, then the Peoples shareholder's stock election may be converted to a cash election.

***Peoples shareholders cannot be certain of the value of the Merger Consideration they will receive, because the market price of First Capital common stock will fluctuate and the Merger Consideration is subject to adjustment.***

If the Merger is completed, each share of Peoples common stock (other than specified shares of Peoples common stock held by Peoples or First Capital and any dissenting shares) will be converted, at the election of the shareholder and subject to certain adjustments and election and allocation procedures described elsewhere in this joint proxy statement/prospectus, into the right to receive, without interest, either (i) 382.83 (the "Exchange Ratio") shares of First Capital common stock (the "Stock Consideration"), or (ii) \$9,475.00 in cash (the "Cash Consideration") (collectively, the "Merger Consideration"). The market value of the Merger Consideration will vary from the closing price of First Capital common stock on each of: (i) the date First Capital and Peoples announced the Merger, (ii) the date that this joint proxy statement/prospectus is mailed to Peoples shareholders, (iii) the date of the special meeting of the Peoples shareholders, (iv) the date Peoples shareholders submit their election forms, and (v) the date the Merger is completed and thereafter. Any change in the market price of First Capital common stock prior to the completion of the Merger will affect the market value of the Merger Consideration that Peoples shareholders will receive upon completion of the Merger, and there will be no adjustment to the Merger Consideration for changes in the market price of shares of First Capital common stock except under the following circumstances:

If the Average First Capital Closing Price is greater than \$24.75 at the effective time of the Merger, then (a) the aggregate Stock Consideration will be increased by a percentage equal to one-half of the percentage increase in the Average First Capital Closing Price above \$24.75 (with a corresponding decrease in the Exchange Ratio), up to a minimum number of 560,868 shares of First Capital common stock (or an Exchange Ratio of 365.27 shares) to be issued as Stock Consideration, and (b) the aggregate Cash Consideration will be increased by a percentage equal to one-half of the percentage increase in the Average First Capital Closing Price above \$24.75, to a maximum of \$15,283,654 (or \$9,953.54 per share) to be issued as Cash Consideration. "Average First Capital Closing Price" means the average per share closing price of First Capital common stock for the 20 trading days preceding the 5th calendar day before the effective time of the Merger.

If the Average First Capital Closing Price is less than \$24.75 at the effective time of the Merger, then (a) the aggregate Stock Consideration will be decreased by a percentage equal to one-half of the percentage decrease in the Average First Capital Closing Price below \$24.75 (with a corresponding increase in the Exchange Ratio), up to a maximum number of 620,124 shares of



Table of Contents

First Capital common stock (or an Exchange Ratio of 403.86 shares) to be issued as Stock Consideration, and (b) the aggregate Cash Consideration will be decreased by a percentage equal to one-half of the percentage decrease in the Average First Capital Closing Price below \$24.75, to a minimum of \$13,828,767 (or \$9,006.04 per share) to be issued as Cash Consideration.

In addition, if the Consolidated Net Book Value (as defined in the Merger Agreement) of Peoples is greater than \$26,410,000 but less than \$29,010,000, the Merger Consideration will be reduced by the difference between the Consolidated Net Book Value and \$29,010,000. "Consolidated Net Book Value" means the unaudited consolidated net shareholders' equity of Peoples as of the Determination Date, determined in accordance with generally accepted accounting principles, with certain adjustments related to the transaction. The Exchange Ratio also may be adjusted in the manner specified in the Merger Agreement if there is a change in the number of shares of common stock issued and outstanding prior to the effective time of the Merger by way of a stock split, stock dividend, or recapitalization or similar transaction with respect to the outstanding First Capital common stock.

Stock price changes may result from a variety of factors that are beyond the control of First Capital and Peoples, including, but not limited to, general market and economic conditions, changes in our respective businesses, operations and prospects and regulatory considerations. Therefore, on the date of the Peoples special meeting and on the date election forms are submitted, Peoples shareholders will not know the precise market value of the Merger Consideration Peoples shareholders will receive at the effective time of the Merger. You should obtain current market quotations for shares of First Capital common stock. See "The Merger Agreement Merger Consideration."

***Peoples shareholders may not receive an additional cash payment from a future sale of the Contingent Assets.***

The Merger Agreement provides for the possibility of an additional cash payment to shareholders of Peoples if and to the extent that Peoples sells the Contingent Assets prior to the effective time of the Merger, or First Capital sells the Contingent Assets within 26 months after the effective time of the Merger. If Peoples sells the Contingent Assets prior to the effective time of the Merger or has entered into a written contract for the sale of the Contingent Assets which are then purchased within 60 days after the effective time, then the Merger Consideration will be increased by (i) 100% of the net sales proceeds received with respect to the sale of the Contingent Assets (net of any commissions) in excess of \$3,750,000, up to \$5,600,000 of the proceeds of such sale and (ii) 50% of any such sale proceeds in excess of \$5,600,000. If the Contingent Assets are not sold by Peoples, then First Capital will use commercially reasonable efforts in the ordinary course of business to sell the Contingent Assets within 24 months after the effective time of the Merger. If First Capital (i) sells the Contingent Assets within 24 months after the effective time of the Merger or has entered into a written contract for the sale of the Contingent Assets which are then purchased within 60 days after the expiration of that 24 month period, then First Capital will distribute 50% of the sale proceeds in excess of \$3,750,000 on a pro rata basis to the former shareholders of Peoples. **No guarantee can be made that the Contingent Assets will be sold in the manner or in the timeframes described above or that Peoples shareholders Peoples shareholders will receive any additional cash payment.**

***Regulatory approvals may not be received, may take longer than expected or may impose conditions that are not presently anticipated or cannot be met.***

Before the transactions contemplated in the Merger Agreement may be completed, various approvals must be obtained from the Federal Reserve Board and the Office of the Comptroller of the Currency. These governmental entities may impose conditions on the completion of the Merger or require changes to the terms of the Merger Agreement. Although First Capital and Peoples do not currently expect that any such conditions or changes would be imposed, there can be no assurance that they will not be, and such conditions or changes could have the effect of delaying completion of the

Table of Contents

transactions contemplated in the Merger Agreement or imposing additional costs on or limiting First Capital's revenues, any of which might have a material adverse effect on First Capital following the Merger. There can be no assurance as to whether the regulatory approvals will be received, the timing of those approvals, or whether any conditions will be imposed.

***The Merger Agreement may be terminated in accordance with its terms and the Merger may not be completed, which could have a negative impact on Peoples.***

The Merger Agreement is subject to a number of conditions which must be fulfilled in order to complete the Merger. Those conditions include: approval of shareholders of both First Capital and Peoples, the receipt of all required regulatory approvals and expiration or termination of the applicable and all statutory waiting periods in respect thereof, the continued accuracy of certain representations and warranties by both parties under the Merger Agreement (subject to the materiality standards set forth in the Merger Agreement) and the performance by both parties of certain covenants and agreements under the Merger Agreement in all material respects. In particular, First Capital is not obligated to close the Merger if Peoples' Consolidated Net Book Value is less than \$26,410,000 as of the tenth business day prior to the closing date for the Merger. In addition, certain circumstances exist where Peoples or First Capital may choose to terminate the Merger Agreement, including the acceptance by Peoples of a superior acquisition proposal. In addition, if the Merger is not completed by January 31, 2016, either First Capital or Peoples may choose not to proceed with the Merger, and the parties can mutually decide to terminate the Merger Agreement at any time, before or after shareholder approval. First Capital and Peoples may also elect to terminate the Merger Agreement in certain other circumstances. See "The Merger Agreement Merger Consideration" for a more complete discussion of the Merger Consideration to be paid in this proposed transaction and " Termination" for a more complete discussion of the circumstances under which the Merger Agreement could be terminated. There can be no assurance that the conditions to closing the Merger will be fulfilled or that the Merger will be completed.

If the Merger Agreement is terminated, there may be various consequences. For example, First Capital's or Peoples' businesses may have been impacted adversely by the failure to pursue other beneficial opportunities due to the focus of management on the Merger, without realizing any of the anticipated benefits of completing the Merger. Additionally, if the Merger Agreement is terminated, the market price of First Capital's common stock could decline to the extent that the market prices before termination reflect a market assumption that the Merger will be completed. If the Merger Agreement is terminated under certain circumstances, Peoples may be required to pay First Capital a termination fee of \$900,000.

***Peoples shareholders will have a reduced ownership and voting interest after the Merger and will exercise less influence over management.***

Peoples' shareholders currently have the right to vote in the election of the Peoples board of directors and on other matters affecting Peoples. When the Merger occurs, each Peoples shareholder who receives the Stock Consideration will become a shareholder of First Capital with a percentage ownership of the combined organization that is smaller than the shareholder's percentage ownership of Peoples. Because of this, Peoples' shareholders will have less influence over the management and policies of First Capital than they now have over the management and policies of Peoples.

Table of Contents

***First Capital may be unable to successfully integrate Peoples Bank's operations and retain Peoples Bank's employees.***

Peoples Bank will be merged with and into First Harrison Bank after the closing of the Merger. The difficulties of merging the operations of Peoples Bank with First Harrison Bank include:

integrating personnel with diverse business backgrounds;

combining different corporate cultures; and

retaining key employees.

The process of integrating operations could cause an interruption of, or loss of momentum in, the activities of First Capital, First Harrison Bank or Peoples Bank, and the loss of key personnel. The integration of Peoples Bank with First Harrison Bank will require the experience and expertise of certain key employees of Peoples Bank. However, there can be no assurances that First Capital will be successful in retaining these employees for the period necessary to successfully integrate Peoples Bank into First Harrison Bank. The diversion of management's attention and any delays or difficulties encountered in connection with the merger and integration of Peoples Bank into First Harrison Bank could have an adverse effect on the business and results of operations of First Capital or First Harrison Bank.

***The termination fee and the restrictions on solicitation contained in the Merger Agreement may discourage other companies from trying to acquire Peoples.***

Until the completion of the Merger, Peoples is prohibited from soliciting, initiating, encouraging or otherwise facilitating any inquiries or the making of any proposal or offer with respect to a merger, reorganization, share exchange, consolidation or similar transaction involving Peoples or Peoples Bank, or any purchase of all or substantially all of the assets of Peoples or Peoples Bank or more than ten percent of the outstanding equity securities of Peoples or Peoples Bank. With some exceptions, Peoples is further prohibited from engaging in any negotiations concerning, or providing any confidential information or data to, or having any discussions with, any person relating to an acquisition proposal, or otherwise facilitating any effort or attempt to make or implement an acquisition proposal. In addition, Peoples has agreed to pay a termination fee of \$900,000 to First Capital if First Capital or Peoples terminates the Merger Agreement due to, among other circumstances, (i) Peoples' board of directors having approved, or publicly recommended that Peoples shareholders accept or approve, an acquisition proposal, or (ii) Peoples having entered into, or publicly announced its intention to enter into, a definitive agreement, agreement in principle or letter of intent with respect to any acquisition proposal. These provisions could discourage other companies from trying to acquire Peoples even though the other companies might be willing to offer greater value to the Peoples shareholders than First Capital has offered in the Merger Agreement. The payment of the termination fee also could have a material adverse effect on Peoples' financial condition.

***The fairness opinions obtained by First Capital and Peoples from their respective financial advisors will not reflect changes in circumstances between the date of the signing of the Merger Agreement and the completion of the Merger.***

First Capital has obtained a fairness opinion dated June 1, 2015 from Raymond James and Peoples has obtained a fairness opinion dated June 4, 2015 from PBS. Neither opinion has been updated as of the date of this document and neither will be updated at the time of the completion of the Merger. Changes in the operations and prospects of First Capital or Peoples, general market and economic conditions and other factors that may be beyond the control of First Capital and Peoples, and on which the fairness opinions were based, may alter the relative value of the companies by the time the Merger is completed. The fairness opinions do not address the fairness of the Merger Consideration, from a

Table of Contents

financial point of view, at the time the Merger is completed or as of any other date than the date of the opinions. The fairness opinions that First Capital and Peoples received from their respective financial advisors are attached as *Annex B* and *Annex C* to this joint proxy statement/prospectus. For a description of the opinions, see "The Merger Opinion of Financial Advisor to Peoples" and "The Merger Opinion of Financial Advisor to First Capital." For a description of the other factors considered by First Capital's board of directors in determining to approve the Merger, see "The Merger First Capital's Reasons for the Merger; Recommendation of First Capital's Board of Directors." For a description of the other factors considered by Peoples' board of directors in determining to approve the Merger, see "The Merger Peoples' Reasons for the Merger; Recommendation of Peoples' Board of Directors."

***The Merger may fail to qualify as a reorganization for federal tax purposes, resulting in your recognition of taxable gain or loss in respect of your Peoples shares.***

First Capital and Peoples intend the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. Although the Internal Revenue Service will not provide a ruling on the matter, First Capital and Peoples will, as a condition to closing, each obtain an opinion from First Capital's legal counsel that the Merger will constitute a reorganization for federal tax purposes. This opinion does not bind the Internal Revenue Service or prevent the Internal Revenue Service from adopting a contrary position. If the Merger fails to qualify as a reorganization, you generally would recognize gain or loss on each share of Peoples common stock surrendered in an amount equal to the difference between your adjusted tax basis in that share and the fair market value of the shares of First Capital common stock or cash received in exchange for that share of Peoples common stock upon completion of the Merger.

***The unaudited pro forma condensed combined financial statements included in this document are preliminary and the actual financial condition and results of operations after the Merger may differ materially.***

The unaudited pro forma condensed combined financial statements in this document are presented for illustrative purposes only and are not necessarily indicative of what First Capital's actual financial condition or results of operations would have been had the Merger been completed on the dates indicated. The unaudited pro forma condensed combined financial statements reflect adjustments, which are based upon assumptions and preliminary estimates, to record the Peoples identifiable assets acquired and liabilities assumed at fair value and the resulting goodwill recognized. The purchase price allocation reflected in this document is preliminary, and final allocation of the purchase price will be based upon the actual purchase price and the fair value of the assets and liabilities of Peoples as of the date of the completion of the Merger. Accordingly, the final acquisition accounting adjustments may differ materially from the pro forma adjustments reflected in this document. For more information, see "Unaudited Pro Forma Condensed Combined Financial Information" beginning on page [ • ].

***The shares of First Capital common stock to be received by Peoples shareholders as a result of the Merger will have different rights from the shares of Peoples common stock.***

The rights associated with Peoples common stock are different from the rights associated with First Capital common stock. See the section of this joint proxy statement/prospectus entitled "Comparison of the Rights of Shareholders" for a discussion of the different rights associated with First Capital common stock.

***Each party is subject to business uncertainties and contractual restrictions while the Merger is pending, which could adversely affect each party's business and operations.***

In connection with the pendency of the Merger, it is possible that some customers and other persons with whom First Capital or Peoples has a business relationship may delay or defer certain

Table of Contents

business decisions or might seek to terminate, change or renegotiate their relationships with First Capital or Peoples, as the case may be, as a result of the Merger, which could negatively affect First Capital's or Peoples' respective revenues, earnings and cash flows, as well as the relative market value of the companies, regardless of whether the Merger is completed.

Under the terms of the Merger Agreement, Peoples is subject to certain restrictions on the conduct of its business prior to completing the Merger, which may adversely affect its ability to execute certain of its business strategies, including the ability in certain cases to enter into or amend contracts, acquire or dispose of assets, incur indebtedness or incur capital expenditures. Such limitations could negatively affect Peoples' businesses and operations prior to the completion of the Merger.

Table of Contents

**CAUTION ABOUT FORWARD-LOOKING STATEMENTS**

This document contains forward-looking statements, including statements about our financial condition, results of operations, earnings outlook, asset quality trends and profitability. Forward-looking statements express management's current expectations or forecasts of future events and, by their nature, are subject to assumptions, risks and uncertainties. Certain statements contained in this filing that are not statements of historical fact constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, or the Reform Act, notwithstanding that such statements are not specifically identified.

In addition, certain statements may be contained in the future filings of First Capital with the SEC, in press releases and in oral and written statements made by or with the approval of First Capital that are not statements of historical fact and constitute forward-looking statements within the meaning of the Reform Act. Examples of forward-looking statements include, but are not limited to:

statements about the benefits of the Merger between First Capital and Peoples, including future financial and operating results, cost savings, enhanced revenues and accretion to reported earnings that may be realized from the Merger;

statements of plans, objectives and expectations of First Capital or Peoples or their managements or boards of directors;

statements of future economic performance; and

statements of assumptions underlying such statements.

Words such as "believes," "anticipates," "expects," "intends," "targeted," "continue," "remain," "will," "should," "may," and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

Forward-looking statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements. Factors that could cause actual results to differ from those discussed in the forward-looking statements include, but are not limited to:

the risk that the businesses of First Capital and Peoples will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected;

expected revenue synergies and cost savings from the Merger may not be fully realized or realized within the expected time frame;

revenues following the Merger may be lower than expected;

deposit attrition, operating costs, customer loss and business disruption following the Merger, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;

the inability to obtain governmental approvals of the Merger on the proposed terms and schedule;

the failure of the Peoples shareholders to approve the Merger;

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local, regional, national and international economic conditions and the impact they may have on First Capital and Peoples and their customers and First Capital's and Peoples' assessment of that impact;

changes in the level of non-performing assets, delinquent loans, and charge-offs;

Table of Contents

material changes in the stock market value of First Capital common stock;

changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

the risk that management's assumptions and estimates used in applying critical accounting policies prove unreliable, inaccurate or not predictive of actual results;

inflation, interest rate, securities market and monetary fluctuations;

changes in interest rates, spreads on earning assets and interest-bearing liabilities, and interest rate sensitivity;

prepayment speeds, loan originations and credit losses;

sources of liquidity;

competitive pressures among depository and other financial institutions may increase and have an effect on pricing, spending, third-party relationships and revenues;

changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which First Capital and Peoples must comply;

the effects of, and changes in, trade, monetary and fiscal policies and laws, including interest rate policies of the Federal Reserve Board;

First Capital's and Peoples' common shares outstanding and common stock price volatility;

legislation affecting the financial services industry as a whole, and/or First Capital and Peoples and their subsidiaries, individually or collectively;

governmental and public policy changes;

financial resources in the amounts, at the times and on the terms required to support First Capital's and Peoples' future businesses; and

the impact on First Capital's or Peoples' businesses, as well as on the risks set forth above, of various domestic or international military or terrorist activities or conflicts.

Additional factors that could cause First Capital's and Peoples' results to differ materially from those described in the forward-looking statements can be found in First Capital's Annual Report on Form 10-K for the year ended December 31, 2014, Quarterly Report on Form 10-Q and Current Reports on Form 8-K filed with the SEC. All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters and attributable to First Capital or Peoples or any person acting on their behalf are expressly qualified in their



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entirety by the cautionary statements referenced above. Forward-looking statements speak only as of the date on which such statements are made. First Capital and Peoples undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made, or to reflect the occurrence of unanticipated events.

We caution you not to place undue reliance on the forward-looking statements.

Table of Contents

**SPECIAL MEETING OF THE FIRST CAPITAL SHAREHOLDERS**

**Date, Place, Time, and Purpose**

The First Capital board of directors is sending you this joint proxy statement/prospectus and proxy to use at the special meeting. At the special meeting, the First Capital board of directors will ask you to vote (1) on a proposal to approve the First Capital Merger Proposal and (2) to approve the First Capital Adjournment Proposal. First Capital does not expect any other items of business to be presented at the special meeting. If other matters do properly come before the special meeting, the accompanying proxy gives discretionary authority to the persons named in the proxy to vote on any other matters brought before the meeting. Those persons intend to vote the proxies in accordance with their judgment.

The special meeting will be held on [ • ], at [ • ], at [ • ].

**Record Date, Voting Rights, Quorum, and Required Vote**

First Capital has set the close of business on [ • ], 2015, as the record date for determining the holders of First Capital common stock entitled to notice of and to vote at the special meeting. Only First Capital shareholders at the close of business on the record date are entitled to notice of and to vote at the special meeting. As of the record date, there were [ • ] shares of First Capital common stock outstanding and entitled to vote at the special meeting. Each share of First Capital common stock is entitled to one vote at the special meeting on all matters properly presented.

The holders of over 50% of the outstanding shares of First Capital common stock as of the record date must be present in person or by proxy at the special meeting to constitute a quorum. In determining whether a quorum is present, shareholders who abstain will be treated as present for determining the presence or absence of a quorum.

Approval of the Merger Agreement will require the affirmative vote of the holders of a majority of First Capital's outstanding shares entitled to vote. Abstentions from voting will have the same effect as a vote against the Merger Agreement. The directors and executive officers of First Capital (and their affiliates), as a group, owned with power to vote [ • ] shares of First Capital common stock, representing approximately [ • ]% of the outstanding shares of First Capital common stock as of the record date, including shares subject to options currently exercisable but not exercised.

The vote on the Adjournment Proposal requires that more votes be cast in favor of the proposal than against the proposal at the First Capital special meeting. Abstentions will have no effect on this proposal.

**Voting and Revocability of Proxies**

You may vote in one of four ways: (1) by mail (by completing and signing the proxy that accompanies this prospectus and proxy statement), (2) in person (by either delivering the completed proxy or by casting a ballot if attending the special meeting), (3) by telephone or (4) by internet. To ensure your representation at the special meeting, we recommend you vote by proxy even if you plan to attend the special meeting.

Voting instructions are included on your proxy. If you properly complete and timely submit your proxy, your shares will be voted as you have directed. If you submit your proxy without specifying a voting instruction, your shares will be voted "FOR" approval of the Merger Proposal and "FOR" approval of the Adjournment Proposal.

You may revoke your proxy before it is voted by:

filing with the Corporate Secretary of First Capital a duly executed revocation of proxy;

Table of Contents

submitting a new proxy with a later date; or

voting in person at the special meeting.

Attendance at the special meeting will not, in and of itself, constitute a revocation of a proxy. All written notices of revocation and other communication with respect to the revocation of proxies should be addressed to: First Capital, Inc., 220 Federal Drive NW, P.O. Box 130, Corydon, Indiana 47112, Attention: Jill R. Keinsley, Corporate Secretary.

**Solicitation of Proxies**

First Capital will pay the costs of the distribution of this joint proxy statement/prospectus. In addition to soliciting proxies by mail, directors, officers, and employees of First Capital may solicit proxies personally and by telephone. None of these persons will receive additional or special compensation for soliciting proxies. First Capital will also request banks, brokers, trustee and other nominees holding shares of First Capital common stock beneficially owned by others to send these proxy materials to, and obtain voting instructions from, the beneficial owners and will reimburse such stockholders of record for their reasonable expenses in so doing.

First Capital has retained Georgeson Inc., 480 Washington Boulevard, 26<sup>th</sup> Floor, Jersey City, New Jersey, for a fee of \$7,500 plus reimbursement of certain reasonable expenses, to act as information agent in connection with the special meeting.

**Recommendation of the First Capital Board of Directors**

The First Capital board of directors unanimously determined that the Merger and the Merger Agreement would be in compliance with all applicable laws and that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement is in the best interest of First Capital, First Harrison Bank and the First Capital shareholders. The First Capital board of directors unanimously recommends that First Capital shareholders vote "FOR" approval of the Merger Proposal and "FOR" approval of the Adjournment Proposal.

See "The Merger Background of the Merger" and "First Capital's Reasons for the Merger" for a more detailed discussion of the First Capital board of directors' recommendation with regard to the Merger Agreement.

Table of Contents

**SPECIAL MEETING OF THE PEOPLES SHAREHOLDERS**

**Date, Place, Time, and Purpose**

The Peoples board of directors is sending you this joint proxy statement/prospectus and proxy to use at the special meeting. At the special meeting, the Peoples board of directors will ask you to vote (1) on a proposal to approve the Peoples Merger Proposal and (2) to approve the Peoples Adjournment Proposal. Peoples does not expect any other items of business to be presented at the special meeting. If other matters do properly come before the special meeting, the accompanying proxy gives discretionary authority to the persons named in the proxy to vote on any other matters brought before the meeting. Those persons intend to vote the proxies in accordance with their judgment.

The special meeting will be held on [ • ], at [ • ], at [ • ].

**Record Date, Voting Rights, Quorum, and Required Vote**

Peoples has set the close of business on [ • ], 2015, as the record date for determining the holders of Peoples common stock entitled to notice of and to vote at the special meeting. Only Peoples shareholders at the close of business on the record date are entitled to notice of and to vote at the special meeting. As of the record date, there were [ • ] shares of Peoples common stock outstanding and entitled to vote at the special meeting. Each share of Peoples common stock is entitled to one vote at the special meeting on all matters properly presented.

The holders of over 50% of the outstanding shares of Peoples common stock as of the record date must be present in person or by proxy at the special meeting to constitute a quorum. In determining whether a quorum is present, shareholders who abstain will be treated as present for determining the presence or absence of a quorum.

Approval of the Merger Agreement will require the affirmative vote of the holders of a majority of Peoples' outstanding shares entitled to vote. Abstentions from voting will have the same effect as a vote against the Merger Agreement. The directors and executive officers of Peoples (and their affiliates), as a group, owned with power to vote 1,271 shares of Peoples common stock, representing approximately [ • ]% of the outstanding shares of Peoples common stock as of the record date.

Approval of the Adjournment Proposal requires that more votes be cast in favor of the proposal than are cast against it. Abstentions will have no effect on this proposal.

**Voting and Revocability of Proxies**

You may vote in one of two ways: (1) by mail (by completing and signing the proxy that accompanies this prospectus and proxy statement), or (2) in person (by either delivering the completed proxy or by casting a ballot if attending the special meeting). To ensure you are represented at the special meeting, we recommend that you vote by proxy even if you plan to attend the special meeting.

Voting instructions are included on your proxy. If you properly complete and submit your proxy before the vote at the special meeting, your shares will be voted as you have directed. If you submit your proxy without specifying a voting instruction, your shares will be voted "FOR" approval of the Merger Proposal and "FOR" approval of the Adjournment Proposal.

You may revoke your proxy before it is voted by:

filing a duly executed revocation of your proxy with the Secretary of Peoples;

submitting a new proxy with a later date; or

voting in person at the special meeting.

Table of Contents

Your attendance at the special meeting will not, in and of itself, revoke your proxy. All written notices of revocation and other communication with respect to the revocation of proxies should be addressed to: Peoples Bancorp of Bullitt County, Inc., 1612 Highway 44 East, Shepherdsville, Kentucky 40165, Attention: Eleanor Vires, Corporate Secretary.

**Solicitation of Proxies**

First Capital will pay the costs of the distribution of this joint proxy statement/prospectus. In addition to soliciting proxies by mail, directors, officers, and employees of Peoples may solicit proxies personally and by telephone. None of these persons will receive additional or special compensation for soliciting proxies. Peoples will, upon request, reimburse brokers, banks and other nominees for their expenses in sending proxy materials to their customers who are beneficial owners and obtaining their voting instructions.

**Recommendation of the Peoples Board of Directors**

The Peoples board of directors unanimously determined that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement is in the best interest of Peoples, The Peoples Bank of Bullitt County and the Peoples shareholders. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" approval of the Merger Proposal and "FOR" approval of the Adjournment Proposal.

See "The Merger Background of the Merger" and "Peoples' Reasons for the Merger and Recommendation of the Board of Directors" for a more detailed discussion of the Peoples board of directors' recommendation with regard to the Merger Agreement.

Table of Contents

**INFORMATION ABOUT THE COMPANIES**

*First Capital, Inc.  
220 Federal Drive NW  
P.O. Box 130  
Corydon, Indiana 47112  
(812) 738-2198*

First Capital, Inc., is listed on the NASDAQ Capital Market (under the symbol: "FCAP") and is a community-focused, savings and loan holding company. As of June 30, 2015, First Capital had approximately \$476.9 million in assets, \$298.9 million in loans, \$416.2 million in deposits and \$58.4 million of total equity. Through First Harrison Bank, First Capital offers full banking services and currently has twelve offices in the Indiana communities of Corydon, Edwardsville, Greenville, Floyds Knobs, Palmyra, New Albany, New Salisbury, Jeffersonville, Salem and Lanesville. First Harrison Bank, through its business arrangement with Investment Centers of America, member SIPC, offers non-FDIC insured investments to complement its traditional banking products and services.

Additional information about First Capital and First Harrison Bank is included elsewhere in this document.

*Peoples Bancorp Inc. of Bullitt County  
1612 Highway 44 East  
Shepherdsville, Kentucky 40165  
(502) 543-2226*

Peoples Bancorp, Inc. of Bullitt County is the holding company of The Peoples Bank of Bullitt County. As of June 30, 2015, Peoples had approximately \$237.8 million in assets, \$57.75 million in loans, \$208.6 million in deposits and \$28.1 million of total equity. The Peoples Bank was established in 1900 and provides full banking services. It operates its main office and its four branches in Bullitt County, Kentucky

Additional information about Peoples and The Peoples Bank of Bullitt County is included elsewhere in this document.

Table of Contents

**THE FIRST CAPITAL PROPOSALS**

**Proposal 1 Approval of the First Capital Merger Proposal**

At the First Capital special meeting, shareholders of First Capital will be asked to approve the First Capital Merger Proposal providing for the merger of Peoples with and into First Capital. Shareholders of First Capital should read this joint proxy statement/prospectus carefully and in its entirety, including the appendices, for more detailed information concerning the Merger Agreement and the Merger. A copy of the Merger Agreement is attached to this joint proxy statement/prospectus as *Annex A*.

After careful consideration, the First Capital Board, by a unanimous vote of all directors, approved the Merger Agreement and the Merger, to be advisable and in the best interests of First Capital and its shareholders. See "The Merger First Capital's Reasons for the Merger" included elsewhere in this joint proxy statement/prospectus for a more detailed discussion of the First Capital Board's recommendation.

**THE FIRST CAPITAL BOARD UNANIMOUSLY RECOMMENDS THAT FIRST CAPITAL SHAREHOLDERS VOTE "FOR" THE FIRST CAPITAL MERGER PROPOSAL.**

**Proposal 2 Adjournment of the First Capital Special Meeting**

The shareholders of First Capital are being asked to approve a proposal to adjourn or postpone the First Capital special meeting to permit further solicitation of proxies in the event that an insufficient number of shares is present in person or by proxy to approve the Merger Agreement.

Under the IBCL and the First Capital Articles, the affirmative vote of holders of a majority of the outstanding shares of common stock entitled to vote are required to approve the Merger Agreement. It is rare for a company to achieve 100% (or even 90%) shareholder participation at an annual or special meeting of shareholders, and only holders of a majority of the outstanding shares of common stock of First Capital are required to be represented at the First Capital special meeting, in person or by proxy, for a quorum to be present. In the event that shareholder participation at the First Capital special meeting is lower than expected, First Capital would like the flexibility to postpone or adjourn the meeting in order to attempt to secure broader shareholder participation. If First Capital desires to adjourn the First Capital special meeting, First Capital will request a motion that the First Capital special meeting be adjourned, and delay the vote on the proposal to approve the Merger Agreement until the First Capital special meeting is reconvened. If First Capital adjourns the First Capital special meeting for 30 days or less, First Capital will not set a new record date nor will it announce prior to adjournment the date, time and location at which the First Capital special meeting will be reconvened; no other notice will be provided.

Any adjournment will permit First Capital to solicit additional proxies and will permit a greater expression of the views of First Capital shareholders with respect to the Merger. Such an adjournment would be disadvantageous to shareholders who are against the proposal to approve the Merger Agreement because an adjournment will give First Capital additional time to solicit favorable votes and increase the chances of approving that proposal. First Capital has no reason to believe that an adjournment of the First Capital special meeting will be necessary at this time.

**THE FIRST CAPITAL BOARD UNANIMOUSLY RECOMMENDS THAT FIRST CAPITAL SHAREHOLDERS VOTE "FOR" THE FIRST CAPITAL ADJOURNMENT PROPOSAL.**

Table of Contents

**THE PEOPLES PROPOSALS**

**Proposal 1 Approval of the Peoples Merger Proposal**

At the Peoples special meeting, shareholders of Peoples will be asked to approve the Peoples Merger Proposal providing for the merger of Peoples with and into First Capital. Shareholders of Peoples should read this joint proxy statement/prospectus carefully and in its entirety, including the appendices, for more detailed information concerning the Merger Agreement and the Merger. A copy of the Merger Agreement is attached to this joint proxy statement/prospectus as *Annex A*.

After careful consideration, the Peoples Board, by a unanimous vote of all directors, approved the Merger Agreement and the Merger, to be advisable and in the best interests of Peoples and its shareholders. See "The Merger Peoples' Reasons for the Merger and Recommendation of the Peoples Board of Directors" included elsewhere in this joint proxy statement/prospectus for a more detailed discussion of the Peoples Board's recommendation.

**THE PEOPLES BOARD UNANIMOUSLY RECOMMENDS THAT PEOPLES SHAREHOLDERS VOTE "FOR" THE PEOPLES MERGER PROPOSAL.**

**Proposal 2 Adjournment of the Peoples Special Meeting**

The shareholders of Peoples are being asked to approve a proposal to adjourn or postpone the Peoples special meeting to permit further solicitation of proxies in the event that an insufficient number of shares is present in person or by proxy to approve the Merger Agreement.

Under the Kentucky Business Corporation Act and the Peoples Articles, the affirmative vote of holders of a majority of the outstanding shares of common stock entitled to vote is required to approve the Merger Agreement. It is rare for a company to achieve 100% (or even 90%) shareholder participation at an annual or special meeting of shareholders, and only holders of a majority of the outstanding shares of common stock of Peoples are required to be represented at the Peoples special meeting, in person or by proxy, for a quorum to be present. If shareholder participation at the Peoples special meeting is lower than expected, Peoples would like the flexibility to postpone or adjourn the meeting in order to attempt to secure broader shareholder participation. If Peoples desires to adjourn the Peoples special meeting, Peoples will request a motion that the Peoples special meeting be adjourned, and delay the vote on the proposal to approve the Merger Agreement until the Peoples special meeting is reconvened. If Peoples adjourns the Peoples special meeting for 30 days or less, Peoples will not set a new record date nor will it announce prior to adjournment the date, time and location at which the Peoples special meeting will be reconvened; no other notice will be provided.

Any adjournment will permit Peoples to solicit additional proxies and will permit a greater expression of the views of Peoples shareholders with respect to the Merger. Such an adjournment would be disadvantageous to shareholders who are against the proposal to approve the Merger Agreement because an adjournment will give Peoples additional time to solicit favorable votes and increase the chances of approving that proposal. Peoples has no reason to believe that an adjournment of the Peoples special meeting will be necessary at this time.

**THE PEOPLES BOARD UNANIMOUSLY RECOMMENDS THAT PEOPLES SHAREHOLDERS VOTE "FOR" THE PEOPLES ADJOURNMENT PROPOSAL.**



Table of Contents

**THE MERGER**

**Background of the Merger**

From time to time, officers of Peoples have received informal inquiries from representatives of other financial institutions regarding possible interest in discussing a business combination. After one such inquiry in July 2014, the senior management of Peoples concluded that it was an appropriate time to undertake an evaluation of Peoples' long-term strategic alternatives. The operating environment for community banks was becoming more and more challenging. It appeared inevitable that operating expenses resulting from increased regulation would continue to grow, particularly with the implementation of the Dodd-Frank Act, with a disproportionate impact on smaller banks that lacked the scale to absorb higher compliance costs. Regulatory directives to preserve capital and liquidity regarding community banks also limited opportunities for earnings growth and risk tolerance.

On August 11, 2014, G.W. Hardy, William Dawson, George W. Hardy III, and Gary Stewart of Peoples met with Christopher Hargrove of Professional Bank Services to discuss the regulatory situation for community banks and recent acquisition activity involving financial institutions in Kentucky and adjacent markets. At the conclusion of the meeting, the Peoples officers requested a proposal from PBS for an engagement as financial advisor to the Peoples board in connection with a strategic planning process.

Peoples executed an engagement letter with PBS's investment banking subsidiary on August 28, 2014. On that date, Mr. Hargrove met with Peoples' management to identify financial institutions that might have interest in a possible transaction with Peoples, outline the process for contacting those institutions, and establish a general timeline for the project. Following the meeting, PBS conducted due diligence of Peoples and compiled information to be included in an offering memorandum for distribution to prospects.

In late October and early November 2014, PBS contacted 27 institutions. Nineteen requested the confidentiality agreement, and nine executed confidentiality agreements. On November 26, 2014 PBS provided access to confidential information on a data site located on a secure server to all institutions that executed the confidentiality agreement. During December 2014, PBS responded to questions, held discussions with and provided additional information to all nine institutions that accessed the data site.

Prospects were asked to submit indications of interest on or before January 7, 2015. First Capital and two other prospects submitted written indications of interest. One prospect provided an oral offer, which was followed by a written submission on January 20, 2015.

On January 14, 2015, senior officers of Peoples and their financial and legal advisors met with the senior officers and financial and legal advisors of First Capital. The participants discussed the offer submitted by First Capital, and the First Capital representatives made a presentation about their company, since the First Capital offer contemplated that a portion of the consideration offered would be in the form of First Capital common stock. During the week of January 20, 2015 representatives of PBS and Raymond James, the First Capital financial advisor, conducted further discussions of the financial terms of the First Capital proposal.

On January 29, 2015 PBS representatives met with the Peoples board of directors to review the offers and to discuss the range of options available to Peoples. Peoples legal advisors were also present and reviewed the duties of the board of directors generally and specifically in the context of evaluating a business combination proposal. Peoples management and PBS advised that First Capital had submitted the highest and best proposal. After discussing its options, the Peoples board determined to continue discussions with First Capital, and provide First Capital with additional information.

In early February 2015, First Capital and Peoples amended their nondisclosure agreement to provide a 45 day exclusivity period during which Peoples would not engage in discussions or

Table of Contents

negotiations with any other parties. First Capital conducted additional due diligence from mid-February through early March. On March 17, 2015 First Capital submitted a revised offer, which included proposals relating to the disposition of the Contingent Assets.

Due diligence and negotiations between the parties continued through April and May. In mid-April, First Capital delivered an initial draft of a merger agreement to Peoples. On May 21, 2015 senior officers of First Capital and Peoples met with representatives of PBS and Raymond James to discuss the financial performance of both First Capital and Peoples. Senior officers of Peoples met with the company's advisors on May 22, 2015 and concluded that the most recent proposal received from First Capital was still superior to all other options available to Peoples.

On June 1 and 2, 2015 PBS conducted on-site due diligence at First Capital.

At a June 4, 2015 meeting of the Peoples board of directors, representatives of PBS reported on its due diligence examination of First Capital and reviewed the financial terms of the proposed Merger and the financial performance and future growth prospects of both Peoples and First Capital. They also reviewed the financial analyses on which PBS based its opinion that the Merger Consideration was fair and equitable from a financial perspective to Peoples shareholders. Representatives of Frost Brown Todd LLC, legal counsel to Peoples, reviewed the non-financial terms of the Merger Agreement and other non-financial considerations. After the presentations of Peoples' financial and legal advisors, and the recommendation by senior officers of Peoples, the Peoples board of directors unanimously approved the Merger Agreement.

Following the Peoples board meeting, the Merger Agreement was signed by the chief executive officers of First Capital and Peoples, and First Capital issued a press release after the close of business announcing that the parties had entered into the Merger Agreement.

**Peoples' Reasons for the Merger and Recommendation of its Board of Directors**

The Peoples board of directors considered several factors in determining that the Merger with First Capital would be in the best interests of Peoples and its shareholders. The Peoples board did not assign any specific or relative weight to the factors in its consideration. The material factors considered by the Peoples board included the following:

*The financial terms of the Merger, including the purchase price per Peoples share and the opportunity to receive cash or First Capital common stock.* The Merger Consideration of 382.83 shares of First Capital Common Stock or \$9,475.00 in cash per Peoples share represents a premium over historical prices paid for Peoples common stock in transactions reported to Peoples. The purchase price is approximately equal to Peoples' book value per share as of March 31, 2015, and represents a multiple of 58.2 times Peoples' earnings per share of \$162.80 for the twelve months ended March 31, 2015. The Peoples board believed these multiples compared favorably to recent acquisitions involving comparable financial institutions. The option to receive publicly traded shares of a strong financial institution offers Peoples shareholders an opportunity for longer-term capital appreciation with a greater measure of liquidity. The cash option offers Peoples shareholders who need or desire to sell their shares immediate liquidity at a premium price. In addition, the proposed Merger gives Peoples shareholders an opportunity to receive additional consideration if a sale of certain real estate assets held by Peoples (the Contingent Assets) can be successfully completed.

*Prospects for the Combined Company.* The Merger would create a combined company with approximately \$750 million in total assets and \$620 million in deposits, which would be capable of competing effectively and absorbing the fixed costs of regulatory compliance. The combined bank would have a total of 17 offices, with a substantial presence in the greater Louisville, Kentucky market. Peoples shareholders would own an approximately 30% stake in a combined company with increased operating scale and greater earnings power.

Table of Contents

*An assessment of the current banking environment and Peoples' strategic alternatives to the Merger.* The Peoples board believes the Merger presents a more certain opportunity to enhance shareholder value than remaining independent in a challenging regulatory and operating environment for community banks the size of The Peoples Bank of Bullitt County. Remaining independent would require a substantial investment in personnel and infrastructure to meet the compliance and other challenges facing community banks.

*First Capital's asset quality, financial performance, and prospects.* The Merger provides Peoples shareholders the opportunity to exchange their shares for stock of a financial institution that offers a strong balance sheet and strong financial performance.

*Greater liquidity.* Unlike Peoples common stock, for which no established trading market exists, First Capital common stock is traded on the NASDAQ Capital Market. The Merger will result in a combined company with a significantly larger market capitalization and the potential to generate trading volume exceeding First Capital's present average trading volume of 2,400 shares per day. The level of trading in First Capital common stock would offer meaningful liquidity to Peoples shareholders who need or desire to sell their shares.

*First Capital's current practice of paying a quarterly dividend.* First Capital's 2015 quarterly dividend of \$.21 per share represents a yield of approximately 3.2% on the \$26.85 closing price per share of First Capital stock on August 10, 2015. First Capital's quarterly dividend would equate to an annual dividend of \$321.58 per Peoples common share, based on the 382.83 exchange ratio. This compares favorably to the June 2015 semi-annual dividend of \$126.00 per share, or \$256.00 per share annualized, paid by Peoples.

*Opinion of Professional Bank Services.* PBS has delivered to the Peoples board of directors its opinion that, as of June 4, 2015 and based upon and subject to the factors and assumptions set forth in the opinion, the Merger Consideration to be received by the Peoples shareholders, comprised of \$9,475.00 in cash or 382.83 First Capital shares per share of Peoples common stock, was fair and equitable from a financial perspective to the Peoples shareholders. The full text of the written PBS fairness opinion dated June 4, 2015, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as *Annex B* to this joint proxy statement/prospectus. PBS provided its fairness opinion for the information and assistance of the Peoples board of directors in connection with its consideration of the Merger Agreement. The PBS fairness opinion does not constitute a recommendation how any Peoples shareholder should vote with respect to the Peoples Merger Proposal or any other matter. See "Opinion of the Peoples Financial Advisor" below.

This discussion of the information and factors considered by the Peoples board of directors in reaching its conclusions and recommendation includes the factors identified above, but is not intended to be exhaustive and may not include all of the factors considered by the Peoples board of directors. In view of the wide variety of factors considered in connection with its evaluation of the Merger and the other transactions contemplated by the Merger Agreement, and the complexity of these matters, the Peoples board of directors did not find it useful and did not attempt to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the Merger Agreement and make its recommendation to Peoples shareholders. Rather, the Peoples board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered, including its discussions with and questioning of members of Peoples management and outside legal and financial advisors. In addition, individual members of the Peoples board of directors may have assigned different weights to different factors.

**The Peoples board of directors unanimously determined that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement would**

Table of Contents

**be in the best interest of Peoples, The Peoples Bank of Bullitt County and the Peoples shareholders. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" approval of the Merger Proposal.**

This discussion of the information and factors considered by the Peoples board of directors in reaching its conclusions and recommendation includes the factors identified above, but is not intended to be exhaustive and may not include all of the factors considered by the Peoples board of directors. In view of the wide variety of factors considered in connection with its evaluation of the Merger and the other transactions contemplated by the Merger Agreement, and the complexity of these matters, the Peoples board of directors did not find it useful and did not attempt to quantify, rank or assign any relative or specific weights to the various factors that it considered in reaching its determination to approve the Merger and the other transactions contemplated by the Merger Agreement, and to make its recommendation to Peoples shareholders. Rather, the Peoples board of directors viewed its decisions as being based on the totality of the information presented to it and the factors it considered, including its discussions with and questioning of members of Peoples management and outside legal and financial advisors. In addition, individual members of the Peoples board of directors may have assigned different weights to different factors.

Certain of Peoples directors and executive officers may be deemed to have financial interests in the Merger that are different from, or in addition to, those of Peoples shareholders generally. For a discussion of these interests, see "Interests of Certain Directors and Executive Officers of Peoples in the Merger" beginning on page [ • ].

**The Peoples board of directors unanimously determined that entering into the Merger Agreement and completing the Merger and the other transactions contemplated by the Merger Agreement would be in the best interest of Peoples, The Peoples Bank of Bullitt County and the Peoples shareholders. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" approval of the Merger Proposal.**

**Opinion of Financial Advisor to Peoples**

Professional Bank Services, Inc., together with its wholly owned subsidiary Investment Bank Services, Inc. ("PBS"), served as financial advisor to the Peoples board of directors in connection with the proposed Merger with First Capital. In that role, PBS advised the Peoples board of directors as to the fairness, from a financial perspective, of the Merger Consideration to be paid by First Capital to the Peoples shareholders as set forth in the Merger Agreement.

PBS is a bank consulting firm with offices located throughout the United States. As part of its investment banking business, PBS is regularly engaged in reviewing the fairness of financial institution acquisition transactions from a financial perspective and in the valuation of financial institutions and other businesses and their securities in connection with mergers, acquisitions, estate settlements, and other transactions. Neither PBS nor any of its affiliates has, or has had within the past two years, a material financial interest in, or other material relationship with, Peoples or First Capital, and PBS was selected to advise Peoples board of directors based on its knowledge of the banking industry as a whole. PBS did not determine the amount of consideration to be paid to Peoples shareholders in connection with the transaction, but instead opined as to the fairness of the Merger Consideration to the Peoples board of directors.

PBS performed certain analyses described herein and presented the range of values for Peoples resulting from such analyses to the Peoples board of directors in connection with its advice as to the fairness of the Merger Consideration.

PBS delivered its fairness opinion to the Peoples board of directors at a special board meeting on June 4, 2015. *A copy of the PBS fairness opinion, which includes a summary of the assumptions made and*

Table of Contents

*information analyzed by PBS in deriving its fairness opinion, is attached as Annex B to this proxy statement-prospectus.*

In arriving at its fairness opinion, PBS reviewed certain publicly available business and financial information relating to Peoples and First Capital. PBS considered certain financial and stock price data of Peoples and First Capital, compared that data with similar data for certain publicly held bank holding companies and considered the financial terms of certain other comparable transactions. PBS also considered such other information, financial studies, analyses and investigations, and financial, economic and market criteria that it deemed relevant. In connection with its review, PBS did not independently verify the foregoing information and relied on such information as being complete and accurate in all material respects. PBS did not make an independent evaluation or appraisal of the assets of Peoples or First Capital. Financial forecasts prepared by PBS were based on assumptions believed by PBS to be reasonable and to reflect currently available information.

In connection with preparing its fairness opinion, PBS performed a limited scope due diligence review of First Capital, which included an on-site visit to First Capital by PBS personnel and senior management of Peoples on June 1, 2015 and June 2, 2015. The review included but was not limited to the following: certain asset quality reports provided by First Capital; consolidated financial statements for First Capital; First Capital Annual Report for 2014; current consolidated month-end delinquency and non-accrual reports for First Capital; current and historical consolidated analysis of the allowance for loan and lease losses for First Capital; current consolidated internal loan reports, consolidated problem loan listing with classifications; various other current internal financial and operating reports prepared by First Capital; and Captive Insurance Risk Assessment and Analysis.

PBS reviewed and analyzed the historical performance of Peoples, including December 31, 2014 audited annual report of Peoples; December 31, 2014 and March 31, 2015 Consolidated Reports of Condition and Income of Peoples' wholly owned subsidiary Peoples Bank of Bullitt County, Shepherdsville, Kentucky ("Peoples Bank" or the "Bank"); Uniform Bank Performance Report for Peoples Bank as of March 31, 2015; Peoples' budget and various internal asset quality, interest rate sensitivity, liquidity, deposit and loan portfolio reports. PBS reviewed and tabulated statistical data regarding the loan portfolio, securities portfolio and other performance ratios and statistics. Financial projections were prepared and analyzed as well as other financial studies, analyses and investigations as deemed relevant for the purposes of the PBS fairness opinion. In reviewing the aforementioned information, PBS took into account its assessment of general market and financial conditions, its experience in other similar transactions, and its knowledge of the banking industry generally.

In connection with rendering the PBS fairness opinion and preparing its written and oral presentation to the Peoples board of directors, PBS performed a variety of financial analyses, including those summarized below. This summary does not purport to be a complete description of the analyses performed by PBS in this regard. The preparation of a fairness opinion involves various determinations as to the most appropriate and relevant methods of financial analysis and the application of those methods to the particular circumstances and, therefore, such an opinion is not readily susceptible to summary description. Accordingly, notwithstanding the separate factors summarized below, PBS believes that its analyses must be considered as a whole and that selecting portions of its analyses and the factors considered by it, without considering all analyses and factors, could create an incomplete view of the evaluation process underlying its opinion. In performing its analyses, PBS made numerous assumptions with respect to industry performance, business and economic conditions and other matters, many of which are beyond Peoples' or First Capital's control. The analyses performed by PBS are not necessarily indicative of actual values or future results, which may be significantly more or less favorable than suggested by such analyses. In addition, analyses relating to the values of businesses do not purport to be appraisals or to reflect the process by which businesses actually may be sold.

Table of Contents

In the proposed Merger, Peoples shareholders will receive 382.83 First Capital common shares per Peoples common share, or cash equal to \$9,475.00 per common share, based on the common stock price of First Capital of \$24.75 and assuming shareholders do not receive any value on the sale of certain real estate owned by Peoples (the "Contingent Assets"). In the proposed Merger, 50% of the outstanding Peoples common shares will be converted into the right to receive First Capital common shares and the remaining 50% will be converted into the right to receive the Cash Consideration. For purposes of this analysis, the price of First Capital common stock is assumed to be \$24.75.

PBS's calculation of the purchase price is presented in the following table.

Peoples Shares Outstanding	3,071
Shares Issued	587,833
Cash	\$ 14,548,863
Total Value*	\$ 29,097,725
Value Per Common Share	\$ 9,475.00

\*

Assumes a \$24.75 price per First Capital common share.

The Merger Consideration per Peoples common share will increase by 50% of the percentage increase in First Capital's stock price above \$24.75, subject to a minimum Stock Consideration of 365.24 First Capital common shares per Peoples common share and a maximum Cash Consideration of \$9,953.54 per Peoples common share. The Merger Consideration per Peoples common share will decrease by 50% of the percentage decrease in First Capital's stock price below \$24.75, subject to a maximum Stock Consideration of 403.86 First Capital common shares per Peoples common share and a minimum Cash Consideration of \$9,006.04 per Peoples common share.

The Merger Consideration per Peoples common share will also decrease as provided in the Merger Agreement if the consolidated net book value of Peoples, as defined in the Merger Agreement, is less than \$29,010,000 but greater than \$26,410,000.

In addition, the total consideration payable to Peoples shareholders increases by the amount of net proceeds received from the sale of the Contingent Assets in excess of \$3,750,000 but less than \$5,600,000, if sold prior to the effective time of the Merger or if Peoples enters into a written contract to sell the Contingent Assets and the sale closes within 60 days after Effective Time. If the net sales proceeds exceed \$5,600,000, the total consideration payable to Peoples shareholders increases by 50% of the amount in excess of \$5,600,000. The portion of the net proceeds from the sale of the Contingent Assets payable to Peoples shareholders is reduced by 50% if the Contingent Assets are sold within 2 years of the Effective Time. For purposes of the proposed transaction value calculation, PBS has utilized a sale price of the Contingent Assets of \$5,000,000 and \$7,800,000, respectively, prior to the Effective Time.

For purposes of the various analyses conducted by PBS, Peoples' total equity capital and shares outstanding are as follows:

#### PEOPLES FINANCIAL INPUTS

March 31, 2015 Stated Common Equity	\$ 30,048,000
Budgeted 2015 Net Income	\$ 500,000
March 31, 2015 Shares Outstanding	3,071

The following tables demonstrate the proposed transaction value based on proceeds from the Contingent Assets distributed to shareholders of \$0, \$1,250,000, and \$2,950,000, respectively.

Table of Contents

**PROPOSED TRANSACTION VALUE**  
**Contingent Assets Additional Proceeds \$0**

<b>First Capital Stock Value</b>	<b>\$ 24.75</b>
Transaction Value	\$ 29,097,725
Per Share Consideration	\$ 9,475.00
Exchange Ratio for Stock	382.83
Multiple of Peoples 03/31/15 Common Tangible Equity	0.97X
First Capital Stock Price to Tangible Book Value	1.29X

**PROPOSED TRANSACTION VALUE**  
**Contingent Assets Sold for \$5.0 Million**  
**Contingent Assets Additional Proceeds \$1,250,000**

<b>First Capital Stock Value</b>	<b>\$ 24.75</b>
Transaction Value	\$ 30,348,000
Per Share Consideration	\$ 9,882.00
Exchange Ratio for Stock	382.83
Multiple of Peoples 03/31/15 Common Tangible Equity	1.01X
First Capital Stock Price to Tangible Book Value	1.29X

**PROPOSED TRANSACTION VALUE**  
**Contingent Assets Sold for \$7.8 Million**  
**Contingent Assets Additional Proceeds \$2,950,000**

<b>First Capital Stock Value</b>	<b>\$ 24.75</b>
Transaction Value	\$ 32,047,725
Per Share Consideration	\$ 10,435.60
Exchange Ratio for Stock	382.83
Multiple of Peoples 03/31/15 Common Tangible Equity	1.07X
First Capital Stock Price to Tangible Book Value	1.29X

*Market Comparison Method:* In performing this analysis, PBS reviewed the 144 bank transactions in the Midwest Region of the United States from January 1, 2011 through June 2, 2015 for which financial information is available (the "Comparable Group"). The purpose of the analysis was to obtain an evaluation range for Peoples based on these Comparable Group bank acquisition transactions. The median multiple of tangible book value and median multiple of transaction value to earnings of the Comparable Group transactions were utilized in obtaining a range for the acquisition value of Peoples. In addition to reviewing the Comparable Group bank transactions, PBS performed separate comparable analyses for acquisitions of banks which, like Peoples, had a non-performing assets (NPAs) to total assets ratio between 3.25% and 5.25%, had a last twelve month ("LTM") return on average assets ("ROAA") between 0.10% and 0.40%, had total assets between \$150 million and \$300 million, and those located in Kentucky. Median values for the 144 Comparable Group acquisitions expressed as a multiple of tangible book value equaled 1.25X and a median multiple of transaction value to earnings of 16.57X. The following tables depict the median transaction pricing multiples for the above institution categories as well as the percentile ranking of the proposed offer in terms of the applicable pricing multiple within each comparable category.

Table of Contents

**ACQUISITION PRICING FOR COMPARABLE GROUP TRANSACTIONS  
MEDIAN MULTIPLES**

	Multiple of Tangible Book Value
<b>PROPOSED TRANSACTION @ \$24.75 per common share</b>	
Contingent Assets Proceeds \$0	0.98X
Contingent Assets Proceeds \$1,250,000	1.01X
Contingent Assets Proceeds \$2,950,000	1.07X
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	1.25X
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	1.05X
All Comparable Group with LTM ROAA between 0.10% and 0.40%	1.04X
All Comparable Group with Assets between \$150 million - \$300 million	1.32X
Kentucky Transactions since 2011	1.10X

**ACQUISITION PRICING FOR COMPARABLE GROUP TRANSACTIONS  
MEDIAN MULTIPLES**

	Multiple of Earnings
<b>PROPOSED TRANSACTION @ \$24.75 per common share</b>	
Contingent Assets Proceeds \$0	58.20X
Contingent Assets Proceeds \$1,250,000	60.70X
Contingent Assets Proceeds \$2,950,000	64.10X
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	16.57X
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	14.24X
All Comparable Group with LTM ROAA between 0.10% and 0.40%	39.06X
All Comparable Group with Assets between \$150 million - \$300 million	20.79X
Kentucky Transactions since 2011	17.35X

The following tables depict the percentile ranking of the proposed offer in terms of the applicable pricing multiple within each comparable category.

**COMPARABLE GROUP TRANSACTIONS  
MULTIPLE OF TANGIBLE BOOK VALUE  
PROPOSED TRANSACTION PERCENTILE RANKINGS  
Contingent Assets Additional Proceeds \$0**

<b>Proposed Transaction @ \$24.75 per common share</b>	
Contingent Assets Proceeds \$0	0.98X
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	19.60%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	39.10%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	33.60%
All Comparable Group with Assets between \$150 million - \$300 million	13.30%
Kentucky Transactions since 2011	13.60%



Table of Contents**Contingent Assets Additional Proceeds \$1,250,000**

<b>Proposed Transaction @ \$24.75 per common share</b>	
<b>Contingent Assets Proceeds \$1,250,000</b>	<b>1.01X</b>
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	21.20%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	44.10%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	36.60%
All Comparable Group with Assets between \$150 million - \$300 million	15.30%
Kentucky Transactions since 2011	15.20%

**Contingent Assets Additional Proceeds \$2,950,000**

<b>Proposed Transaction @ \$24.75 per common share</b>	
<b>Contingent Assets Proceeds \$2,950,000</b>	<b>1.07X</b>
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	28.40%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	54.70%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	62.40%
All Comparable Group with Assets between \$150 million - \$300 million	23.70%
Kentucky Transactions since 2011	44.70%

**COMPARABLE GROUP TRANSACTIONS  
MULTIPLE OF EARNINGS  
PROPOSED TRANSACTION PERCENTILE RANKINGS  
Contingent Assets Additional Proceeds \$0**

<b>Proposed Transaction @ \$24.75 per common share</b>	
<b>Contingent Assets Proceeds \$0</b>	<b>58.20X</b>
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	100.00%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	100.00%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	99.20%
All Comparable Group with Assets between \$150 million - \$300 million	100.00%
Kentucky Transactions since 2011	100.00%

**Contingent Assets Additional Proceeds \$1,250,000**

<b>Proposed Transaction @ \$24.75 per common share</b>	
<b>Contingent Assets Proceeds \$1,250,000</b>	<b>60.70X</b>
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	100.00%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	100.00%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	100.00%
All Comparable Group with Assets between \$150 million - \$300 million	100.00%
Kentucky Transactions since 2011	100.00%

Table of Contents**Contingent Assets Additional Proceeds \$2,950,000**

<b>Proposed Transaction @ \$24.75 per common share</b>	
<b>Contingent Assets Proceeds \$2,950,000</b>	<b>64.10X</b>
<b>Comparable Groups</b>	
All Comparable Group Acquisitions since 1/1/11	100.00%
All Comparable Group with NPAs / Assets between 3.25% and 5.25%	100.00%
All Comparable Group with LTM ROAA between 0.10% and 0.40%	100.00%
All Comparable Group with Assets between \$150 million - \$300 million	100.00%
Kentucky Transactions since 2011	100.00%

*Asset Value Method:* PBS reviewed Peoples' balance sheet data to determine the amount of material adjustments required to the stockholders' equity of Peoples based on differences between the market value of Peoples' assets and their value reflected on Peoples' financial statements. PBS determined that one adjustment was warranted. Utilizing a deposit premium of 1.66% of core deposits, PBS determined a value of Peoples' March 31, 2015 core deposits of approximately \$3,423,000. To determine the core deposit premium a search was conducted for all branch transactions in the United States from January 1, 2011 through June 2, 2015 for which pricing information was available. The transactions that included loans were excluded. There were a total of 53 branch transactions that fit the criteria with a median deposit premium of 1.66%. The aggregate adjusted net asset value of Peoples was determined to be \$33,471,000, or 1.11X Peoples March 31, 2015 stated common equity.

*Earnings Method:* A dividend discount analysis was performed by PBS pursuant to which a range of values of Peoples was determined by adding (i) the present value of estimated future dividend streams that Peoples could generate over a five-year period and (ii) the present value of the "terminal value" of Peoples' net income at the end of the fifth year. The "terminal value" of Peoples' net income at the end of the five-year period was determined by applying a multiple of 16.57 times the projected terminal year's net income. The 16.57 multiple represents the median price paid as a multiple of earnings for all Midwest bank transactions from January 1, 2011 through June 2, 2015, for which pricing information is available.

Projections prepared by PBS were prepared independently. The projections were based on a "best case scenario," and actual future performance would be expected to be less favorable. Management agreed that the PBS projections were optimistic.

Projected dividend streams and the terminal value were discounted to present values using a discount rate of 12.10%. This rate reflects assumptions regarding the required rate of return of holders or buyers of Peoples common shares. The aggregate value of Peoples, determined by adding the present value of the total "best case scenario" cash flows at the end of the five-year period, was \$17,357,000, or \$5,652.01 per Peoples common share. In addition, using the five-year projection as a base, a twenty-year projection was prepared. Assumptions utilized in the analysis included an annual growth rate in assets of 3.0% per year in the short term analysis and 4.0% per year in the long term analysis. Return on assets was projected to increase to 1.00% by year ten and remain constant throughout the long-term analysis. It was assumed that Peoples would pay common dividends in the short term analysis at a rate equal to 75% of net income and 60.0% of net income in the long term analysis. This long-term projection resulted in an aggregate value of \$18,847,000, or \$6,137.02 per Peoples common share.

*Pro Forma Merger Analysis:* The contribution of Peoples and First Capital to the income statement and balance sheet of the pro forma combined organization was analyzed in relation to the pro forma ownership position of Peoples' shareholders in the combined organization. A pro forma analysis of Peoples' financial data was prepared and analyzed. Peoples' financial data was compared to

Table of Contents

the pro forma combined earnings and dividends. The pro forma analysis indicated that Peoples' earnings per share and dividends per share will increase as a result of the transaction.

The PBS fairness opinion is directed only to the question of whether the consideration to be received by Peoples' shareholders under the Merger Agreement is fair and equitable from a financial perspective and does not constitute a recommendation to any Peoples shareholder to vote in favor of the adoption of the Merger Agreement and approval of the Merger. No limitations were imposed on PBS regarding the scope of its investigation or otherwise by Peoples.

In forming its opinion as to the fairness of the proposed transaction from a financial perspective, PBS took into consideration multiple factors and circumstances including the following:

- the Asset Value Method reflects a liquidation value of Peoples and does not accurately reflect the value of Peoples as a going concern and therefore was not included in PBS's opinion of value;
- the values of Peoples derived from the short and long-term Earnings Method;
- the significant cost associated with early termination of Peoples' data processing contract;
- the uncertainty surrounding the Contingent Assets;
- the percentile rankings of the proposed transaction pricing multiples relative to other transactions in the Comparable Group;
- First Capital's financial performance and operating history;
- the future growth prospects and fundamental performance of Peoples and First Capital;
- Peoples' and First Capital's relative earnings on both a historical and pro forma basis;
- the relative future growth prospects and fundamental performance between Peoples and First Capital;
- the increase in dividends per share and earnings per share for those electing to receive First Capital stock;
- the due diligence findings of PBS and Peoples on their review of First Capital; and
- the results of PBS's process of contacting possible acquirers and the analysis of potential acquirers and merger partners.

Based on the results of the various analyses and other factors described above, PBS concluded that as of June 4, 2015, the consideration to be received by Peoples' shareholders under the Merger Agreement was fair and equitable from a financial perspective to the shareholders of Peoples.

Under the terms of the engagement agreement between Peoples and PBS, Peoples agreed to pay PBS a cash fee equal to 0.75% of the total proceeds received by Peoples and its shareholders in the Merger, estimated to be approximately \$220,000. Of this amount, \$15,000 was payable to PBS upon signing the engagement agreement, \$15,000 was payable to PBS upon signing the Merger Agreement and the delivery of the PBS fairness opinion, and the balance of which is contingent upon the consummation of the Merger. PBS will also be entitled to an additional

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proportionate fee if Peoples shareholders receive additional consideration upon the disposition of the Contingent Assets. Peoples also agreed to reimburse PBS for reasonable out-of-pocket expenses and disbursements incurred in connection with PBS's engagement and to indemnify PBS against certain liabilities relating to or arising out of PBS's engagement. Other than in connection with this present engagement, during the two years preceding the date of its opinion, PBS did not provide investment banking and financial advisory services to either Peoples or to First Capital.

Table of Contents

**First Capital's Reasons For the Merger**

First Capital's board of directors concluded that the Merger Agreement is in the best interests of First Capital and its shareholders. In deciding to approve the Merger Agreement, First Capital's board of directors considered a number of factors, including, without limitation, the following:

Peoples' community banking orientation in Bullitt County, Kentucky and its perceived compatibility with First Capital and First Harrison Bank;

the opportunity to enter into a new market with an established market participant;

a review of the demographic, economic and financial characteristics of Bullitt County, Kentucky, including existing and potential competition and history of the County with respect to financial institutions; and

management's review of the business, operations, earnings, and financial condition, including capital levels and asset quality, of Peoples and The Peoples Bank of Bullitt County.

**Opinion of Financial Advisor to First Capital**

First Capital retained Raymond James as its financial advisor on March 19, 2015. Pursuant to that engagement, First Capital's board of directors requested that Raymond James evaluate the fairness, from a financial point of view, to First Capital of the Merger Consideration to be paid by First Capital pursuant to the Agreement.

At the request of First Capital's board of directors on June 3, 2015, Raymond James rendered its opinion as to the fairness, as of June 1, 2015, from a financial point of view, to First Capital of the Merger Consideration (as defined in the opinion letter) to be paid by First Capital in the Transaction (as defined in the opinion letter) pursuant to the Agreement (as defined in the opinion letter) based upon and subject to the qualifications, assumptions and other matters considered in connection with the preparation of its opinion.

The full text of the written opinion of Raymond James is attached as *Annex C* to this joint proxy statement/prospectus. The summary of the opinion of Raymond James set forth in this document is qualified in its entirety by reference to the full text of such written opinion. Holders of First Capital's common stock are urged to read this opinion in its entirety.

Raymond James provided its opinion for the information of First Capital's board of directors (solely in its capacity as such) in connection with, and for purposes of, its consideration of the Transaction and its opinion only addressed whether the Merger Consideration to be paid by First Capital in the Transaction pursuant to the Agreement was fair, from a financial point of view, to First Capital. The opinion of Raymond James does not address any other term or aspect of the Agreement or the Transaction contemplated thereby. The Raymond James opinion does not constitute a recommendation to the board or to any holder of First Capital common stock as to how the board, such stockholder or any other person should vote or otherwise act with respect to the Transaction or any other matter. Raymond James does not express any opinion as to the likely trading range of First Capital's common stock following the Transaction, which may vary depending on numerous factors that generally impact the price of securities or on the financial condition of First Capital at that time.

In connection with its review of the proposed Transaction and the preparation of its opinion, Raymond James, among other things:

reviewed the financial terms and conditions as stated in the draft of the Agreement and Plan of Merger between First Capital, Inc. and Peoples Bancorp, Inc. of Bullitt County dated as of May 30, 2015 (the "Agreement");

Table of Contents

reviewed certain information related to the historical, current and future operations, financial condition and prospects of Peoples made available to Raymond James by the Company, including, but not limited to, financial projections prepared by the management of the Company relating to Peoples for the periods ending December 31, 2020 as approved for Raymond James' use by the Company (the "Projections");

reviewed recent public filings and certain other publicly available information regarding Peoples;

reviewed financial, operating and other information regarding Peoples and the industry in which it operates;

reviewed the financial and operating performance of Peoples and those of other selected public companies that Raymond James deemed to be relevant;

reviewed the current market prices of the publicly traded securities of certain other companies that Raymond James deemed to be relevant;

considered the publicly available financial terms of certain transactions Raymond James deemed to be relevant;

conducted such other financial studies, analyses and inquiries and considered such other information and factors as Raymond James deemed appropriate; and

discussed with members of the senior management of the Company and Peoples certain information relating to the aforementioned and any other matters which we have deemed relevant to Raymond James' inquiry.

With First Capital's consent, Raymond James assumed and relied upon the accuracy and completeness of all information supplied by or on behalf of First Capital, or otherwise reviewed by or discussed with Raymond James, and Raymond James did not undertake any duty or responsibility to, nor did Raymond James, independently verify any of such information. Raymond James did not make or obtain an independent appraisal of the assets or liabilities (contingent or otherwise) of Peoples Bancorp. Raymond James is not an expert in the evaluation of loan and lease portfolios for purposes of assessing the adequacy of the allowances for loan losses; accordingly, Raymond James assumed that such allowances for losses are in the aggregate adequate to cover such losses. With respect to the Projections and any other information and data provided to or otherwise reviewed by or discussed with Raymond James, Raymond James, with First Capital's consent, assumed that the Projections and such other information and data were reasonably prepared in good faith on bases reflecting the best currently available estimates and judgments of management of First Capital and Raymond James relied upon First Capital to advise Raymond James promptly if any information previously provided became inaccurate or was required to be updated during the period of its review. Raymond James expressed no opinion with respect to the Projections or the assumptions on which they were based. Based upon the terms specified in the Agreement, Raymond James assumed that the Transaction will qualify as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code. Raymond James relied upon and assumed, without independent verification, that the final form of the Agreement would be substantially similar to the draft agreement reviewed by Raymond James in all respects material to its analysis, and that the Transaction would be consummated in accordance with the terms of the Agreement without waiver of or amendment to any of the conditions thereto. Furthermore, Raymond James assumed, in all respects material to its analysis, that the representations and warranties of each party contained in the Agreement were true and correct and that each party will perform all of the covenants and agreements required to be performed by it under the Agreement without being waived. Raymond James also relied upon and assumed, without independent verification, that (i) the Transaction would be consummated in a manner that complies in all respects with all applicable international, federal and state statutes, rules and regulations, and (ii) all governmental, regulatory or other consents and approvals necessary for the consummation of the Transaction would be obtained

Table of Contents

and that no delay, limitations, restrictions or conditions would be imposed or amendments, modifications or waivers made that would have an effect on the Transaction, First Capital, or Peoples Bancorp that would be material to its analysis or opinion. Raymond James expressed no opinion as to the underlying business decision to effect the Transaction, the structure or tax consequences of the Transaction, or the availability or advisability of any alternatives to the Transaction. The Raymond James opinion is limited to the fairness, from a financial point of view, of the Merger Consideration (as defined in the opinion letter) to be paid by First Capital in the Transaction (as defined in the opinion letter) pursuant to the Agreement (as defined in the opinion letter). Raymond James expressed no opinion with respect to any other reasons (legal, business, or otherwise) that may support the decision of First Capital's board of directors to approve or consummate the Transaction. Furthermore, no opinion, counsel or interpretation was intended by Raymond James on matters that require legal, accounting or tax advice. Raymond James assumed that such opinions, counsel or interpretations had been or would be obtained from appropriate professional sources. Furthermore, Raymond James relied, with the consent of First Capital, on the fact that First Capital was assisted by legal, accounting and tax advisors, and, with the consent of First Capital, relied upon and assumed the accuracy and completeness of the assessments by First Capital and its advisors, as to all legal, accounting and tax matters with respect to First Capital and the Transaction.

In formulating its opinion, Raymond James considered only the Merger Consideration to be paid by First Capital, and Raymond James did not consider, and its opinion did not address, the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Peoples Bancorp, or such class of persons, in connection with the Transaction whether relative to the Merger Consideration or otherwise. Raymond James was not requested to opine as to, and its opinion did not express an opinion as to or otherwise address, among other things: (1) the fairness of the Transaction to the holders of any class of securities, creditors or other constituencies of First Capital, or to any other party, except and only to the extent expressly set forth in the last sentence of its opinion or (2) the fairness of the Transaction to any one class or group of First Capital's or any other party's security holders or other constituents vis-à-vis any other class or group of First Capital's or such other party's security holders or other constituents. Raymond James expressed no opinion as to the impact of the Transaction on the solvency or viability of First Capital or the ability of First Capital to pay its obligations when they come due.

*Material Financial Analyses*

The following summarizes the material financial analyses reviewed by Raymond James with the First Capital board of directors on June 3, 2015, which analyses were considered by Raymond James in rendering its opinion. No company or transaction used in the analyses described below is identical or directly comparable to First Capital, Peoples Bancorp or the contemplated Transaction.

*Selected Companies Analysis.* Raymond James analyzed the relative valuation multiples of publicly-traded depository institutions listed on the NASDAQ, NYSE, and NYSE Market indices and headquartered in Kentucky and surrounding states with total assets less than \$1.0 billion and nonperforming assets-to-total assets ratio of less than 5.0%. Our analysis excluded Mutual Holding Companies and targets of announced mergers or acquisitions and depository institutions where current market and financial data was unavailable. The following 26 publicly-traded depository institutions were deemed relevant, including:

Xenith Bankshares Inc.

Southern National Bncp of VA

Old Point Financial Corp.

Ohio Valley Banc Corp.

Table of Contents

First Savings Financial Group

SB Financial Group Inc

Middlefield Banc Corp.

Guaranty Federal Bcshts Inc.

United Bancshares Inc.

First Clover Leaf Fin Corp.

First Capital Bancorp Inc.

Fauquier Bankshares Inc.

Cheviot Financial

IF Bancorp Inc.

La Porte Bancorp Inc

United Community Bancorp

River Valley Bancorp

Bank of the James Finl Grp Inc

Ameriana Bancorp

First Capital Inc.

Wayne Savings Bancshares

United Bancorp Inc.



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First WV Bancorp Inc.

Cordia Bancorp Inc.

Central Federal Corp.

Athens Bancshares Corporation

Raymond James calculated various valuation multiples for each company, including (i) market value compared to tangible book value, for the most recent period ended March 31, 2015; and (ii) market value compared to earnings per share, for the most recent twelve month period ended March 31, 2015, referred to as "LTM". Raymond James reviewed the mean, median, lower (25th percentile) quartile and upper (75th percentile) quartile relative valuation multiples of the selected public companies and compared them to corresponding valuation multiples implied by the Merger Consideration. The results of the selected public companies analysis are summarized below:

	<b>Price / Tangible Book Value</b>	<b>Implied Equity Value Per Share</b>	<b>Price / LTM EPS</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	94%	\$ 9,152	11.4x	\$ 5,504
Mean	102%	\$ 10,020	17.2x	\$ 8,304
Median	101%	\$ 9,902	14.4x	\$ 6,954
75th Percentile	110%	\$ 10,749	17.7x	\$ 8,552
Merger Consideration	97%	\$ 9,475	19.6x	\$ 9,475

*Selected Transaction Analysis National.* Raymond James analyzed publicly available information relating to 62 selected acquisitions of depository institutions announced between March 31, 2014 and

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### Table of Contents

June 1, 2015 in which the transaction values were between \$10 million and \$50 million, target institutions that had nonperforming assets-to-total assets ratio of less than 5.0% at announcement, and target institutions that had LTM return on average assets of greater than 0.0%. Raymond James prepared a summary of the transaction value to tangible book value, transaction value to LTM earnings per share, and premium to core deposit multiples. The 62 transactions that were used in the analysis are (buyer / seller):

Southwest Bancorp, Inc./ First Commercial Bancshares, Inc.

FNB Bancorp/ America California Bank

River Financial Corporation/ Keystone Bancshares, Inc.

First Commonwealth Financial Corporation/ First Community Bank

Achieva Credit Union/ Calusa Financial Corporation, Inc.

Merchants Bancshares, Inc./ NUVO Bank & Trust Company

Heartland Financial USA, Inc./ Community Bancorporation of New Mexico, Inc.

Andover Bancorp, Inc./ Community National Bank of Northwestern Pennsylvania

Adams Community Bank/ Lenox National Bank

Wintrust Financial Corporation/ North Bank

Jones National Corporation/ Valparaiso Enterprises, Inc.

Carolina Alliance Bank/ PBSC Financial Corporation

LINCO Bancshares, Inc./ Community First Bank

Veritex Holdings, Inc./ IBT Bancorp, Inc.

Wintrust Financial Corporation/ Community Financial Shares, Inc.

SunPac, LLC/ Security First Bank

Sunshine Bancorp, Inc./ Community Southern Holdings, Inc.

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Community & Southern Holdings, Inc./ Community Business Bank

Ameris Bancorp/ Merchants & Southern Banks of Florida, Inc.

First Commercial Bancshares, Inc./ DeSoto County Bank

First Merchants Corporation/ C Financial Corporation

Ironhorse Financial Group, Inc./ Benefit Bank

Olney Bancshares of Texas, Inc./ Vintage Shares, Inc.

Hambac, Inc./ Kentucky Home Bancshares, Inc.

Level One Bancorp, Inc./ Lotus Bancorp, Inc.

Pacific Continental Corporation/ Capital Pacific Bancorp

Glacier Bancorp, Inc./ Montana Community Banks, Inc.

Pacific Commerce Bank/ Vibra Bank

Durant Bancorp, Inc./ Consolidated Equity Corporation

ServisFirst Bancshares, Inc./ Metro Bancshares, Inc.

Table of Contents

Wintrust Financial Corporation/ Delavan Bancshares, Inc.

First Southern Bancorp, Inc./ First United, Inc.

NewBridge Bancorp/ Premier Commercial Bank

Independent Alliance Banks, Inc./ First State Bank, Bourbon, Indiana

First Busey Corporation/ Herget Financial Corp.

Investor group/ Northfield Bancshares, Inc.

First Citizens Banc Corp/ TCNB Financial Corporation

Mid Penn Bancorp, Inc./ Phoenix Bancorp, Inc.

American National Bankshares Inc./ MainStreet BankShares, Inc.

Home BancShares, Inc./ Broward Financial Holdings, Inc.

Business First Bancshares, Inc./ American Gateway Financial Corporation

Centra Ventures, Inc./ Community Pride Bank Corporation

Community Bancshares, Inc./ Citizens Bank of Ashville, Ohio

Magnolia Banking Corporation/ First National Bancshares of Hempstead County, Inc.

Olney Bancshares of Texas, Inc./ HBank Texas

Charles Investment Group, LLC/ United Group Banking Company of Florida, Inc.

Independent Bank Group, Inc./ Houston City Bancshares, Inc.

Little London Bancorp Inc./ 5Star Bank

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First Business Financial Services, Inc./ Aslin Group, Inc.

Community & Southern Holdings, Inc./ Alliance Bancshares, Inc.

Sturm Financial Group, Inc./ First Capital West Bankshares, Inc.

Glacier Bancorp, Inc./ FNBR Holding Corporation

Green Bancorp, Inc./ SP Bancorp, Inc.

State Bank Financial Corporation/ Atlanta Bancorporation, Inc.

Commerce Union Bancshares, Inc./ Reliant Bank

Heritage Financial Group, Inc./ Alarion Financial Services, Inc.

Peoples Bancorp Inc./ North Akron Savings Bank

Home BancShares, Inc./ Florida Traditions Bank

Institution for Savings in Newburyport and Its Vicinity/ Rockport National Bancorp, Inc.

MainSource Financial Group, Inc./ MBT Bancorp

Peoples Bancorp Inc./ Ohio Heritage Bancorp, Inc.

Bankwell Financial Group, Inc./ Quinpiac Bank & Trust Company

Raymond James examined valuation multiples of the transaction value compared to the target companies' tangible book value, and earnings per share, in each case for twelve months ended prior to announcement of the transaction. Raymond James also examined the premium of the aggregate

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### Table of Contents

transaction value over tangible common equity as a percentage of core deposits. Raymond James reviewed the mean, median, lower quartile and upper quartile relative valuation multiples of the selected transactions and compared them to corresponding valuation multiples for Peoples Bancorp implied by the Merger Consideration. Furthermore, Raymond James applied the mean, median, lower quartile and upper quartile relative valuation multiples to Peoples Bancorp's actual results to determine the implied equity price per share and then compared those implied equity values per share to the Merger Consideration of \$9,475 per share. The results of the selected transactions analysis are summarized below:

	<b>Deal Value / Tangible Book Value</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	118%	\$ 11,542
Mean	139%	\$ 13,646
Median	136%	\$ 13,322
75th Percentile	152%	\$ 14,857
Merger Consideration	97%	\$ 9,475

	<b>Deal Value / LTM EPS</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	15.7x	\$ 7,576
Mean	23.0x	\$ 11,112
Median	21.8x	\$ 10,515
75th Percentile	29.6x	\$ 14,292
Merger Consideration	19.6x	\$ 9,475

	<b>Transaction Premium / Core Deposits</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	3.1%	\$ 11,769
Mean	6.1%	\$ 13,628
Median	5.8%	\$ 13,460
75th Percentile	8.1%	\$ 14,903
Merger Consideration	0.5%	\$ 9,475

*Selected Transaction Analysis Kentucky & Surrounding States.* Raymond James analyzed publicly available information relating to fourteen selected acquisitions of depository institutions headquartered in Kentucky or its surrounding states announced between March 31, 2014 and June 1, 2015 in which the transaction values were between \$10 million and \$50 million, target institutions that had nonperforming assets-to-total assets ratio of less than 5.0% at announcement, and target institutions that had LTM return on average assets of greater than 0.0%. Raymond James prepared a summary of the transaction value to tangible book value, transaction value to LTM earnings per share, and premium to core deposit multiples. The fourteen selected transactions that were used in the analysis are (buyer / seller):

First Commonwealth Financial Corporation/ First Community Bank

Wintrust Financial Corporation/ North Bank

LINCO Bancshares, Inc./ Community First Bank

Wintrust Financial Corporation/ Community Financial Shares, Inc.

First Merchants Corporation/ C Financial Corporation

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### Table of Contents

Independent Alliance Banks, Inc./ First State Bank, Bourbon, Indiana

First Busey Corporation/ Herget Financial Corp.

First Citizens Banc Corp/ TCNB Financial Corporation

American National Bankshares Inc./ MainStreet BankShares, Inc.

Community Bancshares, Inc./ Citizens Bank of Ashville, Ohio

Commerce Union Bancshares, Inc./ Reliant Bank

Peoples Bancorp Inc./ North Akron Savings Bank

MainSource Financial Group, Inc./ MBT Bancorp

Peoples Bancorp Inc./ Ohio Heritage Bancorp, Inc.

Raymond James examined valuation multiples of the transaction value compared to the target companies' tangible book value, and earnings per share, in each case for twelve months ended prior to announcement of the transaction. Raymond James also examined the premium of the aggregate transaction value over tangible common equity as a percentage of core deposits. Raymond James reviewed the mean, median, lower quartile and upper quartile relative valuation multiples of the selected transactions and compared them to corresponding valuation multiples for Peoples Bancorp implied by the Merger Consideration. Furthermore, Raymond James applied the mean, median, lower quartile and upper quartile relative valuation multiples to Peoples Bancorp's actual results to determine the implied equity price per share and then compared those implied equity values per share to the Merger Consideration of \$9,475 per share. The results of the selected transactions analysis are summarized below:

	<b>Deal Value / Tangible Book Value</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	118%	\$ 11,574
Mean	131%	\$ 12,825
Median	141%	\$ 13,786
75th Percentile	148%	\$ 14,466
Merger Consideration	97%	\$ 9,475

	<b>Deal Value / LTM EPS</b>	<b>Implied Equity Value Per Share</b>
25th Percentile	16.0x	\$ 7,732
Mean	21.7x	\$ 10,500
Median	22.2x	\$ 10,713
75th Percentile	28.3x	\$ 13,671
Merger Consideration	19.6x	\$ 9,475

<b>Transaction Premium /</b>	<b>Implied Equity Value</b>
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	<b>Core Deposits</b>	<b>Per Share</b>
25th Percentile	3.8%	\$ 12,153
Mean	5.0%	\$ 13,019
Median	4.7%	\$ 12,756
75th Percentile	7.3%	\$ 14,407
Merger Consideration	0.5%	\$ 9,475

64

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Table of Contents

*Discounted Cash Flow Analysis.* Raymond James analyzed the discounted present value of Peoples Bancorp's projected free cash flows for the three months ending December 31, 2015 and the years ending 2015 through 2020 as adjusted for the transaction both with and without projected cost savings. The projected cost savings and merger adjustments to the Projections were provided to Raymond James by First Capital and approved for Raymond James's use by First Capital. Raymond James estimated cash flows based on projected excess tangible common equity available to dividend to shareholders, defined as the tangible common equity in excess of a minimum 8.0% tangible common equity to tangible assets ratio.

The discounted cash flow analysis was based on the Projections. Consistent with the periods included in the Projections, Raymond James used calendar year 2020 as the final year for the analysis and applied multiples, ranging from 12.0x to 16.0x, to calendar year 2020 adjusted earnings in order to derive a range of terminal values for Peoples Bancorp in 2020.

The projected free cash flows and terminal values were discounted using rates ranging from 14.1% to 16.1%, which reflected the cost of equity capital estimated for First Capital using the 20-year treasury rate as of May 27, 2015, and the 2014 Duff & Phelps Valuation Handbook which considers the risk-free rate, equity risk premium, industry beta, and size premium. The resulting range of present equity values was divided by the number of diluted shares outstanding in order to arrive at a range of present values per Peoples Bancorp share. Raymond James reviewed the range of per share prices derived in the discounted cash flow analysis and compared them to the price per share for Peoples Bancorp implied by the Merger Consideration. The results of the discounted cash flow analysis are summarized below:

	<b>Implied Value Per Share With Cost Saves</b>	<b>Implied Value Per Share Without Cost Saves</b>
Minimum	\$ 9,600	\$ 4,995
Maximum	\$ 11,748	\$ 5,715
Merger Consideration	\$ 9,475	\$ 9,475

*Additional Considerations.* The preparation of a fairness opinion is a complex process and is not susceptible to a partial analysis or summary description. Raymond James believes that its analyses must be considered as a whole and that selecting portions of its analyses, without considering the analyses taken as a whole, would create an incomplete view of the process underlying its opinion. In addition, Raymond James considered the results of all such analyses and did not assign relative weights to any of the analyses, but rather made qualitative judgments as to significance and relevance of each analysis and factor, so the ranges of valuations resulting from any particular analysis described above should not be taken to be the view of Raymond James as to the actual value of Peoples Bancorp.

In performing its analyses, Raymond James made numerous assumptions with respect to industry performance, general business, economic and regulatory conditions and other matters, many of which are beyond the control of First Capital. The analyses performed by Raymond James are not necessarily indicative of actual values, trading values or actual future results which might be achieved, all of which may be significantly more or less favorable than suggested by such analyses. Such analyses were provided to First Capital's board of directors (solely in its capacity as such) and were prepared solely as part of the analysis of Raymond James of the fairness, from a financial point of view, to First Capital of the Merger Consideration (as defined in the opinion letter) to be paid by First Capital in the Transaction (as defined in the opinion letter) pursuant to the Agreement (as defined in the opinion letter). The analyses do not purport to be appraisals or to reflect the prices at which companies may actually be sold, and such estimates are inherently subject to uncertainty. The opinion of Raymond James was one of many factors taken into account by First Capital's board in making its determination to approve the Transaction. Neither Raymond James' opinion nor the analyses described above should

Table of Contents

be viewed as determinative of First Capital's board of directors' or management's views with respect to First Capital, Peoples Bancorp or the Transaction. First Capital placed no limits on the scope of the analysis performed, or opinion expressed, by Raymond James.

The Raymond James opinion was necessarily based upon market, economic, financial and other circumstances and conditions existing and disclosed to it on June 1, 2015, and any material change in such circumstances and conditions may affect the opinion of Raymond James, but Raymond James does not have any obligation to update, revise or reaffirm that opinion. Raymond James relied upon and assumed, without independent verification, that there had been no change in the business, assets, liabilities, financial condition, results of operations, cash flows or prospects of Peoples Bancorp since the respective dates of the most recent financial statements and other information, financial or otherwise, provided to Raymond James that would be material to its analyses or its opinion, and that there was no information or any facts that would make any of the information reviewed by Raymond James incomplete or misleading in any material respect.

During the two years preceding the date of Raymond James's written opinion, Raymond James has not received any compensation for investment banking services from First Capital. Raymond James, including certain affiliates, have received compensation from First Capital during the past two years for non-investment banking services. For services rendered in connection with the delivery of its opinion, First Capital paid Raymond James a customary investment banking fee upon delivery of its opinion. First Capital will also pay Raymond James a customary fee for advisory services in connection with the Transaction, all of which is contingent upon the closing of the Transaction. First Capital also agreed to reimburse Raymond James for its expenses incurred in connection with its services, including the fees and expenses of its counsel, and will indemnify Raymond James against certain liabilities arising out of its engagement.

Raymond James is actively involved in the investment banking business and regularly undertakes the valuation of investment securities in connection with public offerings, private placements, business combinations and similar transactions. In the ordinary course of business, Raymond James may trade in the securities of First Capital and Peoples Bancorp for its own account and for the accounts of its customers and, accordingly, may at any time hold a long or short position in such securities. Raymond James may provide investment banking, financial advisory and other financial services to First Capital and/or Peoples Bancorp or other participants in the Transaction in the future, for which Raymond James may receive compensation.

**Effects of the Merger**

The respective Boards of Directors of First Capital and Peoples believe that, over the long-term, the Merger will be beneficial to First Capital shareholders, including the current shareholders of Peoples who will become First Capital shareholders if the Merger is completed. The First Capital board of directors believes that one of the potential benefits of the Merger is the cost savings that may be realized by combining the two companies and integrating all of the branches of The Peoples Bank of Bullitt County as a banking subsidiary of First Capital, which savings are expected to enhance First Capital's earnings.

First Capital expects to reduce expenses by combining accounting, data processing, retail and lending support, and other administrative functions after completion of the Merger, which will enable First Capital to achieve economies of scale in these areas. Promptly following the completion of the Merger, which is expected to occur in the fourth quarter of 2015, First Capital plans to begin the process of eliminating redundant functions, and eliminating duplicative expenses.

The amount of any cost savings First Capital may realize in 2015 and beyond will depend upon how quickly and efficiently First Capital is able to implement the processes outlined above.

Table of Contents

First Capital believes that it will achieve cost savings based on the assumption that it will be able to:

reduce data processing costs;

reduce staff;

achieve economies of scale in advertising and marketing budgets;

reduce legal and accounting fees; and

achieve other savings through reduction or elimination of miscellaneous items such as insurance premiums, travel and automobile expense, and investor relations expenses.

First Capital has based these assumptions on its present assessment of where savings could be realized based upon the present independent operations of the two companies. Actual savings in some or all of these areas could be higher or lower than is currently expected.

First Capital also believes that the Merger will be beneficial to the customers of Peoples as a result of the additional products and services offered by First Capital and First Harrison Bank and because of the increased lending capability.

Table of Contents

**THE MERGER AGREEMENT**

**Structure of the Merger**

Subject to the terms and conditions of the Merger Agreement, at the completion of the Merger, Peoples will merge with and into First Capital, with First Capital as the surviving corporation. The separate existence of Peoples will terminate and Peoples common stock will be cancelled as a consequence of the Merger. First Capital common stock will continue to be listed on the NASDAQ Capital Market under the symbol "FCAP." Subsequent to the Merger, Peoples Bank will be merged with and into First Harrison Bank, a wholly-owned subsidiary of First Capital.

Under the Merger Agreement, the officers and directors of First Capital serving at the effective time of the Merger will continue to serve as the officers and directors of First Capital after the Merger is consummated.

**Merger Consideration**

If the Merger is completed, each share of Peoples common stock (except for specified shares of Peoples common stock held by Peoples or First Capital and any dissenting shares) will be converted, at the election of the shareholder and subject to certain adjustments and election and allocation procedures described below, into the right to receive, without interest, either (i) 382.83 shares (the "Exchange Ratio") of First Capital common stock (the "Stock Consideration"), or (ii) \$9,475.00 in cash (the "Cash Consideration") (collectively, the "Merger Consideration"). Peoples shareholders who would otherwise be entitled to a fractional share of First Capital common stock upon the completion of the Merger will instead receive an amount in cash (without interest) equal to the fractional share interest multiplied by the Cash Consideration, as adjusted as described below.

The Merger Agreement provides that fifty percent (50%) of the outstanding shares of Peoples must be converted into the Stock Consideration, with the balance of the outstanding Peoples shares converted into the Cash Consideration. If Peoples shareholder elections would result in the issuance of First Capital common stock for more or less than fifty percent (50%) of the outstanding Peoples shares, then their elections may be subject to reallocation as described under "The Merger Agreement Election and Allocation Procedures." As a result of the reallocation, Peoples shareholders may not receive cash or First Capital shares to the full extent that they elect.

The Merger Agreement also provides for the possibility of an additional cash payment to shareholders of Peoples if and to the extent that Peoples sells certain specified assets (the "Contingent Assets") prior to the effective time of the Merger, or First Capital sells such assets within twenty-six (26) months after the effective time of the Merger. If Peoples sells the Contingent Assets prior to the effective time of the Merger or has entered into a written contract for the sale of such assets which are then purchased within sixty (60) days after the effective time, then the Merger Consideration will be increased by (i) 100% of the net sales proceeds received with respect to the sale of the Contingent Assets (net of any commissions) in excess of \$3,750,000, up to \$5,600,000 of the proceeds of such sale and (ii) fifty percent (50%) of any such sale proceeds in excess of \$5,600,000. If the Contingent Assets are not sold by Peoples, then First Capital will use commercially reasonable efforts in the ordinary course of business to sell the Contingent Assets within twenty-four (24) months of the effective time of the Merger. If First Capital (i) sells the Contingent Assets within (24) months after the effective time of the Merger or has entered into a written contract for the sale of such assets which are then purchased within sixty (60) days after the expiration of such twenty-four (24) month period, First Capital will distribute fifty percent (50%) of such sale proceeds in excess of \$3,750,000 on a pro rata basis to the former shareholders of Peoples. No guarantee can be made that the Contingent Assets will be sold in the manner or in the timeframes described above or that Peoples shareholders Peoples shareholders will receive any additional cash payment.

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### Table of Contents

The Merger Consideration is subject to adjustment as follows:

#### *Change in Average First Capital Closing Price.*

If the Average First Capital Closing Price (defined as the average per share closing price of First Capital common stock for the 20 trading days preceding the 5th calendar before the effective time of the Merger) is greater than \$24.75 at the effective time of the Merger, then (i) the aggregate Stock Consideration will be increased by a percentage equal to one-half of the percentage increase in the Average First Capital Closing Price above \$24.75 (with a corresponding decrease in the Exchange Ratio), up to a minimum number of 560,868 shares of First Capital common stock (or an Exchange Ratio of 365.27 shares) to be issued as Stock Consideration, and (ii) the aggregate Cash Consideration will be increased by a percentage equal to one-half of the percentage increase in the Average First Capital Closing Price above \$24.75, to a maximum of \$15,283,654 (or \$9,953.54 per share) to be issued as Cash Consideration; or

If the Average First Capital Closing Price is less than \$24.75 at the effective time of the Merger, then (i) the aggregate Stock Consideration will be decreased by a percentage equal to one-half of the percentage decrease in the Average First Capital Closing Price below \$24.75 (with a corresponding increase in the Exchange Ratio), up to a maximum number of 620,124 shares of First Capital common stock (or an Exchange Ratio of 403.86 shares) to be issued as Stock Consideration, and (ii) the aggregate Cash Consideration will be decreased by a percentage equal to one-half of the percentage decrease in the Average First Capital Closing Price below \$24.75, to a minimum of \$13,828,767 (or \$9,006.04 per share) to be issued as Cash Consideration.

*Decrease in Peoples' Consolidated Net Book Value.* If the Consolidated Net Book Value (as defined the Merger Agreement) of Peoples is greater than \$26,410,000 but less than \$29,010,000, the Merger Consideration will be reduced by the difference between the Consolidated Net Book Value and \$29,010,000.

The following table shows the range of hypothetical adjustments to the Cash Consideration per Peoples share and the Exchange Ratio based on (1) changes in the Average First Capital Closing Price within the minimum and maximum price range, with a mid-point of \$24.75 per First Capital share; and (2) various levels of Consolidated Net Book Value as of the Closing Date. The values in the table are for illustrative purposes only. The actual values will be determined immediately before the Merger becomes effective. The table assumes no cash issued in lieu of fractional shares of First Capital common stock.

Peoples Consolidated Net Book Value (in thousands)	Average First Capital Closing Price					
	Minimum (9.9% decrease) \$22.30		Mid-Point \$24.75		Maximum (10.1% increase) \$27.25	
	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration	Exchange Ratio (First Capital shares)	Cash Consideration
\$ 29,010	403.86	\$ 9,006.04	382.83	\$ 9,475.00	365.27	\$ 9,953.54
\$ 28,000	389.11	\$ 8,677.16	369.54	\$ 9,146.12	353.20	\$ 9,624.66
\$ 27,000	374.51	\$ 8,351.53	356.38	\$ 8,820.49	341.25	\$ 9,299.03
\$ 26,410	365.89	\$ 8,159.41	348.62	\$ 8,628.37	334.20	\$ 9,106.91

As of June 30, 2015, Peoples would have reported Consolidated Net Book Value (as defined in the Merger Agreement) of more than \$29,010,000. Assuming that value remained in effect on the closing date, there would not be a book value-related price adjustment. Based on the \$26.27 closing trading price of First Capital common stock on September 14, 2015, the Exchange Ratio would be 371.75

Table of Contents

First Capital shares for each Peoples share, and the Cash Consideration would be \$9,765.95 for each Peoples share.

**Election and Allocation Procedures for Peoples Shareholders**

With this joint proxy statement/prospectus, Peoples shareholders are receiving an Election Form and instructions for both (i) electing their preferred form of Merger Consideration and (ii) exchanging their shares of Peoples common stock for shares of First Capital common stock and any cash payments they may be entitled to receive. Peoples shareholders may elect to receive all stock, all cash or a combination of stock and cash, subject to allocation as described below, or they may make no election.

To be effective, an Election Form must be properly completed, signed and actually received by Computershare Limited, as Election Agent, not later than 5:00 p.m., local time, on the deadline set forth in the Election Form, or such other time and date as the parties may agree in writing, which we refer to as the election deadline.

To be properly completed, your Election Form must be accompanied by one or more stock certificates representing all shares of Peoples common stock covered by your Election Form, together with duly executed transmittal materials included in or required by the Election Form. If you cannot deliver your stock certificates because they have been lost, stolen or destroyed, you must provide an indemnity satisfactory to First Capital and the Election Agent at the time you submit your Election Form.

***If you do not properly complete and return your Election Form together with your Peoples stock certificates (or the indemnity) before the election deadline, you will be treated as having made no election with respect to your shares, and your shares will be converted into the right to receive the Cash Consideration or the Stock Consideration, depending upon the elections made by other Peoples shareholders. Accordingly, we urge you to locate your stock certificates as soon as possible. Please contact William L. Dawson at Peoples if you have questions about your stock certificates.***

The Merger Agreement provides that 50% (the "Stock Conversion Number") of the outstanding Peoples shares must be converted into First Capital common stock, with the balance of the outstanding Peoples shares converted into cash. If the number of shares elected to be converted into First Capital common stock (a "Stock Election") equals the Stock Conversion Number, then:

all shares for which an election to receive cash has been made (a "Cash Election") and all shares for which no election has been made (a "Non-Election") will be converted into the right to receive cash; and

all shares for which a Stock Election has been made will be converted into the right to receive shares of First Capital common stock.

If the number of shares electing to receive First Capital common stock is less than the Stock Conversion Number, then:

all shares for which a Stock Election has been made will be converted into the right to receive shares of First Capital common stock; and

the Non-Elections shall be converted to Stock Elections, on a pro rata basis, until a sufficient number of Non-Election shares have been converted so that the total Non-Election shares so converted, when added to the Stock Election shares, is equal to the Stock Conversion Number.

If, following the conversion of all Non-Elections to Stock Elections, the number of Stock Election shares still is less than the Stock Conversion Number, the Cash Elections shall be eliminated (each in

Table of Contents

its entirety) and converted to Stock Elections (each in its entirety) and the Cash Election shares shall be converted into the right to receive shares of First Capital stock and cash in the following manner:

the Election Agent will select from among the holders of Cash Election shares, on a pro rata basis (other than holders of dissenting shares), a sufficient number of such shares ("Stock Designated Shares") such that the number of Stock Designated Shares will, when added to the number of Stock Election shares and Non-Election shares, be equal as closely as practicable to the Stock Conversion Number, and all such Stock Designated Shares shall be converted into the right to receive shares of First Capital stock; and

the Cash Election shares not so selected as Stock Designated Shares shall be converted into the right to receive cash.

If the number of shares electing to receive First Capital common stock has been made exceeds the Stock Conversion Number, then the Stock Elections shall be eliminated (each in its entirety) and converted into the right to receive First Capital stock and cash in the following manner:

the Election Agent will select from among the holders of Stock Election shares, on a pro rata basis, a sufficient number of such shares ("Cash Designated Shares") such that the number of Stock Election shares, when reduced by the Cash Designated Shares, is equal as closely as practicable to the Stock Conversion Number, and all such Cash Designated Shares shall be converted into the right to receive the Cash Consideration; and

the Stock Election shares not so selected as Cash Designated Shares shall be converted into the right to receive the Stock Consideration.

The term "Cash Election" means an election by the holder of shares of Peoples common stock to receive the Cash Consideration. Holders of dissenting shares will be deemed to have made a Cash Election. The term "Stock Election" means an election by the holder of shares of Peoples common stock to receive the Stock Consideration. The term "Non-Election" means the holder of the Peoples common stock makes no election or has no preference as to receipt of Cash Consideration or Stock Consideration.

As a result of these allocation procedures, there is a risk that even if a Peoples shareholder properly elects to receive cash, all or a portion of the Merger Consideration such shareholder receives may be in the form of shares of common stock which the shareholder did not elect to receive. Similarly, there is a risk that even if a shareholder properly elects to receive stock, all or a portion of the Merger Consideration such shareholder receives may be in the form of cash which the shareholder did not elect to receive.

Additionally, a pro rata reduction in the Cash Consideration a Peoples shareholder may receive (and a corresponding increase in the Stock Consideration such shareholder receives) will be made if necessary to allow First Capital's tax counsel to deliver its opinion as to the qualification of the Merger as a "reorganization" within the meaning of Section 368(a) of the Code. Accordingly, the risk that a Peoples shareholder will receive a portion of the Merger Consideration in a form that such shareholder did not elect could result in, among other things, tax consequences that differ from those that would have resulted had the shareholder received the form of consideration the shareholder had elected (including the recognition of taxable gain to the extent cash is received). Please see the section captioned "Material U.S. Federal Income Tax Consequences."

Should First Capital change the number of shares of First Capital common stock issued and outstanding prior to the effective time by way of a stock split, stock dividend, recapitalization or similar transaction with respect to the outstanding First Capital common stock, and the record date for that transaction is prior to the effective time, the Exchange Ratio will be adjusted so the shareholders receive, in the aggregate, a number of shares of First Capital common stock representing the same

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### Table of Contents

percentage of outstanding shares of First Capital common stock at the effective time as would have been represented by the number of shares of First Capital common stock the shareholders of Peoples would have received if any of the foregoing actions had not occurred.

The following examples illustrate how the Merger Agreement's election and allocation procedures would work in certain hypothetical scenarios:

Total shares of Peoples common stock outstanding:	3,071
Stock Conversion Number (50%):	1,536 shares

**Illustration A** More than 50% of the shares choose the Stock Consideration.

Stock Election shares:	1,600
Cash Election shares:	1,400
Non-Election shares (no election made):	71

Allocation result:

1,536 Stock Election shares would be converted into shares of First Capital common stock.

64 Stock Election shares would be converted into the Cash Consideration, determined on a pro rata basis from among the shareholders making a Stock Election.

All 1,400 Cash Election shares would be converted into the Cash Consideration.

All 71 Non-Election shares would be converted into the Cash Consideration.

**Illustration B** More than 50% of the shares choose the Cash Consideration.

Stock Election shares:	1,400
Cash Election shares:	1,600
Non-Election shares:	71

Allocation result:

All 1,400 Stock Election shares would be converted into shares of First Capital common stock.

All 71 Non-Election shares would be converted into shares of First Capital common stock.

1,535 Cash Election shares would be converted into the Cash Consideration.

65 of the Cash Election shares would be converted into shares of First Capital common stock, determined on a pro rata basis from among the shareholders making a Cash Election.

**Illustration C** Fewer than 50% choose the Stock Consideration.

Stock Election shares:	1,500
Cash Election shares:	1,500
Non-Election shares:	71

Allocation result:



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All 1,500 Stock Election shares would be converted into shares of First Capital common stock.

All 1,500 Cash Election shares would be converted into the Cash Consideration.

36 Non-Election shares would be converted into shares of First Capital common stock, determined on a pro rata basis from among the shareholders who fail to make an election.

The remaining 35 Non-Election shares would be converted into the Cash Consideration.

Table of Contents

**Exchange and Payment Procedures**

When and after the effective time of the Merger occurs, each certificate representing shares of Peoples common stock will represent only the right to receive the Merger Consideration in accordance with the terms of the Merger Agreement. First Capital has reserved a sufficient number of shares of First Capital common stock to be issued as a part of the Merger Consideration.

Once the Merger has occurred, First Capital must cause the applicable Merger Consideration to be paid to each Peoples shareholder within 5 business days following the Election Agent's receipt of that shareholder's stock certificates representing shares of Peoples common stock, accompanied by that shareholder's properly completed and executed Election Form. First Capital will then issue:

a check in the amount of cash that the Peoples shareholder has the right to receive;

a certificate representing that number of whole shares of First Capital common stock that the Peoples shareholder has the right to receive; and

a check in the amount of any cash payable to the Peoples shareholder in lieu of any fractional share of First Capital common stock.

If a Peoples shareholder is unable to deliver stock certificates with the shareholder's properly completed and executed Election Form because those certificates have been lost, stolen or destroyed, then the shareholder must comply with the instructions that accompany the Election Form to receive the Merger Consideration. First Capital will issue the Merger Consideration in exchange for such lost, stolen or destroyed certificates only after the shareholder submits an affidavit that the shareholder's stock certificates have been lost, stolen or destroyed, and posts a bond or delivers other indemnity reasonably satisfactory to First Capital as indemnity against any claim that may be made with respect to the certificate.

No interest will be paid on any Merger Consideration that any shareholder will be entitled to receive pursuant to the terms of the Merger Agreement.

The stock transfer books of Peoples will be closed immediately upon the effective time of the Merger. Thereafter, no transfers of shares of Peoples common stock will be recorded on the stock transfer records of Peoples (other than to settle transfers of Peoples common stock that occurred prior to the effective time of the Merger). If certificates representing shares of Peoples common stock are presented for transfer after the completion of the Merger, they will be cancelled and exchanged for the Merger Consideration. First Capital will be entitled to rely on Peoples' stock transfer books to establish the identity of those persons entitled to receive Merger Consideration.

**Dividends and Distributions**

Until Peoples common stock certificates are surrendered for exchange, any dividends or other distributions declared after the effective time of the Merger with respect to First Capital common shares into which shares of Peoples common stock may have been converted will accrue but will not be paid. When such certificates have been duly surrendered, First Capital will pay any unpaid dividends or other distributions, without interest.

**Representations and Warranties**

The Merger Agreement contains representations and warranties of Peoples, on the one hand, and First Capital, on the other hand, to each other, as to, among other things:

the corporate organization and existence of each party;

the authority of each party to enter into the Merger Agreement, perform its obligations under the Merger Agreement and make it valid and binding;



Table of Contents

the fact that the Merger Agreement does not conflict with or violate:

the articles of incorporation and by-laws of each party,

applicable law, and

agreements, instruments or obligations of each party;

the capitalization of Peoples and First Capital;

each party's compliance with applicable law;

the accuracy of statements made and materials provided to the other party;

the absence of material litigation;

the inapplicability of certain statutory anti-takeover provisions as to each party;

each party's shareholder approval requirements;

the absence of a shareholder rights plan with respect to each party;

each party's financial statements and filings with applicable regulatory authorities;

the absence of undisclosed obligations or liabilities;

title to properties and compliance with environmental laws;

employee benefit plans and related matters;

the filing and accuracy of tax returns;

the adequacy of each party's deposit insurance and other policies of insurance;

the accuracy and completeness of each party's corporate and financial records;

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payments to be made to any brokers or finders in connection with the Merger;

each party's compliance with the Bank Secrecy Act;

the absence of undisclosed agreements with regulatory agencies; and

that each party received a rating of "satisfactory" or better in its most recent Community Reinvestment Act examination.

In addition, the Merger Agreement contains representations and warranties of Peoples to First Capital as to:

the absence of any undisclosed material contracts;

validity of loans and adequacy of loan loss reserves;

Peoples' obligations to its employees;

the non-occurrence of certain events since December 31, 2014;

the absence of insider transactions;

indemnification agreements;

the absence of undisclosed indemnification agreements;

the required approval of Peoples shareholders;

valid ownership or licensing rights in intellectual property used by Peoples;

the adequacy of Peoples' internal controls;

Table of Contents

the proper administration of Peoples' fiduciary accounts; and

the receipt of a fairness of a fairness opinion from PBS.

Further, the Merger Agreement contains representations and warranties of First Capital to Peoples as to:

filings with the Securities and Exchange Commission;

the non-occurrence of certain events since March 31, 2015;

sufficiency of funds to complete the Merger; and

the receipt of a fairness of a fairness opinion from Raymond James.

None of the representations and warranties of the parties will survive the consummation of the Merger. Additionally, the parties qualified many of the representations and warranties contained in the Merger Agreement with exceptions set forth in disclosure letters which were separately delivered by each party to the other party.

**Conduct of Business Prior to Completion of the Merger**

Peoples has agreed to certain restrictions on its activities until the Merger is completed or terminated. The following is a summary of the more significant restrictions imposed upon them by the Merger Agreement, subject to the exceptions set forth in the Merger Agreement. Specifically, without the prior consent of First Capital, Peoples may not:

make any change in the capitalization or the number of issued and outstanding shares of capital stock;

redeem any of its outstanding shares of common stock;

merge, combine, consolidate, or effect a share exchange with, or sell its assets or any of its securities to any other person, corporation, or entity, or enter into any other similar transaction not in the ordinary course of business;

purchase any "step up" bonds or any security with a maturity in excess of three years;

purchase any assets or securities or assume any liabilities of another bank holding company, bank, corporation, or other entity, except in the ordinary course of business necessary in managing its investment portfolio;

make any changes in the composition of its executive officers, directors or other key management personnel;

make any change in the compensation or title of any officer, director or key management employee or make any change in the compensation or title of any other employee, other than consistent with past practices in the ordinary course of business;

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enter into any bonus, incentive compensation, stock option, deferred compensation, profit sharing, retirement, pension, group insurance or other benefit or any employment or consulting agreement;

incur any obligation or liability, make any pledge, or encumber or sell any of its assets, purchase or otherwise acquire or dispose of any of its assets in any other manner, except in the ordinary course of its business and for adequate value consistent with past practice;

alter, amend or repeal its articles of incorporation or bylaws except as contemplated by the Merger Agreement or unless such amendment is necessary to complete the Merger or the consummation of the transactions contemplated b the Merger;

## Edgar Filing: FIRST CAPITAL INC - Form S-4

### Table of Contents

enter into any new capital commitments or make any capital expenditures in excess of \$10,000 each, other than pursuant to binding commitments existing on the date of the Merger Agreement;

enter into any contract, agreement, lease, commitment, understanding, arrangement or transaction or incur any liability or obligation requiring payments by it or any of its subsidiaries which exceed \$10,000, whether individually or in the aggregate, or that is not a trade payable or incurred in the ordinary course of business, other than as contemplated by the Agreement;

make, renew or otherwise modify any loan, loan commitment, letter of credit or other extension of credit (individually, a "Loan" and collectively, "Loans") if the Loan is an existing credit on its books and classified as "substandard," "doubtful," "loss" or "special mention", or make any first mortgage loan in excess of \$300,000 or any other Loan in excess of \$100,000;

except for the acquisition or disposition in the ordinary course of business of other real estate owned, acquire or dispose of any real or personal property or fixed asset constituting a capital investment in excess of \$2,500 individually or \$10,000 in the aggregate;

make any investment subject to any restrictions, whether contractual or statutory, which materially impairs its ability to dispose freely of such investment at any time; or, subject any of their properties or assets to a mortgage, lien, claim, charge, option, restriction, security interest or encumbrance, except for tax and other liens which arise by operation of law and with respect to which payment is not past due or is being contested in good faith by appropriate proceedings, pledges or liens required to be granted in connection with acceptance by it or any subsidiary of government deposits and pledges or liens in connection with Federal Home Loan Bank borrowings;

file any applications or make any contract with respect to branching or site location or relocation;

make any material change in its accounting methods or practices, other than changes required by changes in applicable laws or regulations or GAAP, or change any of its methods of reporting income and deductions for federal income tax purposes, except as required by changes in applicable laws or regulations;

change its lending, investment, deposit or asset and liability management or other banking policies except as may be required by applicable law or regulations;

enter into any future contract, option or other agreement or take any other action for purposes of hedging the exposure of its interest-earning assets and interest-bearing liabilities to changes in market rates of interest;

acquire in any manner whatsoever (other than to realize upon collateral for a defaulted loan) any business or entity;

incur any liability for borrowed funds (other than in the case of deposits, federal funds purchased, securities sold under agreements to repurchase and Federal Home Loan Bank advances in the ordinary course of business) or place upon or permit any encumbrance of any nature upon any of its properties or assets, except as otherwise provided in the Agreement;

engage in any loan transaction with an "affiliate" (as defined in the Merger Agreement) or any other transaction with an affiliate which is not in the ordinary course of business; and



pay or commit to pay any management or consulting or other similar type of fees other than as previously disclosed to First Capital.

Table of Contents

In addition, Peoples may pay to its shareholders its usual and customary cash dividend of no greater than \$126.00 per share on a semi-annual basis. This dividend may be prorated for a quarterly period if the parties anticipate the Merger will close after the end of a quarter but prior to the customary semi-annual dividend date occurring at the end of the next quarter. Further, Peoples may not pay a dividend during the quarter in which the Merger is scheduled to consummate if its shareholders will become entitled to receive First Capital's regular quarterly cash dividend on their shares of First Capital Common Stock received in the Merger during such quarter.

**Covenants**

In addition to the restrictions noted above, First Capital and Peoples have agreed to take several other actions, such as:

to carry on their respective business diligently, substantially in the manner as is presently being conducted and in the ordinary course of business;

to use commercially reasonable efforts to preserve their respective business organization intact, keep available the services of the present officers and employees and preserve their respective present relationships with customers and those having business dealings with each of them;

to use commercially reasonable efforts to maintain all of the properties and assets owned or utilized in the operation of their respective businesses as currently conducted in good operating condition and repair, reasonable wear and tear excepted;

to maintain their respective books, records and accounts in the usual, regular and ordinary manner, on a basis consistent with prior years;

to timely file all required regulatory reports;

to not knowingly do or fail to do anything which will cause a breach of, or default in, any of their respective contracts, agreements, commitments, obligations, understandings, arrangements, leases or licenses to which they are a party or by which they or any of their respective subsidiaries may be subject or bound which would reasonably be expected to have a Material Adverse Effect;

to use their respective reasonable best efforts in good faith to take, or cause to be taken, all actions, and to do, or cause to be done, all things necessary, proper or desirable, or advisable under applicable laws to permit consummation of the Merger as promptly as practicable and cooperate fully with the other party to that end;

to submit the Merger Agreement to its shareholders at a meeting to be called and held at the earliest possible reasonable date;

to proceed expeditiously, cooperate fully and use commercially reasonable efforts to procure all consents, authorizations, approvals, registrations and certificates, in completing all filings and applications and in satisfying all other requirements prescribed by law which are necessary for consummation of the Merger;

to use commercially reasonable efforts to obtain any required third party consents to agreements, contracts, commitments, leases, instruments and documents;

to maintain insurance on its assets, properties and operations, and fidelity coverage in such amounts and with regard to such liabilities and hazards as were insured as of the date of the Merger Agreement;

to coordinate with each other prior to issuing any press releases;

Table of Contents

to supplement, amend and update the disclosure schedules to the Merger Agreement as necessary;

to give the other party's representatives and agents, including investment bankers, attorneys or accountants, upon reasonable notice, access during normal business hours throughout the period prior to the effective time of the Merger to the other party's properties, facilities operations, books and records;

to deliver updated financial statements, any reports, notices or proxy statements sent by either party to any governmental authority, and any orders issued by any governmental authority, to the other party when available;

to not knowingly take any action that is intended or is reasonably likely to result in (i) any of its representations and warranties set forth in the Merger Agreement being or becoming untrue in any material respect, (ii) any of the conditions to the Merger not being satisfied, (iii) a material violation of any provision of the Merger Agreement, or (iv) a material delay in the consummation of the Merger, except in each case as may be required by applicable law or regulation;

in the case of Peoples, to receive within ten days of the date of the Merger Agreement the written fairness opinion of PBS that the Merger Consideration is fair to the shareholders of Peoples from a financial point of view;

in case of First Capital, to file all applications and notices to obtain the necessary regulatory approvals for the transactions contemplated by the Merger Agreement;

in the case of First Capital, to file a registration statement with the Securities and Exchange Commission covering the shares of First Capital common stock to be issued to Peoples shareholders pursuant to the Merger Agreement and to list such shares for trading on the NASDAQ Capital Market;

to continue the indemnification rights of the present and former officers and directors of Peoples or Peoples Bank in respect of actions or omissions (other than actions or omissions which constitute fraud) occurring on or prior to the effective time in accordance with the indemnification rights set forth in the articles of incorporation and bylaws of Peoples and Peoples Bank as of the date of the Agreement;

to promptly give the other party written notice to the other upon becoming aware of the existence, or the impending or threatened occurrence of, any events which have caused or would cause or constitute a breach of any of the representations, warranties, covenants or agreements made to or with the other party in the merger Agreement and use its reasonable best efforts in good faith to prevent or promptly remedy the same; and

to give prompt notice to the other party of any fact, event or circumstance known to it that has resulted in or is reasonably likely, individually or taken together with all other facts, events and circumstances known to it, to result in any Material Adverse Effect (as defined below in "The Merger Agreement Conditions to the Merger") with respect to it.

**Acquisition Proposals by Third Parties**

Until the Merger is completed or the Merger Agreement is terminated, Peoples has agreed that it, and its officers, directors and representatives, and those of Peoples Bank, will not:

initiate, solicit, encourage or otherwise facilitate any inquiries or the making of any proposal or offer with respect to a merger, reorganization, share exchange, consolidation or similar transaction involving Peoples or Peoples Bank, or any purchase of all or substantially all of the



Table of Contents

assets of Peoples or Peoples Bank or more than 10% of the outstanding equity securities of Peoples or Peoples Bank (collectively, a "Peoples Acquisition Proposal") ; or

engage in any negotiations concerning, or provide any confidential information or data to, or have any discussions with, any person or entity relating to a Peoples Acquisition Proposal, or otherwise facilitate any effort or attempt to make or implement a Peoples Acquisition Proposal.

Peoples is not prohibited from (i) complying with its disclosure obligations under federal or state law; (ii) providing information in response to a request therefor by a person or entity who has made an unsolicited bona fide written Peoples Acquisition Proposal if the board of directors of Peoples or Peoples Bank receives from such person or entity requesting the information an executed confidentiality agreement; (iii) engaging in any negotiations or discussions with any person or entity who has made an unsolicited bona fide written Peoples Acquisition Proposal or (iv) recommending such an Peoples Acquisition Proposal to the shareholders of Peoples if the Peoples board of directors determines in good faith (after consultation with outside legal counsel) that:

such action would be required in order for its directors to comply with their fiduciary duties under applicable law;

that such Peoples Acquisition Proposal, if accepted, is reasonably likely to be consummated, taking into account all legal, financial and regulatory aspects of the proposal and the person or entity making the proposal; and

if consummated, result in a transaction materially more favorable to Peoples' shareholders from a financial point of view than the Merger.

Peoples agrees that it will notify First Capital if any such inquiries, proposals or offers are received by, any such information is requested from, or any such discussions or negotiations are sought to be initiated or continued with, Peoples, Peoples Bank, or any of its representatives.

**Conditions to the Merger**

The obligation of First Capital and Peoples to consummate the Merger is subject to the satisfaction or waiver, on or before the completion of the Merger, of a number of conditions, including:

The Merger Agreement must receive the approval of the shareholders of First Capital and Peoples;

The representations and warranties made by the parties in the Merger Agreement must be true, accurate and correct in all material respects as of the effective date of the Merger unless the inaccuracies do not or will not have a Material Adverse Effect (as defined below) on the party making the representations and warranties.

For purposes of the Merger Agreement, Material Adverse Effect is defined to mean any effect which is material and adverse to the results of operations, properties, assets, liabilities, conditions (financial or otherwise), value or business of First Capital and its subsidiaries or Peoples and its subsidiaries, taken as a whole, or which would materially impair the ability of First Capital or Peoples to perform its obligations under the Merger Agreement or otherwise materially threaten or impede the consummation of the Merger and the other transactions contemplated by the Merger Agreement; provided, however, that a Material Adverse Effect shall not include the impact of: (a) changes in banking and similar laws of general applicability to banks or their holding companies or interpretations thereof by courts or governmental authorities, (b) changes in generally accepted accounting principles or regulatory accounting requirements applicable to banks or their holding companies generally, (c) effects of any action or omission taken by a party with the prior written consent of the other party, (d) changes resulting from expenses (such as legal, accounting and investment bankers' fees) incurred in

Table of Contents

connection with the Merger Agreement or the transactions contemplated therein, (e) the impact of the announcement of the Merger Agreement and the transactions contemplated thereby, and compliance with the Merger Agreement on the business, financial condition or results of operations of First Capital and its subsidiaries or Peoples and its subsidiaries, and (f) the occurrence of any military or terrorist attack within the United States or any of its possessions or offices; *provided* that without regard to any other provision of the Merger Agreement, a Material Adverse Effect shall be deemed to have occurred in the event of the imposition of a formal regulatory enforcement action against First Capital, First Harrison, Peoples, or Peoples Bank following the date of the Merger Agreement;

All regulatory approvals required to consummate the transactions contemplated by the Merger Agreement shall have been obtained and shall remain in full force and effect and all statutory waiting periods in respect thereof shall have expired and no such approvals shall contain any conditions, restrictions or requirements which the Peoples or First Capital board of directors reasonably determines in good faith would either (i) have a Material Adverse Effect on the Combined Entity or (ii) reduce the benefits of the Merger to such a degree that Peoples (or in the case of First Capital, that First Capital) would not have entered into the Merger Agreement had such conditions, restrictions or requirements been known; and

None of Peoples, Peoples Bank, First Capital or First Harrison Bank shall be subject to any statute, rule, regulation, injunction, order or decree which prohibits, prevents or makes illegal completion of the Merger, and no material claim, litigation or proceeding shall have been initiated or threatened relating to the Merger Agreement or the Merger.

The other party must have performed, in all material respects, all of their covenants and agreements as required by the Merger Agreement at or prior to the effective time of the Merger;

Each party must have received from the other party at the closing of the Merger all the items, documents, and other closing deliveries of the other party required by the Merger Agreement;

The parties must have received an opinion from Krieg DeVault LLP that the Merger constitutes a tax free "reorganization" for purposes of Section 368 of the Internal Revenue Code, as amended;

First Capital shall have registered its shares of First Capital common stock to be issued to shareholders of Peoples in the Merger with the Securities and Exchange Commission, and all state securities and blue sky approvals, authorizations and exemptions required to offer and sell such shares shall have been received, the Registration Statement on Form S-4, of which this proxy statement/prospectus is a part, shall have been declared effective by the Securities and Exchange Commission and no stop order suspending the effectiveness of the Registration Statement can have been issued or threatened;

The First Capital common stock to be issued to Peoples shareholders must have been approved for listing on the NASDAQ Capital Market, subject to official notice of issuance.

**Expenses**

Except as otherwise provided in the Merger Agreement, Peoples and First Capital will be responsible for their respective expenses incidental to the Merger. In the event that this Agreement is terminated by either party as a result of the failure of the shareholders of the other party to approve the Merger Agreement, the party whose shareholders failed to approve the Merger Agreement must pay or reimburse the other party all of the other party's actual and reasonably documented out of pocket fees and expenses (including reasonable legal fees and expenses) actually incurred in connection with the Merger (but not in excess of \$200,000 in the aggregate).

Table of Contents

**Employee Benefit Matters**

The Merger Agreement requires First Capital to make available to the officers and employees of Peoples and Peoples Bank who continue as employees of First Capital or any subsidiary substantially the same employee benefits on substantially the same terms and conditions as First Capital offers to its similarly situated officers and employees. Peoples and Peoples Bank employees will receive full credit, after the Merger, for all prior service with Peoples, Peoples Bank, or their predecessors for purposes of any applicable eligibility and vesting service requirements under any of First Capital's employee benefit plans. Peoples and The Peoples Bank of Bullitt County employees who become employees of First Capital or any of its subsidiaries will become eligible to participate in First Capital's employee benefit plans as soon as reasonably practicable after the effective time of the Merger, or if later, as of the termination of the corresponding Peoples benefit plan.

**Termination**

Subject to conditions and circumstances described in the Merger Agreement, either Peoples or First Capital may terminate the Merger Agreement if, among other things, any of the following occur:

Peoples or First Capital shareholders do not approve the Merger Agreement at their respective special meeting;

any governmental authority shall have issued an order, decree, judgment or injunction that permanently restrains, enjoins or otherwise prohibits or makes illegal the consummation of the Merger, and such order shall have become final and non-appealable, or if any consent or approval of a governmental authority whose consent or approval is required to consummate the Merger has been denied and such denial shall have become final and non-appealable;

the Merger has not been consummated by January 31, 2016 (provided the terminating party is not the party whose breach of the Merger Agreement caused the failure to consummate prior to January 31, 2016);

the respective Boards of Directors of Peoples and First Capital mutually agree to terminate the Merger Agreement;

Peoples' board of directors approves any Peoples Acquisition Proposal or publicly recommends that the shareholders of Peoples accept or approve any Peoples Acquisition Proposal; or

Peoples enters into, or publicly announces its intention to enter into, a definitive agreement, agreement in principle or letter of intent with respect to any Peoples Acquisition Proposal.

Subject to conditions and circumstances described in the Merger Agreement, Peoples may terminate the Merger Agreement at any time prior to the effective time of the Merger if any of the following occur:

any event shall have occurred which is not capable of being cured prior to January 31, 2016 and would result in a condition to the Merger not being satisfied;

First Capital breaches or fails to perform any of its representations, warranties or covenants contained in the Merger Agreement which breach or failure to perform would give rise to the failure of a condition to the Merger, and such condition is not capable of being cured by January 31, 2016, or has not been cured by First Capital within 20 business days after Peoples' receipt of written notice of such breach from Peoples; or

there has been a Material Adverse Effect on First Capital on a consolidated basis as of the effective time, as compared to that in existence as of June 4, 2015.





Table of Contents

Additionally, First Capital may terminate the Merger Agreement at any time prior to the effective time of the Merger if any of the following occur:

any event shall have occurred which is not capable of being cured prior to January 31, 2016 and would result in a condition to the Merger not being satisfied;

Peoples breaches or fails to perform any of its representations, warranties or covenants contained in the Merger Agreement which breach or failure to perform would give rise to the failure of a condition to the Merger, and such condition is not capable of being cured by January 31, 2016, or has not been cured by Peoples within 20 business days after First Capital's receipt of written notice of such breach from First Capital;

Peoples' board of directors fails to include its recommendation to approve the Merger in the proxy statement

there has been a Material Adverse Effect on Peoples on a consolidated basis as of the effective time, as compared to that in existence as of June 4, 2015; or

the Consolidated Net Book Value of Peoples (as defined in the Merger Agreement) is less than \$26,410,000.

Under certain circumstances described in the Merger Agreement, a \$900,000 termination fee will be payable by Peoples to First Capital if the Merger Agreement is terminated and the Merger is not consummated. See "The Merger Agreement Termination Fee."

**Termination Fee**

Peoples shall pay First Capital a \$900,000 termination fee if the Merger Agreement is terminated for any of the following reasons:

Peoples' board of directors fails to include its recommendation to approve the Merger in the proxy statement;

Peoples' board of directors approves any Peoples Acquisition Proposal or publicly recommends that the shareholders of Peoples accept or approve any Peoples Acquisition Proposal;

Peoples enters into, or publicly announces its intention to enter into, a definitive agreement, agreement in principle or letter of intent with respect to any Peoples Acquisition Proposal;

If either party terminates the Merger Agreement because it is not approved by the requisite vote of the shareholders of Peoples and, prior to the date that is twelve months after such termination, Peoples or Peoples Bank enters into any Peoples Acquisition Agreement or a Peoples Acquisition Agreement is consummated; or

If either party terminates the Merger Agreement because the consummation of the Merger has not occurred by January 31, 2016 and (A) prior to the date of such termination a Peoples Acquisition Proposal was made and (B) prior to the date that is twelve months after such termination, Peoples or Peoples Bank enters into any Peoples Acquisition Agreement or any Peoples Acquisition Proposal is consummated.

**Management and Operations After the Merger**

First Capital's officers and directors serving at the effective time of the Merger shall continue to serve as First Capital's officers and directors until such time as their successors have been duly elected and qualified or until their earlier resignation, death, or removal from office. First Capital's articles of incorporation and by-laws in existence as of the effective time of the Merger shall remain First



Table of Contents

Capital's articles of incorporation and by-laws following the effective time, until such Articles of Incorporation and By-laws are further amended as provided by applicable law.

**Effective Time of the Merger**

Unless otherwise mutually agreed to by the parties, the effective time of the Merger will occur on the fifth (5<sup>th</sup>) business day following the date by which the last of the following has occurred: (i) the fulfillment or waiver of all conditions precedent to the Merger and (ii) the expiration of all waiting periods in connection with the bank regulatory applications filed for the approval of the Merger. The parties currently anticipate closing the Merger in the fourth quarter of 2015.

**Regulatory Approvals for the Merger**

Under the terms of the Merger Agreement, the Merger cannot be completed until First Capital receives necessary regulatory approvals, which include the approval of the Office of the Comptroller of the Currency and the Federal Reserve Board. First Capital will file applications with each regulatory authority to obtain the approvals. First Capital cannot be certain when such approvals will be obtained or if they will be obtained.

**Accounting Treatment of the Merger**

First Capital will account for the Merger under the "acquisition" method of accounting in accordance with United States' generally accepted accounting principles. Using the purchase method of accounting, the assets (including identified intangible assets) and liabilities of Peoples will be recorded by First Capital at their respective fair values at the time of the completion of the Merger. The excess of First Capital's purchase price over the net fair value of the tangible and identified intangible assets acquired less liabilities assumed, will be recorded as goodwill.

**NASDAQ Capital Market Listing**

First Capital common stock currently is listed on the NASDAQ Capital Market under the symbol "FCAP." The shares to be issued to the Peoples shareholders in the Merger will be eligible for trading on the NASDAQ Capital Market.

**Dissenters' Rights**

Each share of Peoples common stock held by a shareholder who has given notice of its intention to assert the right to dissent in accordance with Kentucky law, has not voted to approve the Merger Agreement, and has otherwise complied with the applicable provisions of the Kentucky Business Corporations Act ("KBCA") to dissent from the Merger will not be converted into the right to receive the Merger Consideration. Instead, such a dissenting shareholder will become entitled to receive whatever may be determined to be the "fair value" of the dissenter's shares under the applicable provisions of the KBCA. If at any time a Peoples shareholder fails to take an action required to perfect its rights as a dissenting shareholder, that shareholder will be treated as though its Peoples shares had been converted at the effective time into the right to receive the Cash Consideration, without any interest thereon. Peoples will give First Capital prompt notice of any shareholder demands received by Peoples for payment of the fair value of Peoples common stock. Prior to the effective time, Peoples will not make any payment with respect to, or settle or offer to settle, any such demands except with prior consent of First Capital. For more information regarding the right of Peoples shareholders to dissent from the Merger, see the section entitled "Dissenters' Rights of Peoples Shareholders" beginning on page [ • ] of this joint proxy statement/prospectus. In addition, a copy of Chapter 271B, Subtitle 13 of the KBCA, the Kentucky dissenters' rights statute, is attached as *Annex D* to this joint proxy statement/prospectus.

Table of Contents

**INTERESTS OF CERTAIN DIRECTORS AND EXECUTIVE OFFICERS  
OF PEOPLES IN THE MERGER**

When considering the recommendation of the Peoples board of directors, you should be aware that some of the executive officers and directors of Peoples and The Peoples Bank of Bullitt County may be deemed to have interests that are different from, or in conflict with, your interests. Except as described below, to the knowledge of Peoples, the executive officers and directors of Peoples do not have any material interest in the Merger apart from their interests as shareholders of Peoples.

First Capital has agreed that all rights to indemnification and exculpation from liabilities for acts or omissions occurring prior to the effective time of the Merger existing in favor of current or former directors and officers of Peoples and The Peoples Bank of Bullitt County as provided in the articles of incorporation or bylaws of Peoples and The Peoples Bank of Bullitt County and any existing indemnification agreements or arrangements disclosed to First Capital shall survive the Merger and shall continue in full force and effect in accordance with their terms to the extent permitted by law, and shall not be amended, repealed or otherwise modified in any manner that would adversely affect the rights thereunder of such individuals for acts or omissions occurring or alleged to occur at or prior to the effective time of the Merger.

The Peoples Bank of Bullitt County has a Senior Officers Security Plan for the benefit of two executive officers Chairman and Chief executive Officer G. William Hardy, and President W.L. Dawson. The Plan provides for payment of benefits upon death, disability, or retirement at age 65 or later, which may be paid over 10 years or in a lump sum. The present value of Peoples' obligation under the Plan was recorded at approximately \$355,000 as of December 31, 2014, and was funded by bank-owned life insurance valued at approximately \$760,000 as of that date. Because Mr. Hardy and Mr. Dawson are both fully vested and have reached retirement age, the Merger will have no effect on accelerating their eligibility for or payment of benefits under the Plan.

Table of Contents

**DESCRIPTION OF FIRST CAPITAL COMMON STOCK**

**General**

First Capital is authorized to issue 5,000,000 shares of common stock having a par value of \$.01 per share and 1,000,000 shares of preferred stock having a par value of \$.01 per share. Each share of First Capital's common stock has the same relative rights as, and is identical in all respects with, each other share of common stock.

**Common Stock**

*Dividends.* First Capital can pay dividends out of statutory surplus or from certain net profits if, as and when declared by its board of directors. The payment of dividends by First Capital is subject to limitations that are imposed by law and applicable regulation. The holders of common stock of First Capital are entitled to receive and share equally in any dividends as may be declared by the board of directors of First Capital out of funds legally available for the payment of dividends. If First Capital issues preferred stock, the holders of the preferred stock may have a priority over the holders of the common stock with respect to dividends.

*Voting Rights.* The holders of common stock of First Capital possess exclusive voting rights in First Capital. They elect First Capital's board of directors and act on any other matters as are required to be presented to them under applicable law or as are otherwise presented to them by the board of directors. Each holder of common stock is entitled to one vote per share and does not have any right to cumulate votes in the election of directors. First Capital's articles of incorporation, however, provide that a holder of First Capital common stock who owns, together with certain affiliates or persons acting in concert, in excess of 10% of the then-outstanding shares of common stock cannot vote any shares in excess of 10% unless permitted by the board of directors of First Capital. If First Capital issues preferred stock, holders of preferred stock may also possess voting rights. Certain matters require the vote of 80% of the outstanding shares entitled to vote thereon.

*Liquidation.* In the event of liquidation, dissolution or winding up of First Capital, the holders of its common stock would be entitled to receive, after payment or provision for payment of all its debts and liabilities, all of the assets of First Capital available for distribution. If First Capital issues preferred stock, the holders of the preferred stock may have a priority over the holders of the common stock in the event of liquidation or dissolution.

*Preemptive Rights.* Holders of the common stock of First Capital are not entitled to preemptive rights with respect to any shares that may be issued. The common stock is not subject to redemption.

**Preferred Stock**

First Capital may issue preferred stock with such designations, powers, preferences and rights as First Capital's board of directors may from time to time determine. The board of directors can, without stockholder approval, issue preferred stock with voting, dividend, liquidation and conversion rights that could dilute the voting strength of the holders of the common stock and may assist management in impeding an unfriendly takeover or attempted change in control. None of the shares of the authorized preferred stock will be issued in connection with the merger and there are no plans to issue preferred stock.

Table of Contents

**COMPARISON OF THE RIGHTS OF SHAREHOLDERS**

Under the Merger Agreement, Peoples shareholders will exchange their shares of Peoples common stock for shares of First Capital common stock and/or cash. Peoples is organized under the laws of the Commonwealth of Kentucky, and the rights of Peoples shareholders are governed by the applicable laws of the Commonwealth of Kentucky, including the KBCA, and the Peoples articles of incorporation (the "Peoples Articles") and the Peoples by-laws (the "Peoples Bylaws"). First Capital is organized under the laws of the State of Indiana, and the rights of First Capital's shareholders are governed by the applicable laws of the State of Indiana, including the Indiana Business Corporation Law (the "IBCL"), and First Capital's articles of incorporation (the "First Capital Articles") and fifth amended and restated by-laws (the "First Capital By-Laws"). In addition, as First Capital common stock is listed on the NASDAQ Capital Market, First Capital's corporate governance is subject to compliance with the Nasdaq Corporate Governance Rules. Upon consummation of the Merger, the Peoples shareholders will become First Capital shareholders, and the First Capital Articles, the First Capital By-Laws, the IBCL and the rules and regulations applying to public companies will govern their rights as First Capital shareholders.

The following discussion is a summary of the material differences between the current rights of First Capital shareholders and the current rights of Peoples shareholders, but does not purport to be a complete description of those differences. These differences may be determined in full by reference to the IBCL, the KBCA, the First Capital Articles, the Peoples Articles, the First Capital By-Laws, the Peoples Bylaws and such other governing documents referenced in this summary of shareholder rights. First Capital has filed with the SEC and/or made available on its corporate website its respective governing documents referenced in this summary of shareholder rights and will send copies of these documents to you, without charge, upon your request. See "Where You Can Find More Information" beginning on page [ • ].

**First Capital**

**Peoples**

**Authorized Capital Stock**

First Capital is authorized to issue up to 5,000,000 shares of common stock, \$0.01 par value, of which 2,758,586 shares were outstanding as of September 4, 2015. First Capital is also authorized to issue up to 1,000,000 shares of preferred stock, \$0.01 par value. As of September 4, 2015, there were no shares of preferred stock outstanding.

Peoples is authorized to issue 5,080 shares of common stock, \$25.00 par value, of which 3,071 shares were outstanding as of August 31, 2015.

**Issuance of Additional Shares**

First Capital's board of directors may authorize the issuance of additional shares of common stock up to the amounts authorized in the First Capital Articles, without shareholder approval, subject only to the restrictions of the IBCL, the First Capital Articles and the NASDAQ Capital Market. First Capital's board of directors may also authorize the issuance of preferred stock up to the amounts authorized in the First Capital Articles, without shareholder approval, possessing voting and conversion rights that could adversely affect the voting power of First Capital's common shareholders, subject to any restrictions imposed on the issuance of such shares by the IBCL, the First Capital Articles and the NASDAQ Capital Market. Any preferred shares issued may also rank senior to First Capital's common stock as to rights upon liquidation, winding-up or dissolution.

Section 271B.6-210 of the KBCA permits the board of directors of a Kentucky corporation to authorize the issuance of additional shares, up to the amounts authorized in the corporation's articles of incorporation, unless the articles of incorporation reserve such a right to the shareholders. The Peoples Articles do not reserve such a right.

Table of Contents

**First Capital**

**Peoples**

**Number, Classification and Qualifications of Directors**

The First Capital Articles provide that the board of directors shall be comprised of not less than five nor more than fifteen directors. The exact number of directors is determined by resolution adopted by a majority of the entire board of directors. The First Capital board of directors currently consists of 12 members. The First Capital Articles further provide for the board of directors to be divided into three classes, with directors in each class elected to staggered three-year terms. Holders of common stock are entitled to elect one class of directors constituting approximately one-third of the board of directors for a three-year term at each annual meeting of shareholders. Consequently, it could take two annual elections to replace a majority of the First Capital board of directors.

The Peoples By-Laws provide that the board of directors shall be comprised of seven directors. The board of directors may increase or decrease by 30% or less without shareholder approval, but only the shareholders may approve an increase or decrease in the board of directors by more than 30%. The Peoples board of directors currently consists of six members.

Any vacancy occurring on the board of directors, whether resulting from an increase in the number of directors or otherwise, may be filled by the affirmative vote of not less than a majority of the remaining directors then in office, even though such directors remaining in office may constitute less than a quorum of the board of directors.

Any vacancy occurring on the board of directors, whether resulting from an increase in the number of directors or otherwise, may be filled by the affirmative vote of not less than a majority of the remaining directors then in office, even though such directors remaining in office may constitute less than a quorum of the board of directors.

The First Capital Articles provide that directors need not be shareholders of First Capital. The First Capital By-Laws provide that a person 75 years of age or older shall not be eligible to serve as a director, but a current director can continue to serve until the annual meeting immediately following the date on which he or she becomes 75 years of age.

**Election of Directors**

First Capital's directors are elected by a plurality of the votes cast by the shares entitled to vote at a meeting at which a quorum is present. First Capital's Articles do not allow cumulative voting.

The Peoples Bylaws provide for cumulative voting. Holders of common stock are entitled to cast the aggregate number of votes equal to the number of shares of common stock held by such shareholder, multiplied by the number of directors to be elected at such election. The People's Bylaws state that directors are not to be elected in any other manner.



Table of Contents

**First Capital**

**Peoples**

**Removal of Directors**

Under the IBCL, directors may be removed in any manner provided in the corporation's articles of incorporation. In addition, the shareholders or directors may remove one or more directors with or without cause, unless the articles of incorporation provide otherwise. The First Capital Articles provide that any director or the entire board of directors may be removed only for cause as determined by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of First Capital entitled to vote in an election of directors, which vote must be taken at a meeting of shareholders called expressly for the purpose of removing one or more directors. Cause for removal is deemed to exist only if the director has been convicted of a felony or has been found by a court to be liable for gross negligence or misconduct in the performance of such director's duty to First Capital, in a matter of substantial importance to First Capital, and such conviction or adjudication is no longer subject to direct appeal.

Under Kentucky law, directors may be removed with or without cause, unless the corporation's articles of incorporation provide that directors may be removed only for cause. Additionally, the KBCA provides that a director may be removed by the shareholders only at a meeting called for that purpose. The meeting notice must state that removal is the purpose, or one of the purposes, of the meeting.

**Transactions Involving Directors**

The IBCL allows a director to have a direct or indirect interest in a transaction with First Capital if any of the following circumstances have been established: (i) the transaction was fair to First Capital; (ii) the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board and the board of directors or committee authorized, approved or ratified the transaction; or (iii) the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved or ratified the transaction. A transaction is authorized, approved or ratified under clause (ii) above if it received the affirmative vote of the majority of the directors on the board or the committee who had no interest in the transaction, but a transaction may not be authorized, approved or ratified by a single director. For purposes of the shareholder vote to authorize, approve or ratify a transaction under clause (iii) above, shares owned by or voted under the control of the interested director may be counted in the vote.

The KBCA allows a director to have a direct or indirect interest in a transaction with Peoples if any of the following is true: (i) the transaction was fair to Peoples; (ii) the material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board and the board of directors or committee authorized, approved or ratified the transaction; or (iii) the material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved or ratified the transaction. A transaction is authorized, approved or ratified under clause (ii) above if it received the affirmative vote of the majority of the directors on the board or the committee who had no interest in the transaction, but a transaction may not be authorized, approved or ratified by a single director. For purposes of the shareholder vote to authorize, approve or ratify a transaction under clause (iii) above, shares owned by or voted under the control of the interested director may not be counted in the vote (but may be counted when determining whether the transaction is approved under other sections of the KBCA).

Table of Contents

**First Capital**

**Peoples**

**Director Liability**

Pursuant to the IBCL, a First Capital director will not be liable to First Capital shareholders for any action or failure to act in his or her capacity as director, unless the director has breached or failed to perform his or her duties as a director in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and in a manner the director reasonably believes to be in the best interests of the corporation, and the breach or failure to perform these duties constitutes willful misconduct or recklessness.

The Peoples Articles provide that a director will not be personally liable to Peoples or its shareholders for monetary damages for breaches of his duties as a director, except for liability involving acts or omissions not in good faith or which involve intentional misconduct or known violations of the law, approval of an unlawful distribution to shareholders, or a transaction where the director derived an improper personal benefit or where a director's personal financial interest conflicts with Peoples' or its shareholders' financial interests.

**Indemnification of Directors, Officers and Employees**

Under the IBCL, an Indiana corporation may indemnify an individual made a party to a proceeding because the individual is or was a director against liability incurred in the proceeding if (i) the individual's conduct was in good faith, (ii) the individual reasonably believed, in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in the best interests of the corporation, and in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, the individual either had reasonable cause to believe that the individual's conduct was lawful, or the individual had no reasonable cause to believe that the individual's conduct was unlawful.

Under the KBCA, a Kentucky corporation may indemnify an individual made a party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding if (i) the individual's conduct was in good faith, (ii) the individual reasonably believed, in the case of conduct in the individual's official capacity with the corporation, that the individual's conduct was in the best interests of the corporation, and in all other cases, that the individual's conduct was at least not opposed to the corporation's best interests, and (iii) in the case of any criminal proceeding, the individual had no reasonable cause to believe that the individual's conduct was unlawful.

Unless limited by its articles of incorporation, a corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses incurred by the director in defense of the proceeding. In addition, unless limited by its articles of incorporation, an officer of a corporation, whether or not a director, is entitled to mandatory indemnification to the same extent as a director, and a corporation may also indemnify and advance expenses to an officer, employee or agent to the same extent as to a director.

Unless limited by its articles of incorporation, a corporation must indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director was a party because the director is or was a director of the corporation against reasonable expenses incurred by the director in defense of the proceeding. In addition, unless limited by its articles of incorporation, an officer of a corporation, whether or not a director, is entitled to mandatory indemnification to the same extent as a director, and a corporation may also indemnify and advance expenses to an officer, employee or agent to the same extent as to a director.

The First Capital Articles provide that every person who is or was a director, officer or employee of First Capital or any other corporation for which he is or was serving in any capacity at the request of First Capital shall be indemnified by First Capital against expenses (including attorneys' fees), judgments, settlements, penalties and fines that may be incurred by him in connection with such action, suit or proceeding, provided that the person is wholly successful with respect to the claim, action, suit or proceeding, or acted

Unless the corporation's articles of incorporation contain a provision further limiting a director's liability for monetary damages, any action taken as a director, or any failure to take any action as a director, will not be the basis for monetary damages or injunctive relief unless (1) the director has breached or failed to perform his duties as a director in good faith, on an informed basis and in a manner he honestly believes to be in the best interests of the corporation and (ii) in the case of an action for monetary damages, the breach or failure to perform constitutes willful misconduct or

Table of Contents

**First Capital**

in good faith in what he reasonably believed to be in, if conduct was in his official capacity, or not opposed to, in all other cases, the best interests of First Capital or any other corporation for which he is or was serving in any capacity at the request of First Capital. First Capital will also indemnify each director, officer and employee acting in such capacity in connection with criminal proceedings provided the director, officer or employee had reasonable cause to believe that his conduct was lawful, or no reasonable cause to believe that his conduct was unlawful. First Capital may also advance expenses or undertake the defense of a director, officer or employee upon receipt of a written affirmation of such person's good faith belief that he has met the applicable standard of conduct and upon receipt of an undertaking by such person to repay such expenses if it should ultimately be determined that he is not entitled to indemnification.

In order for a director, officer or employee to be entitled to indemnification, the person must be wholly successful with respect to such claim, or one of the following groups must determine that the director, officer or employee has met the standard of conduct required by the First Capital Articles: (a) the board of directors of First Capital acting by a quorum consisting of directors who are not at the time parties to such claim, action, suit or proceeding, (b) by a majority vote of a committee designated by the board of directors consisting of two or more directors who are not at the time parties to such claim, action, suit or proceeding, (c) special legal counsel selected as described in the First Capital Articles, or (d) shareholders who are not at the time parties to such claim, action, suit or proceeding.

The First Capital Articles state that the indemnification provided in the Articles is not to be deemed exclusive of any other rights such person seeking indemnification might have under the Articles, By-Laws, resolution, contract or otherwise.

The IBCL permits First Capital to purchase insurance on behalf of its directors, officers, employees and agents against liabilities arising out of their positions with First Capital, whether or not such liabilities would be within the above indemnification provisions. Pursuant to this authority, First Capital maintains such insurance for the directors, officers and employees of First Capital and any subsidiary of First Capital.

**Peoples**

wanton or reckless disregard for the best interests of the corporation and its shareholders. A person bringing an action for monetary damages for breach of duty has the burden of proving by clear and convincing evidence the provisions of (i) and (ii) above, and the burden of proving that the breach or failure to perform was the legal cause of the damages suffered by the corporation.

The Peoples Articles provide that each person who is or becomes an executive officer or director of Peoples will be indemnified and advanced expenses with respect to all threatened, pending or completed actions, suits or proceedings in which such person was, is, or is threatened to be made a named defendant or respondent in connection with his official capacity at Peoples.

The KBCA permits a Kentucky corporation to purchase insurance on behalf of its directors, officers, employees and agents against liabilities arising out of their positions with the corporation, whether or not the corporation would have the power to indemnify against the same liability, as provided above. Peoples does not maintain such insurance.

Table of Contents

**First Capital**

**Peoples**

**Advance Notice Requirements for Presentation of Business and Nominations  
of Directors at Annual Meetings of Shareholders**

The First Capital By-Laws provide that nominations for the election of directors may be made by the board of directors, or, in a timely manner, by any shareholder entitled to vote in the election of directors. To be made in a timely manner, the Secretary of First Capital must receive notice of the nomination from the shareholder in writing not less than 90 nor more than 120 days prior to the meeting. However, if First Capital gives less than 100 days' notice of the meeting to the shareholders or prior public disclosure is given or made to shareholders, written notice of the shareholder nomination must be delivered to the Secretary of First Capital within 10 days of the date the notice was mailed to shareholders or made by public disclosure.

The Peoples Articles and Bylaws do not include advance notice requirements for director nominations or business proposals.

Additionally, shareholders may submit proposals for business to be considered at First Capital's annual meeting of shareholders, so long as the shareholders satisfy the timely notice requirements outlined above.

**Special Meetings of Shareholders**

The First Capital Articles provide that special meetings of shareholders may only be called by the chairman of the board of directors or by the board of directors pursuant to a resolution adopted by a majority of the total number of directors First Capital would have if there were no vacancies on the board of directors. Shareholders do not have the ability to call a special meeting of shareholders.

The Peoples Bylaws provide that special meetings of shareholders may be called by the president, the board of directors, or shareholders holding at least 33 and 1/3% of all the votes entitled to be cast on any issue proposed to be considered at such meeting make a written demand for such meeting.

**Shareholder Action Without a Meeting**

The IBCL provides that any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting and without prior notice if before or after the action all of the shareholders entitled to vote consent in writing. While Indiana corporations without a class of voting shares registered under Section 12 of the Securities Exchange Act of 1934 may have less than all of the shareholders consent in writing, First Capital does not fall within that exception.

The KBCA provides that any action required or permitted to be taken at an annual or special meeting of shareholders may be taken without a meeting and without prior notice if before or after the action all of the shareholders entitled to vote consent in writing.

Table of Contents

**First Capital**

**Peoples**

**Amendment of Articles of Incorporation and By-laws**

The IBCL generally requires the approval of at least a majority of a quorum of shareholders present at a shareholders' meeting (and, in certain cases, a majority of all shares held by any voting group entitled to vote) for amendments to an Indiana corporation's articles of incorporation. However, the IBCL permits a corporation in its articles of incorporation to specify a higher shareholder vote requirement for certain amendments.

The First Capital Articles may only be altered, amended or repealed by the affirmative vote of not less than two-thirds of the directors then in office. Further, certain provisions of the First Capital Articles may only be altered, amended or repealed by the affirmative vote of the holders of not less than two-thirds of the outstanding shares of First Capital capital stock entitled to vote in the election of directors, given at a meeting of shareholders duly called for that purpose. These provisions include Article III, Section 3.04, Article IV, Sections 4.02, 4.05 and 4.06, and provisions in Articles V, VI, VII, IX, and X.

The First Capital Articles and the First Capital By-Laws provide that the First Capital By-Laws may only be altered, amended or repealed by resolution adopted by at least two-thirds of the board of directors of First Capital.

The KBCA provides that an amendment of the corporation's articles of incorporation will be approved if the votes cast favoring the amendment exceed the votes cast opposing the amendment within each voting group entitled to vote. If the amendment would materially and adversely affect the rights of a shareholder or otherwise entitle the shareholders within the voting group to exercise dissenters' rights, the amendment must be approved by a majority of the votes entitled to be cast on the amendment within the voting group.

The Peoples Bylaws can be amended or repealed by the board of directors, except for Article 2, Section 2.01 regarding changing from a fixed to variable range size of board of directors.

Table of Contents

**First Capital**

**Peoples**

**Business Combination Restrictions and Other Shareholder Limitations**

The First Capital Articles require the approval of (i) the holders of at least 80% of First Capital's outstanding shares of voting stock and (ii) at least a majority of the outstanding shares entitled to vote thereon, not including the related person, to approve certain business combinations (including but not limited to mergers, sale of significant assets, issuance of securities, and agreements to do any of the foregoing) involving a related person except in cases where the proposed transaction has been approved in advance by a two-thirds vote of those members of First Capital's board of directors who are unaffiliated with the related person and were directors prior to the time when the related person became a related person.

The term "related person" includes any individual or entity that owns beneficially or controls, directly or indirectly, 10% or more of the outstanding shares of voting stock of First Capital or an affiliate of the person or entity.

A "business combination" includes:

any merger or consolidation of First Capital with or into any related person;

any sale, lease, exchange, mortgage, transfer, or other disposition of 25% or more of the assets of First Capital or a subsidiary of First Capital;

any merger or consolidation of a related person with or into First Capital or a subsidiary of First Capital;

any sale, lease, exchange, transfer, or other disposition of 25% or more of the assets of a related person to First Capital or a subsidiary of First Capital;

the issuance of any securities of First Capital or a subsidiary of First Capital to a related person;

the acquisition by First Capital or a subsidiary of First Capital of any securities of a related person;

The Kentucky Business Combination Act, Sections 271B.12-200 through 271B.12-230 of the KBCA prohibit a Kentucky corporation from engaging in a business combination with a 10% or greater shareholder or its affiliate or associate for five years following the acquisition of such 10% or greater stake, unless the board, by a majority vote of the continuing directors, approves the combination prior to the 10% or greater acquisition. If not previously approved by the board, the 10% or greater shareholder or its affiliate or associate may effect a business combination only after the expiration of a five-year period and then only with the approval of 80% of the outstanding shares and two-thirds of the outstanding shares not owned by the 10% or greater shareholder, or if the aggregate amount of the offer meets certain fair price requirements.

The Kentucky Business Combination Act does not apply to bank holding companies or to a corporation with fewer than 500 beneficial owners of its stock unless the corporation amends its articles of incorporation to provide that the corporation will be subject to the requirements of the Act. Peoples shareholders approved a 1991 amendment to the Peoples Articles electing to be governed by the Kentucky Business Combination Act.

any reclassification of common stock of First Capital or any  
recapitalization involving the common stock of First Capital; or

any agreement or other arrangement providing for any of the  
foregoing.

Table of Contents

**First Capital**

**Peoples**

Under the business combinations provision of the IBCL, any shareholder who acquires a 10%-or-greater ownership position in an Indiana corporation with a class of voting shares registered under Section 12 of the Securities Exchange Act of 1934 (and that has not opted-out of this provision) is prohibited for a period of five years from completing a business combination (generally a merger, significant asset sale or disposition or significant issuance of additional shares) with the corporation unless, prior to the acquisition of such 10% interest, the board of directors of the corporation approved either the acquisition of such interest or the proposed business combination. If such board approval is not obtained, then five years after a 10% shareholder has become such, a business combination with the 10% shareholder is permitted if all provisions of the articles of incorporation of the corporation are complied with and either a majority of disinterested shareholders approves the transaction or all shareholders receive a price per share determined in accordance with the fair price criteria of the business combinations provision of the IBCL.



Table of Contents

**MATERIAL FEDERAL INCOME TAX CONSEQUENCES**

**General.** The following is a summary of the material anticipated United States federal income tax consequences generally applicable to a "U.S. Holder" (as defined below) of Peoples common stock with respect to the exchange of Peoples common stock for First Capital common stock and/or cash pursuant to the Merger. This summary is based on the Code, Treasury Regulations, judicial decisions and administrative pronouncements, each as in effect as of the date of this joint proxy statement/prospectus. All of the foregoing are subject to change at any time, possibly with retroactive effect, and all are subject to differing interpretation. No advance ruling has been sought or obtained from the Internal Revenue Service ("IRS") regarding the United States federal income tax consequences of the Merger. As a result, no assurance can be given that the Internal Revenue Service would not assert, or that a court would not sustain, a position contrary to any of the tax consequences set forth below.

For purposes of this summary, a "U.S. Holder" is a beneficial owner of Peoples common stock that is for United States federal income tax purposes:

a United States citizen or resident alien;

a corporation, or other entity taxable as a corporation for United States federal income tax purposes, created or organized under the laws of the United States or any state therein or the District of Columbia;

a trust if (1) it is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust, or (2) has a valid election in effect under applicable United States Treasury Regulations to be treated as a United States person; or

an estate, the income of which is subject to United States federal income taxation regardless of its source.

If a partnership (including an entity treated as a partnership for United States federal income tax purposes) holds Peoples common stock, the tax treatment of a partner in the partnership will generally depend on the status of such partner and the activities of the partnership. Partners in a partnership holding Peoples common stock should consult their own tax advisors.

This discussion assumes that U.S. holders hold their Peoples common stock as capital assets within the meaning of section 1221 of the Internal Revenue Code of 1986, as amended ("Code"). This summary does not address any tax consequences arising under United States federal tax laws other than United States federal income tax laws, nor does it address the laws of any state, local, foreign or other taxing jurisdiction, nor does it address any aspect of income tax that may be applicable to non-U.S. Holders of Peoples common stock. In addition, this summary does not address all aspects of United States federal income taxation that may apply to U.S. Holders of Peoples common stock in light of their particular circumstances or U.S. Holders that are subject to special rules under the Code, such as holders of Peoples common stock that are partnerships or other pass-through entities (and persons holding their Peoples common stock through a partnership or other pass-through entity), persons who acquired shares of Peoples common stock as a result of the exercise of employee stock options or otherwise as compensation or through a tax-qualified retirement plan, persons subject to the alternative minimum tax, tax-exempt organizations, financial institutions, broker-dealers, traders in securities that have elected to apply a mark to market method of accounting, insurance companies, persons having a "functional currency" other than the U.S. dollar and persons holding their Peoples common stock as part of a straddle, hedging, constructive sale or conversion transaction.

**Holders of Peoples common stock are strongly urged to consult their own tax advisors as to the tax consequences of the Merger on their particular circumstances, including tax return reporting**

Table of Contents

**requirements, the applicability and effect of federal, state, local and other applicable tax laws and the effect of any proposed changes in the tax laws.**

**Tax Consequences of the Merger Generally.** First Capital and Peoples have structured the Merger to qualify as a reorganization within the meaning of Section 368(a) of the Code. The obligations of First Capital and Peoples to consummate the Merger are conditioned upon the receipt of an opinion from Krieg DeVault LLP, counsel to First Capital, to the effect that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. This opinion will be based, in part, upon customary representations made by First Capital and Peoples. First Capital and Peoples have not requested and do not intend to request any ruling from the IRS. None of the tax opinions given in connection with the Merger will be binding on the IRS or any court. Consequently, there can be no assurance that the Internal Revenue Service will not disagree with or challenge any of the conclusions described therein. In addition, if any of the facts, representations, or assumptions upon which the opinion is based are inconsistent with the actual facts, the United States federal income tax consequences of the Merger could be adversely affected. It is assumed for purposes of the remainder of the discussion in this section that the Merger will qualify as a reorganization within the meaning of Section 368(a) of the Code. As a result of the Merger being treated as a reorganization within the meaning of Section 368(a) of the Code, the following material U.S. federal income tax consequences will result from the Merger:

no gain or loss will be recognized by First Capital, First Harrison Bank, Peoples or The Peoples Bank of Bullitt County by reason of the Merger;

the tax basis of the assets of Peoples in the hands of First Capital will be the same as the tax basis of such assets in the hands of Peoples immediately prior to the Merger; and

the holding period of the assets of Peoples to be received by First Capital will include the period during which such assets were held by Peoples.

**Exchange of Shares of Peoples Common Stock Solely for Shares of First Capital Common Stock.** A Peoples shareholder that exchanges all of its shares of Peoples common stock solely for shares of First Capital common stock in the Merger will not recognize any gain or loss (except with respect to cash received in lieu of a fractional share of First Capital common stock, as discussed below).

**Exchange of Shares of Peoples Common Stock Solely for Cash.** A Peoples shareholder that exchanges all of its shares of Peoples common stock solely for cash in the Merger will (unless treated as a dividend under Section 302 of the Code as discussed below) recognize capital gain or loss on the exchange in an amount equal to the difference, if any, between the amount of cash received and its adjusted tax basis in the Peoples common stock surrendered. Any capital gain or loss will be long-term capital gain or loss if the Peoples shareholder's holding period for its Peoples common stock is more than one year as of the date of the Merger. The deductibility of capital losses is subject to limitations. In some cases, cash received in the Merger could be treated as having the effect of the distribution of a dividend under the tests set forth in Section 302 of the Code, in which case such cash received would be treated as dividend income. These rules are complex and dependent upon the specific factual circumstances particular to each Peoples shareholder. Accordingly, each Peoples shareholder is urged to consult its tax advisor regarding application of those rules to the particular facts relevant to such Peoples shareholder.

**Exchange of Peoples Common Stock for Cash and First Capital Common Stock.** A Peoples shareholder that exchanges all of its Peoples common stock for a combination of shares of First Capital common stock and cash (other than any cash received in lieu of a fractional share of First Capital common stock) in the Merger will recognize gain (but not loss) equal to the lesser of (1) the sum of the amount of cash and the fair market value of the First Capital common stock received in the Merger, minus the adjusted tax basis of the Peoples common stock surrendered in the Merger, or

Table of Contents

(2) the amount of cash received in the Merger. For this purpose, a Peoples shareholder generally must calculate gain or loss separately for each identifiable block of shares of Peoples common stock exchanged by the shareholder in the Merger, and a loss realized on one block of shares of Peoples common stock may not be used by the shareholder to offset a gain realized on another block of shares of Peoples common stock. Peoples shareholders should consult their tax advisors regarding the manner in which cash and shares of First Capital common stock should be allocated among their shares of Peoples common stock and the specific U.S. federal income tax consequences thereof.

In addition, for purposes of determining the character of this gain, a Peoples shareholder will be treated as having received only shares of First Capital common stock in exchange for such shareholder's shares of Peoples common stock and as having redeemed immediately a portion of such shares of First Capital common stock for the cash received (excluding any cash received in lieu of a fractional share of First Capital common stock). Unless the redemption is treated as a dividend under the principles of Section 302 of the Code (to the extent of such Peoples shareholder's share of the undistributed earnings and profits of Peoples), the consequences of which are described above, the gain will be capital gain (and, if the Peoples shareholder's holding period for its Peoples common stock is more than one year as of the date of the Merger, long-term capital gain).

**Cash Received Instead of a Fractional Share of First Capital Common Stock.** A Peoples shareholder that receives cash in lieu of a fractional share of First Capital common stock will be treated as having received the fractional share pursuant to the Merger and then as having exchanged the fractional share for cash in a redemption by First Capital. As a result, a Peoples shareholder will generally recognize gain or loss equal to the difference between the amount of cash received and the tax basis of such shareholder's fractional share interest as set forth above. This gain or loss will generally be capital gain or loss unless the redemption is classified as a dividend under the principles of Section 302 of the Code (the consequences of which are described above). The deductibility of capital losses is subject to limitations.

**Tax Basis.** A Peoples shareholder's aggregate tax basis in the shares of First Capital common stock received in the Merger (including a fractional share of First Capital common stock, if any, deemed to be issued and redeemed by First Capital) will be equal to the shareholder's aggregate adjusted tax basis in such shareholder's shares of Peoples common stock surrendered in the Merger, decreased by the amount of any cash received in the Merger (other than any cash received in lieu of a fractional share of First Capital common stock), and increased by the amount of any gain recognized by such Peoples shareholder in the Merger (including any portion of the gain that is treated as a dividend, but excluding any gain or loss resulting from the deemed issuance and redemption of a fractional share of First Capital common stock). A Peoples shareholder's tax basis in its shares of First Capital common stock may be determined with reference to each identifiable block of shares of Peoples common stock surrendered in the Merger. Peoples shareholders should consult their tax advisors regarding the manner in which shares of First Capital common stock should be allocated among their shares of Peoples common stock for purposes of identifying the tax basis of the shares of First Capital common stock.

**Holding Period.** A Peoples shareholder's holding period for shares of First Capital common stock received in the Merger (including a fractional share of First Capital common stock, if any, deemed to be issued and redeemed by First Capital) will include the holding period of the shares of Peoples common stock surrendered in the Merger. A Peoples shareholder's holding period in its shares of First Capital common stock may be determined with reference to each identifiable block of shares of Peoples common stock surrendered in the Merger. Peoples shareholders should consult their tax advisors regarding the manner in which shares of First Capital common stock should be allocated among their shares of Peoples common stock for purposes of identifying the holding period of the shares of First Capital common stock.

Table of Contents

**Tax on Net Investment Income.** Certain U.S. Holders whose income exceeds certain threshold amounts will be subject to a 3.8% Medicare contribution tax on "net investment income" in tax years beginning on or after January 1, 2013. Net investment income generally includes dividends and capital gains with respect to the sale, exchange, or other disposition of stock.

**Backup Withholding and Information Reporting.** Payments of cash to a holder of Peoples common stock may, under certain circumstances, be subject to information reporting and backup withholding at a rate of 28% of the cash payable to the holder, unless the holder provides proof of an applicable exemption or furnishes its taxpayer identification number, and otherwise complies with all applicable requirements of the backup withholding rules. Any amounts withheld from payments to a holder under the backup withholding rules are not an additional tax and will be allowed as a refund or credit against the holder's U.S. federal income tax liability, provided the required information is furnished to the IRS. A Peoples shareholder owning at least one percent (by vote or value) of the total outstanding shares of Peoples common stock or having a tax basis of \$1,000,000 or more in its shares of Peoples common stock, immediately before the Merger, is required to file a statement with the shareholder's U.S. federal income tax return setting forth the tax basis in the shares of Peoples common stock exchanged in the Merger, the fair market value of the shares of First Capital common stock and the amount of any cash received in the Merger. In addition, all Peoples shareholders will be required to retain records pertaining to the Merger.

The preceding discussion is intended only as a summary of material U.S. federal income tax consequences of the Merger. It is not a complete analysis or discussion of all potential tax effects that may be important to you. Thus, Peoples urges Peoples shareholders to consult their own tax advisors as to the specific tax consequences to them resulting from the Merger, including tax return reporting requirements, the applicability and effect of federal, state, local, and other applicable tax laws and the effect of any proposed changes in the tax laws.

**For the reasons set forth above, the Peoples board of directors determined that the Merger, the Merger Agreement, and the transactions contemplated by the Merger Agreement are advisable and in the best interests of Peoples and its shareholders, and approved and adopted the Merger Agreement. The Peoples board of directors unanimously recommends that Peoples shareholders vote "FOR" approval of the Merger Agreement and the Merger.**

Table of Contents

**INFORMATION ABOUT FIRST CAPITAL**

**Business**

First Capital was incorporated under Indiana law on September 11, 1998. On December 31, 1998, First Capital became the holding company for First Federal Bank, A Federal Savings Bank (the "Bank") upon First Harrison Bank's reorganization as a wholly owned subsidiary of First Capital resulting from the conversion of First Capital, Inc., M.H.C. (the "MHC"), from a federal mutual holding company to a stock holding company. On January 12, 2000, First Capital completed a merger of equals with HCB Bancorp, the former holding company for Harrison County Bank, and First Harrison Bank changed its name to First Harrison Bank. On March 20, 2003, First Capital acquired Hometown Bancshares, Inc. ("Hometown"), a bank holding company located in New Albany, Indiana.

First Capital's primary business activity is the ownership of the common stock of First Harrison Bank. Management of First Capital and First Harrison Bank are substantially similar and First Capital neither owns nor leases any property, but instead uses the premises, equipment and furniture of First Harrison Bank in accordance with applicable regulations.

First Harrison Bank is regulated by the Office of the Comptroller of the Currency (the "OCC") and the Federal Deposit Insurance Corporation (the "FDIC"). First Harrison Bank's deposits are federally insured by the FDIC under the Deposit Insurance Fund. First Harrison Bank is a member of the Federal Home Loan Bank System.

**Availability of Information**

First Capital's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are made available free of charge on First Capital's Internet website, [www.firstharrison.com](http://www.firstharrison.com), as soon as practicable after First Capital electronically files such material with, or furnishes it to, the Securities and Exchange Commission. The contents of First Capital's website shall not be incorporated by reference into this joint proxy statement/prospectus or into any reports First Capital files with or furnishes to the Securities and Exchange Commission.

**Market Area and Competition**

First Harrison Bank considers Harrison, Floyd, Clark and Washington counties in Indiana its primary market area. All of its offices are located in these four counties, which results in most of First Harrison Bank's loans being made in these four counties. The main office of First Harrison Bank is located in Corydon, Indiana, 35 miles west of Louisville, Kentucky. First Harrison Bank aggressively competes for business with local banks, as well as large regional banks. Its most direct competition for deposit and loan business comes from the commercial banks operating in these four counties. Based on data published by the FDIC as of June 30, 2014, First Harrison Bank is the leader among FDIC-insured institutions in deposit market share in Harrison County, First Harrison Bank's primary county of operation.

**Lending Activities**

**General.** Over the last few years, First Harrison Bank has continued to transform the composition of its balance sheet from that of a traditional thrift institution to that of a commercial bank. On the asset side, this is being accomplished in part by selling in the secondary market the newly-originated qualified fixed-rate residential mortgage loans while retaining variable rate residential mortgage loans in the portfolio. This transformation is also enhanced by an expanded commercial lending staff dedicated to growing commercial real estate and commercial business loans. First Harrison Bank also continues to originate consumer loans and residential construction loans for the loan portfolio. First Harrison Bank does not offer, and has not offered, Alt-A, sub-prime or no-document mortgage loans.

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Table of Contents

**Loan Portfolio Analysis.** The following table presents the composition of First Harrison Bank's loan portfolio by type of loan at the dates indicated.

	At December 31,									
	2014		2013		2012		2011		2010	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
(Dollars in thousands)										
<b>Mortgage Loans:</b>										
Residential(1)	\$ 106,679	34.61%	\$ 107,029	35.65%	\$ 108,097	37.37%	\$ 116,338	40.84%	\$ 130,143	43.11%
Land	11,028	3.58	10,309	3.43	9,607	3.32	9,910	3.48	9,534	3.16
Commercial real estate	78,314	25.40	76,496	25.48	68,731	23.76	57,680	20.25	59,901	19.84
Residential construction(2)	10,347	3.36	14,423	4.80	12,753	4.41	10,988	3.86	8,151	2.70
Commercial real estate construction	1,422	0.46	1,715	0.57	3,299	1.14	743	0.26	0	0.00
<b>Total mortgage loans</b>	<b>207,790</b>	<b>67.41</b>	<b>209,972</b>	<b>69.93</b>	<b>202,487</b>	<b>70.00</b>	<b>195,659</b>	<b>68.69</b>	<b>207,729</b>	<b>68.81</b>
<b>Consumer Loans:</b>										
Home equity and second mortgage loans	37,513	12.17	34,815	11.60	36,962	12.78	38,641	13.57	43,046	14.26
Automobile loans	25,274	8.20	23,983	7.99	21,922	7.58	20,627	7.24	19,384	6.42
Loans secured by savings accounts	1,018	0.33	1,138	0.38	770	0.27	767	0.27	1,042	0.34
Unsecured loans	3,316	1.07	3,541	1.18	3,191	1.10	3,126	1.10	3,076	1.02
Other(3)	5,075	1.65	4,824	1.61	5,303	1.84	5,312	1.86	5,732	1.90
<b>Total consumer loans</b>	<b>72,196</b>	<b>23.42</b>	<b>68,301</b>	<b>22.76</b>	<b>68,148</b>	<b>23.57</b>	<b>68,473</b>	<b>24.04</b>	<b>72,280</b>	<b>23.94</b>
<b>Commercial business loans</b>	<b>28,282</b>	<b>9.17</b>	<b>21,956</b>	<b>7.31</b>	<b>18,612</b>	<b>6.43</b>	<b>20,722</b>	<b>7.27</b>	<b>21,911</b>	<b>7.25</b>
<b>Total gross loans</b>	<b>308,268</b>	<b>100.00%</b>	<b>300,229</b>	<b>100.00%</b>	<b>289,247</b>	<b>100.00%</b>	<b>284,854</b>	<b>100.00%</b>	<b>301,920</b>	<b>100.00%</b>
<b>Less:</b>										
Due to borrowers on loans in process	3,325		7,142		4,306		4,768		3,119	
Deferred loan fees net of direct costs	(506)		(341)		(202)		(143)		(222)	
Allowance for loan losses	4,846		4,922		4,736		4,182		4,473	
<b>Total loans, net</b>	<b>\$ 300,603</b>		<b>\$ 288,506</b>		<b>\$ 280,407</b>		<b>\$ 276,047</b>		<b>\$ 294,550</b>	

(1) Includes conventional one- to four-family and multi-family residential loans.

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- (2) Includes construction loans for which First Harrison Bank has committed to provide permanent financing.
- (3) Includes loans secured by lawn and farm equipment, mobile homes and other personal property.

Table of Contents

**Residential Loans.** First Harrison Bank's lending activities have concentrated on the origination of residential mortgages, both for sale in the secondary market and for retention in First Harrison Bank's loan portfolio. Residential mortgages secured by multi-family properties totaled \$19.2 million, or 18.0% of the residential loan portfolio at December 31, 2014. Substantially all residential mortgages are collateralized by properties within First Harrison Bank's market area.

First Harrison Bank offers both fixed-rate mortgage loans and adjustable rate mortgage ("ARM") loans typically with terms of 15 to 30 years. First Harrison Bank uses loan documents approved by the Federal National Mortgage Corporation ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") whether the loan is originated for investment or sale in the secondary market.

Historically, First Harrison Bank has retained its residential loan originations in its portfolio. Retaining fixed-rate loans in its portfolio subjects First Harrison Bank to a higher degree of interest rate risk. Beginning in 2004, one of First Harrison Bank's strategic goals was to expand its mortgage business by originating mortgage loans for sale, while offering a full line of mortgage products to current and prospective customers. This practice increases First Harrison Bank's lending capacity and allows First Harrison Bank to more effectively manage its profitability since it is not required to predict the prepayment, credit or interest rate risks associated with retaining either the loan or the servicing asset. For the year ended December 31, 2014, First Harrison Bank originated and funded \$29.1 million of residential mortgage loans for sale in the secondary market. For a further discussion of First Harrison Bank's mortgage banking operations, see "*Business Mortgage Banking Activities*."

ARM loans originated have interest rates that adjust at regular intervals of one to five years, with up to 2.0% caps per adjustment period and 6.0% lifetime caps, based upon changes in the prevailing interest rates on United States Treasury Bills. First Harrison Bank also originates "hybrid" ARM loans, which are fixed for an initial period three or five years and adjust annually thereafter. First Harrison Bank may occasionally use below market interest rates and other marketing inducements to attract ARM loan borrowers. The majority of ARM loans provide that the amount of any increase or decrease in the interest rate is limited to 2.0% (upward or downward) per adjustment period and generally contains minimum and maximum interest rates. Borrower demand for ARMs versus fixed-rate mortgage loans is a function of the level of interest rates, the expectations of changes in the level of interest rates and the difference between the interest rates and loan fees offered for fixed-rate mortgage loans and interest rates and loan fees for ARM loans. The relative amount of fixed-rate and ARM loans that can be originated at any time is largely determined by the demand for each in a competitive environment.

First Harrison Bank's lending policies generally limit the maximum loan-to-value ratio on fixed-rate and ARM loans to 80% of the lesser of the appraised value or purchase price of the underlying residential property unless private mortgage insurance to cover the excess over 80% is obtained, in which case the mortgage is limited to 95% (or 97% under a Freddie Mac program) of the lesser of appraised value or purchase price. The loan-to-value ratio, maturity and other provisions of the loans made by First Harrison Bank are generally reflected in the policy of making less than the maximum loan permissible under federal regulations, in accordance with established lending practices, market conditions and underwriting standards maintained by First Harrison Bank. First Harrison Bank requires title, fire and extended insurance coverage on all mortgage loans originated. All of First Harrison Bank's real estate loans contain due on sale clauses. First Harrison Bank generally obtains appraisals on all its real estate loans from outside appraisers.

**Construction Loans.** First Harrison Bank originates construction loans for residential properties and, to a lesser extent, commercial properties. Although First Harrison Bank originates construction loans that are repaid with the proceeds of a limited number of mortgage loans obtained by the borrower from another lender, the majority of the construction loans that First Harrison Bank



Table of Contents

originates are permanently financed in the secondary market by First Harrison Bank. Construction loans originated without a commitment by First Harrison Bank to provide permanent financing are generally originated for a term of six to 12 months and at a fixed interest rate based on the prime rate.

First Harrison Bank originates speculative construction loans to a limited number of builders operating and based in First Harrison Bank's primary market area and with whom First Harrison Bank has well-established business relationships. At December 31, 2014, First Harrison Bank had approved speculative construction loans, a construction loan for which there is not a commitment for permanent financing in place at the time the construction loan was originated, with total commitments of \$3.3 million and outstanding balances of \$2.5 million. First Harrison Bank limits the number of speculative construction loans outstanding to any one builder based on First Harrison Bank's assessment of the builder's capacity to service the debt.

Most construction loans are originated with a loan-to-value ratio not to exceed 80% of the appraised estimated value of the completed property. The construction loan documents require the disbursement of the loan proceeds in increments as construction progresses. Disbursements are based on periodic on-site inspections by an independent appraiser.

Construction lending is inherently riskier than residential mortgage lending. Construction loans, on average, generally have higher loan balances than residential mortgage loans. In addition, the potential for cost overruns because of the inherent difficulties in estimating construction costs and, therefore, collateral values and the difficulties and costs associated with monitoring construction progress, among other things, are major contributing factors to this greater credit risk. Speculative construction loans have the added risk that there is not an identified buyer for the completed home when the loan is originated, with the risk that the builder will have to service the construction loan debt and finance the other carrying costs of the completed home for an extended time period until a buyer is identified. Furthermore, the demand for construction loans and the ability of construction loan borrowers to service their debt depends highly on the state of the general economy, including market interest rate levels and the state of the economy of First Harrison Bank's primary market area. A material downturn in economic conditions could be expected to have a material adverse effect on the credit quality of the construction loan portfolio.

**Commercial Real Estate Loans.** Commercial real estate loans are generally secured by small retail stores, professional office space and, in certain instances, farm properties. Commercial real estate loans are generally originated with a loan-to-value ratio not to exceed 75% of the appraised value of the property. Property appraisals are performed by independent appraisers approved by First Harrison Bank's board of directors. First Harrison Bank seeks to originate commercial real estate loans at variable interest rates based on the prime lending rate or the United States Treasury Bill rate for terms ranging from ten to 15 years and with interest rate adjustment intervals of five years. First Harrison Bank also originates fixed-rate balloon loans with a short maturity, but a longer amortization schedule.

Commercial real estate lending affords First Harrison Bank an opportunity to receive interest at rates higher than those generally available from residential mortgage lending. However, loans secured by such properties usually are greater in amount, more difficult to evaluate and monitor and, therefore, involve a greater degree of risk than residential mortgage loans. Because payments on loans secured by multi-family and commercial properties are often dependent on the successful operation and management of the properties, repayment of such loans may be affected by adverse conditions in the real estate market or the economy. First Harrison Bank seeks to minimize these risks by limiting the maximum loan-to-value ratio to 75% and strictly scrutinizing the financial condition of the borrower, the quality of the collateral and the management of the property securing the loan. First Harrison Bank also obtains loan guarantees from financially capable parties based on a review of personal financial statements.

Table of Contents

**Commercial Business Loans.** Commercial business loans are generally secured by inventory, accounts receivable, and business equipment such as trucks and tractors. Many commercial business loans also have real estate as collateral. First Harrison Bank generally requires a personal guaranty of payment by the principals of a corporate borrower, and reviews the personal financial statements and income tax returns of the guarantors. Commercial business loans are generally originated with loan-to-value ratios not exceeding 75%.

Aside from lines of credit, commercial business loans are generally originated for terms not to exceed seven years with variable interest rates based on the prime lending rate. Approved credit lines totaled \$35.3 million at December 31, 2014, of which \$16.3 million was outstanding. Lines of credit are originated at fixed and variable interest rates for one-year renewable terms.

A director of First Capital and First Harrison Bank is a shareholder of a farm implement dealership that contracts with First Harrison Bank to provide sales financing to the dealership's customers. First Harrison Bank does not grant preferential credit under this arrangement. During the year ended December 31, 2014, First Harrison Bank granted approximately \$978,000 of credit to customers of the dealership and all loans purchased from the corporation had an aggregate outstanding balance of \$1.2 million at December 31, 2014. At December 31, 2014, three loans purchased from the corporation were delinquent 30 days or more with an aggregate outstanding balance of \$15,000.

Commercial business lending generally involves greater risk than residential mortgage lending and involves risks that are different from those associated with residential and commercial real estate lending. Real estate lending is generally considered to be collateral-based lending with loan amounts based on predetermined loan-to-collateral values and liquidation of the underlying real estate collateral is viewed as the primary source of repayment in the event of borrower default. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable or other business assets, the liquidation of collateral in the event of a borrower default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories and equipment may be obsolete or of limited use, among other things. Accordingly, the repayment of a commercial business loan depends primarily on the creditworthiness of the borrower (and any guarantors), while liquidation of collateral is a secondary, and often insufficient, source of repayment. First Harrison Bank has five commercial lenders and two commercial credit analysts committed to growing commercial business loans to facilitate the changes desired in First Harrison Bank's balance sheet. First Harrison Bank also uses an outside loan review company to review selected commercial credits on an annual basis.

**Consumer Loans.** First Harrison Bank offers a variety of secured or guaranteed consumer loans, including automobile and truck loans, home equity loans, home improvement loans, boat loans, mobile home loans and loans secured by savings deposits. In addition, First Harrison Bank offers unsecured consumer loans. Consumer loans are generally originated at fixed interest rates and for terms not to exceed seven years. The largest portion of First Harrison Bank's consumer loan portfolio consists of home equity and second mortgage loans followed by automobile and truck loans. Automobile and truck loans are originated on both new and used vehicles. Such loans are generally originated at fixed interest rates for terms up to five years and at loan-to-value ratios up to 90% of the blue book value in the case of used vehicles and 90% of the purchase price in the case of new vehicles.

First Harrison Bank originates variable-rate home equity and fixed-rate second mortgage loans generally for terms not to exceed five years. The loan-to-value ratio on such loans is limited to 80%, taking into account the outstanding balance on the first mortgage loan.

First Harrison Bank's underwriting procedures for consumer loans includes an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's creditworthiness is a primary consideration, the underwriting process also includes a comparison of the value of the security, if any, to the proposed loan amount. First Harrison Bank underwrites and originates the majority of its consumer loans internally, which

Table of Contents

management believes limits exposure to credit risks relating to loans underwritten or purchased from brokers or other outside sources.

Consumer loans generally entail greater risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or secured by assets that depreciate rapidly, such as automobiles. In the latter case, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections depend on the borrower's continuing financial stability, and, therefore, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans. Such loans may also give rise to claims and defenses by the borrower against First Harrison Bank as the holder of the loan, and a borrower may be able to assert claims and defenses that it has against the seller of the underlying collateral.

**Loan Maturity and Repricing**

The following table sets forth certain information at December 31, 2014 regarding the dollar amount of loans maturing in First Harrison Bank's portfolio based on their contractual terms to maturity, but does not include potential prepayments. Demand loans, which are loans having neither a stated schedule of repayments nor a stated maturity, and overdrafts are reported as due in one year or less. Loan balances do not include undisbursed loan proceeds, unearned income and allowance for loan losses.

	Within One Year	After One Year Through 3 Years	After 3 Years Through 5 Years	After 5 Years Through 10 Years	After 10 Years Through 15 Years	After 15 Years	Total
(Dollars in thousands)							
<b>Mortgage loans:</b>							
Residential	\$ 6,632	\$ 14,299	\$ 11,811	\$ 29,292	\$ 18,697	\$ 25,948	\$ 106,679
Commercial real estate and land loans(1)	12,013	16,051	15,321	22,586	16,447	8,346	90,764
Residential construction(2)	10,347	0	0	0	0	0	10,347
Consumer loans	17,253	23,229	8,556	15,820	7,273	65	72,196
Commercial business	13,951	6,015	2,886	2,303	1,991	1,136	28,282
<b>Total gross loans</b>	<b>\$ 60,196</b>	<b>\$ 59,594</b>	<b>\$ 38,574</b>	<b>\$ 70,001</b>	<b>\$ 44,408</b>	<b>\$ 35,495</b>	<b>\$ 308,268</b>

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(1) Includes commercial real estate construction loans.

(2) Includes construction loans for which First Harrison Bank has committed to provide permanent financing.

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### Table of Contents

The following table sets forth the dollar amount of all loans due after December 31, 2015, which have fixed interest rates and floating or adjustable interest rates.

	Fixed Rates	Floating or Adjustable Rates
(Dollars in thousands)		
<b>Mortgage loans:</b>		
Residential	\$ 57,661	\$ 42,386
Commercial real estate and land loans	21,329	57,422
Residential construction	0	0
Consumer loans	27,424	27,519
Commercial business	8,669	5,662
<b>Total gross loans</b>	<b>\$ 115,083</b>	<b>\$ 132,989</b>

**Loan Solicitation and Processing.** A majority of First Harrison Bank's loan originations are made to existing customers. Walk-ins and customer referrals are also a source of loan originations. Upon receipt of a loan application, a credit report is ordered to verify specific information relating to the loan applicant's employment, income and credit standing. A loan applicant's income is verified through the applicant's employer or from the applicant's tax returns. In the case of a real estate loan, an appraisal of the real estate intended to secure the proposed loan is undertaken, generally by an independent appraiser approved by First Harrison Bank. The mortgage loan documents used by First Harrison Bank conform to secondary market standards.

First Harrison Bank requires that borrowers obtain certain types of insurance to protect its interest in the collateral securing the loan. First Harrison Bank requires either a title insurance policy insuring that First Harrison Bank has a valid first lien on the mortgaged real estate or an opinion by an attorney regarding the validity of title. Fire and casualty insurance is also required on collateral for loans.

**Loan Commitments and Letters of Credit.** First Harrison Bank issues commitments for fixed- and adjustable-rate single-family residential mortgage loans and commercial loans conditioned upon the occurrence of certain events. Such commitments are made in writing on specified terms and conditions and are honored for up to 60 days from the date of application, depending on the type of transaction. First Harrison Bank had outstanding loan commitments of approximately \$7.4 million at December 31, 2014.

As an accommodation to its commercial business loan borrowers, First Harrison Bank issues standby letters of credit or performance bonds usually in favor of municipalities for whom its borrowers are performing services. At December 31, 2014, First Harrison Bank had outstanding letters of credit of \$693,000.

**Loan Origination and Other Fees.** Loan fees and points are a percentage of the principal amount of the mortgage loan that is charged to the borrower for funding the loan. First Harrison Bank usually charges a fixed origination fee on residential real estate loans and long-term commercial real estate loans. Current accounting standards require loan origination fees and certain direct costs of underwriting and closing loans to be deferred and amortized into interest income over the contractual life of the loan. Deferred fees and costs associated with loans that are sold are recognized as income at the time of sale. First Harrison Bank had \$506,000 of net deferred loan costs at December 31, 2014.

**Mortgage Banking Activities.** Mortgage loans originated and funded by First Harrison Bank and intended for sale in the secondary market are carried at the lower of aggregate cost or market value. Aggregate market value is determined based on the quoted prices under a "best efforts" sales agreement with a third party. Net unrealized losses are recognized through a valuation allowance by charges to income. Realized gains on sales of mortgage loans are included in noninterest income.

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### Table of Contents

Commitments to originate and fund mortgage loans for sale in the secondary market are considered derivative financial instruments to be accounted for at fair value. First Harrison Bank's mortgage loan commitments subject to derivative accounting are fixed rate mortgage commitments at market rates when initiated. At December 31, 2014, First Harrison Bank had commitments to originate \$306,000 in fixed-rate mortgage loans intended for sale in the secondary market after the loans are closed. Fair value is estimated based on fees that would be charged on commitments with similar terms.

**Delinquencies.** First Harrison Bank's collection procedures provide for a series of contacts with delinquent borrowers. A late charge is assessed and a late charge notice is sent to the borrower after the 15th day of delinquency. After 20 days, the collector places a phone call to the borrower. When a payment becomes 60 days past due, the collector issues a default letter. If a loan continues in a delinquent status for 90 days or more, First Harrison Bank generally initiates foreclosure or other litigation proceedings.

**Nonperforming Assets.** Loans are reviewed regularly and when loans become 90 days delinquent, the loan is placed on nonaccrual status and the previously accrued interest income is reversed unless, in the opinion of management, the outstanding interest remains collectible. Typically, payments received on a nonaccrual loan are applied to the outstanding principal and interest as determined at the time of collection of the loan when the likelihood of further loss on the loan is remote. Otherwise, First Harrison Bank applies the cost recovery method and applies all payments as a reduction of the unpaid principal balance.

The following table sets forth information with respect to First Harrison Bank's nonperforming assets for the dates indicated. Nonperforming assets include nonaccrual loans, accruing loans that are 90 days or more past due, and foreclosed real estate.

	At December 31,				
	2014	2013	2012	2011	2010
	(Dollars in thousands)				
<b>Loans accounted for on a nonaccrual basis:</b>					
Residential real estate(1)	\$ 919	\$ 1,533	\$ 2,773	\$ 2,528	\$ 3,230
Commercial real estate(2)	449	1,576	2,961	2,858	1,780
Commercial business	1,642	1,898	1,776	1,928	2,148
Consumer	129	252	73	87	390
<b>Total</b>	<b>3,139</b>	<b>5,259</b>	<b>7,583</b>	<b>7,401</b>	<b>7,548</b>
<b>Accruing loans past due 90 days or more:</b>					
Residential real estate(1)	68	180	215	143	334
Commercial real estate(2)	0	0	0	38	0
Commercial business	0	0	0	0	20
Consumer	17	47	74	182	25
<b>Total</b>	<b>85</b>	<b>227</b>	<b>289</b>	<b>363</b>	<b>379</b>
<b>Total nonperforming loans</b>	<b>3,224</b>	<b>5,486</b>	<b>7,872</b>	<b>7,764</b>	<b>7,927</b>
Foreclosed real estate, net	78	466	295	661	591
<b>Total nonperforming assets</b>	<b>\$ 3,302</b>	<b>\$ 5,952</b>	<b>\$ 8,167</b>	<b>\$ 8,425</b>	<b>\$ 8,518</b>
Total nonperforming loans to net loans	1.07%	1.90%	2.81%	2.81%	2.69%
Total nonperforming loans to total assets	0.68%	1.23%	1.71%	1.77%	1.75%
Total nonperforming assets to total assets	0.70%	1.34%	1.78%	1.92%	1.88%

(1)

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Includes residential construction loans.

(2)

Includes commercial real estate construction and land loans.

Table of Contents

First Harrison Bank accrues interest on loans over 90 days past due when, in the opinion of management, the estimated value of collateral and collection efforts are deemed sufficient to ensure full recovery. First Harrison Bank did not recognize any interest income on nonaccrual loans for the fiscal year ended December 31, 2014. First Harrison Bank would have recorded interest income of \$194,000 for the year ended December 31, 2013 had nonaccrual loans been current in accordance with their original terms.

**Restructured Loans.** Periodically, First Harrison Bank modifies loans to extend the term or make other concessions to help borrowers stay current on their loans and avoid foreclosure. First Harrison Bank does not forgive principal or interest on loans or modify interest rates to rates that are below market rates. These modified loans are also referred to as "troubled debt restructurings" or "TDRs".

Restructured loans can involve loans remaining on nonaccrual, moving to nonaccrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. Generally, a nonaccrual loan that is restructured in a TDR remains on nonaccrual status for a period of at least six months following the restructuring to ensure that the borrower performs in accordance with the restructured terms including consistent and timely payments. At December 31, 2014, TDRs totaled \$4.0 million and the related allowance for loan losses on TDRs was \$1.3 million. TDRs on nonaccrual status totaling \$2.1 million at December 31, 2014 are included in the nonperforming loans totals above. TDRs performing according to their restructured terms and on accrual status totaled \$1.9 million at December 31, 2014. See Note 4 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference, for additional information regarding TDRs.

**Classified Assets.** The OCC has adopted various regulations regarding problem assets of financial institutions. The regulations require that each insured institution review and classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, OCC examiners have the authority to identify problem assets and, if appropriate, require them to be classified. There are three classifications for problem assets: substandard, doubtful and loss. "Substandard" assets have one or more defined weaknesses and are characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. "Doubtful" assets have the weaknesses of substandard assets with the additional characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. An asset classified as "loss" is considered uncollectible and of such little value that continuance as an asset of the institution is not warranted. If an asset or portion thereof is classified as loss, the insured institution charges off an amount equal to 100% of the portion of the asset classified as loss. The regulations also provide for a "special mention" category, described as assets which do not currently expose the institution to sufficient risk to warrant adverse classification, but have potential weaknesses that deserve management's close attention.

At December 31, 2014, First Harrison Bank had \$3.1 million in doubtful loans and \$7.0 million in substandard loans, of which all but \$6.9 million are included in total nonperforming loans disclosed in the above table. In addition, First Harrison Bank identified \$3.9 million in loans as special mention loans at December 31, 2014.

Current accounting rules require that impaired loans be measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or the fair value of collateral if the loan is collateral dependent. A loan is classified as "impaired" by management when, based on current information and events, it is probable that First Harrison Bank will be unable to collect all amounts due in accordance with the terms of the loan agreement. If the fair value, as measured by one of these methods, is less than the recorded investment in the impaired loan, First Harrison Bank establishes a valuation allowance with a provision charged to expense. Management reviews the valuation of impaired loans on a quarterly basis to consider changes due to

Table of Contents

the passage of time or revised estimates. At December 31, 2014, all impaired loans were considered to be collateral dependent for the purposes of determining fair value.

Values for collateral dependent loans are generally based on appraisals obtained from independent licensed real estate appraisers, with adjustments applied for estimated costs to sell the property, costs to complete unfinished or repair damaged property and other factors. New appraisals are generally obtained for all significant properties when a loan is identified as impaired, and a property is considered significant if the value of the property is estimated to exceed \$200,000. Subsequent appraisals are obtained as needed or if management believes there has been a significant change in the market value of the property. In instances where it is not deemed necessary to obtain a new appraisal, management bases its impairment and allowance for loan loss analysis on the original appraisal with adjustments for current conditions based on management's assessment of market factors and management's inspection of the property. At December 31, 2014, discounts from appraised values used to value impaired loans for estimates of changes in market conditions, the condition of the collateral, and estimated costs to sell the property ranged from 10% to 48%.

An insured institution is required to establish and maintain an allowance for loan losses at a level that is adequate to absorb estimated credit losses associated with the loan portfolio, including binding commitments to lend. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities. When an insured institution classifies problem assets as "loss," it is required either to establish an allowance for losses equal to 100% of the amount of the assets, or charge off the classified asset. The amount of its valuation allowance is subject to review by the OCC, which can order the establishment of additional general loss allowances. First Harrison Bank regularly reviews the loan portfolio to determine whether any loans require classification in accordance with applicable regulations.

At December 31, 2014, 2013 and 2012, the aggregate amounts of First Harrison Bank's classified assets were as follows:

	At December 31,		
	2014	2013	2012
	(Dollars in thousands)		
Classified assets:			
Loss	\$	\$	\$
Doubtful	3,139	5,259	7,583
Substandard	6,967	5,904	8,072
Special mention	3,937	4,066	4,041

Loans classified as impaired in accordance with accounting standards included in the above regulatory classifications and the related allowance for loan losses are summarized below at the dates indicated:

	At December 31,		
	2014	2013	2012
	(Dollars in thousands)		
Impaired loans with related allowance	\$ 2,034	\$ 3,129	\$ 4,093
Impaired loans with no allowance	3,005	3,791	3,711
Total impaired loans	\$ 5,039	\$ 6,920	\$ 7,804

Allowance for loan losses:			
Related to impaired loans	\$ 1,351	\$ 1,529	\$ 1,652
Related to other loans	3,495	3,393	3,084



Table of Contents

See Note 4 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference, for additional information regarding impaired loans and the related allowance for loan losses.

**Foreclosed Real Estate.** Foreclosed real estate held for sale is carried at fair value minus estimated costs to sell. Costs of holding foreclosed real estate are charged to expense in the current period, except for significant property improvements, which are capitalized. Valuations are periodically performed by management and an allowance is established by a charge to non-interest expense if the carrying value exceeds the fair value minus estimated costs to sell. The net income from operations of foreclosed real estate held for sale is reported in non-interest income. At December 31, 2014, First Harrison Bank had foreclosed real estate totaling \$78,000. See Note 6 in the accompanying Notes to Consolidated Financial Statements for additional information regarding foreclosed real estate.

**Allowance for Loan Losses.** Loans are First Harrison Bank's largest concentration of assets and continue to represent the most significant potential risk. In originating loans, First Harrison Bank recognizes that losses will be experienced and that the risk of loss will vary with, among other things, the type of loan made, the creditworthiness of the borrower over the term of the loan, general economic conditions and, in the case of a secured loan, the quality of the collateral. First Harrison Bank maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance for loan losses represents management's estimate of probable loan losses based on information available as of the date of the financial statements. The allowance for loan losses is based on management's evaluation of the loan portfolio, including historical loan loss experience, delinquencies, known and inherent risks in the nature and volume of the loan portfolio, information about specific borrower situations, estimated collateral values, and economic conditions.

The loan portfolio is reviewed quarterly by management to evaluate the adequacy of the allowance for loan losses to determine the amount of any adjustment required after considering the loan charge-offs and recoveries for the quarter. Management applies a systematic methodology that incorporates its current judgments about the credit quality of the loan portfolio. In addition, the OCC, as an integral part of its examination process, periodically reviews First Harrison Bank's allowance for loan losses and may require First Harrison Bank to make additional provisions for estimated losses based on its judgments about information available to it at the time of its examination.

The methodology used in determining the allowance for loan losses includes segmenting the loan portfolio by identifying risk characteristics common to pools of loans, determining and measuring impairment of individual loans based on the present value of expected future cash flows or the fair value of collateral, and determining and measuring impairment for pools of loans with similar characteristics by applying loss factors that consider the qualitative factors which may affect the loss rates.

Specific allowances related to impaired loans and other classified loans are established where the present value of the loan's discounted cash flows, observable market price or collateral value (for collateral dependent loans) is lower than the carrying value of the loan. The identification of these loans results from the loan review process that identifies and monitors credits with weaknesses or conditions which call into question the full collection of the contractual payments due under the terms of the loan agreement. Factors considered by management include, among others, payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. At December 31, 2014, First Capital's specific allowances totaled \$1.4 million, including a specific allowance of \$1.3 million on a commercial loan secured by a medical office facility and medical equipment. The loan had a balance of \$1.6 million at December 31, 2014 and the loan was on nonaccrual status.

For loans evaluated on a pool basis, management applies loss factors to pools of loans with common risk characteristics (e.g., residential mortgage loans, home equity loans, commercial real estate

Table of Contents

loans). The loss factors are derived from First Harrison Bank's historical loss experience. Loss factors are adjusted for significant qualitative factors that, in management's judgment, affect the collectability of the loan portfolio segment. The significant qualitative factors include the levels and trends in charge-offs and recoveries, trends in volume and terms of loans, levels and trends in delinquencies, the effects of changes in underwriting standards and other lending practices or procedures, the experience and depth of the lending management and staff, effects of changes in credit concentration, changes in industry and market conditions and national and local economic trends and conditions. Management evaluates these conditions on a quarterly basis and evaluates and modifies the assumptions used in establishing the loss factors.

At December 31, 2013, the historical loss experience used to estimate the allowance for loan losses was for the most recent twelve calendar quarters. Effective as of December 31, 2014, First Capital began using the most recent twenty calendar quarters as the basis for developing the historical loss factors, which increased the estimated allowance for loan losses by approximately \$91,000 at December 31, 2014.

At December 31, 2014, management adjusted the qualitative factors for the commercial real estate, commercial business, vacant land, and home equity and second mortgage portfolio segments which increased the estimated allowance for loan losses related to those portfolio segments by approximately \$1.6 million. These changes we made to better reflect management's analysis of inherent losses in these portfolio segments at December 31, 2014.

At December 31, 2014, for each loan portfolio segment management applied an overall qualitative factor of 1.18 to First Capital's historical loss factors. The overall qualitative factor is derived from management's analysis of changes and trends in the following qualitative factors:

**Underwriting Standards** Management reviews the findings of periodic internal audit loan reviews, independent outsourced loan reviews and loan reviews performed by First Harrison Banking regulators to evaluate the risk associated with changes in underwriting standards. At December 31, 2014, management assessed the risk associated with this component as neutral, requiring no adjustment to the historical loss factors.

**Economic Conditions** Management analyzes trends in housing and unemployment data in the Harrison, Floyd and Clark counties of Indiana, First Capital's primary market area, to evaluate the risk associated with economic conditions. Due to a decrease in new home construction and an increase in unemployment in First Capital's primary market area, management assigned a risk factor of 1.20 for this component at December 31, 2014.

**Past Due Loans** Management analyzes trends in past due loans for First Capital to evaluate the risk associated with delinquent loans. In general, past due loan ratios have remained at elevated levels compared to historical amounts since 2007, and management assigned a risk factor of 1.20 for this component at December 31, 2014.

**Other Internal and External Factors** This component includes management's consideration of other qualitative factors such as loan portfolio composition. First Capital has focused on origination of commercial business and real estate loans in an effort to convert First Capital's balance sheet from that of a traditional thrift institution to a commercial bank. In addition, First Capital has increased its investment in mortgage loans in which it does not hold a first lien position. Commercial loans and second mortgage loans generally entail greater credit risk than residential mortgage loans secured by a first lien. As a result of changes in the loan portfolio composition, management assigned a risk factor of 1.30 for this component at December 31, 2014.

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### Table of Contents

Each of the four factors above was assigned an equal weight to arrive at an average for the overall qualitative factor of 1.18 at December 31, 2014. The effect of the overall qualitative factor was to increase the estimated allowance for loan losses by \$520,000 at December 31, 2014.

Management also adjusts the historical loss factors for loans classified as watch, special mention and substandard that are not individually evaluated for impairment. The adjustments consider the increased likelihood of loss on classified loans based on First Capital's separate historical loss experience for classified loans. The effect of these adjustments for classified loans was to increase the estimated allowance for loan losses by \$664,000 at December 31, 2014.

See Notes 1 and 4 in the accompanying Notes to Consolidated Financial Statements, which are incorporated herein by reference, for additional information regarding management's methodology for estimating the allowance for loan losses.

The following table sets forth an analysis of First Harrison Bank's allowance for loan losses for the periods indicated.

	Year Ended December 31,				
	2014	2013	2012	2011	2010
	(Dollars in thousands)				
Allowance at beginning of period	\$ 4,922	\$ 4,736	\$ 4,182	\$ 4,473	\$ 4,931
Provision for loan losses	190	725	1,525	1,825	2,037
	5,112	5,461	5,707	6,298	6,968
Recoveries:					
Residential real estate	7	60	16	18	9
Commercial real estate and land	6	17	1	0	4
Commercial business	17	74	10	45	9
Consumer	324	202	200	248	214
Total recoveries	354	353	227	311	236
Charge-offs:					
Residential real estate	140	353	418	819	620
Commercial real estate and land	0	92	108	396	1,326
Commercial business	6	20	17	333	29
Consumer	474	427	655	879	756
Total charge-offs	620	892	1,198	2,427	2,731
Net (charge-offs) recoveries	(266)	(539)	(971)	(2,116)	(2,495)
Balance at end of period	\$ 4,846	\$ 4,922	\$ 4,736	\$ 4,182	\$ 4,473
Ratio of allowance to total loans outstanding at the end of the period	1.57%	1.64%	1.64%	1.47%	1.48%
Ratio of net charge-offs to average loans outstanding during the period	0.09%	0.19%	0.35%	0.72%	0.80%

Table of Contents**Allowance for Loan Losses Analysis**

The following table sets forth the breakdown of the allowance for loan losses by loan category at the dates indicated.

	At December 31,									
	2014		2013		2012		2011		2010	
	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category
	(Dollars in thousands)									
Residential real estate(1)	\$ 669	37.97%	\$ 874	40.45%	\$ 922	41.78%	\$ 861	44.70%	\$ 1,045	45.81%
Commercial real estate and land loans(2)	1,702	29.44	1,436	29.48	1,381	28.22	1,362	23.99	1,106	23.00
Commercial business	1,480	9.17	1,446	7.31	1,223	6.43	1,160	7.27	1,251	7.25
Consumer	995	23.42	1,116	22.76	1,210	23.57	799	24.04	1,071	23.94
Total allowance for loan losses	\$ 4,846	100.00%	\$ 4,922	100.00%	\$ 4,736	100.00%	\$ 4,182	100.00%	\$ 4,473	100.00%

(1) Includes residential construction loans.

(2) Includes commercial real estate construction loans.

**Investment Activities**

Federally chartered savings institutions have authority to invest in various types of liquid assets, including United States Treasury obligations, securities of various federal agencies and of state and municipal governments, deposits at the applicable Federal Home Loan Bank, certificates of deposit of federally insured institutions, certain bankers' acceptances and federal funds. Subject to various restrictions, such savings institutions may also invest a portion of their assets in commercial paper, corporate debt securities and mutual funds, the assets of which conform to the investments that federally chartered savings institutions are otherwise authorized to make directly. Savings institutions are also required to maintain minimum levels of liquid assets that vary from time to time. First Harrison Bank may decide to increase its liquidity above the required levels depending upon the availability of funds and comparative yields on investments in relation to return on loans.

First Harrison Bank is required under federal regulations to maintain a minimum amount of liquid assets and is also permitted to make certain other securities investments. The balance of First Harrison Bank's investments in short-term securities in excess of regulatory requirements reflects management's response to the significantly increasing percentage of deposits with short maturities. Management intends to hold securities with short maturities in First Harrison Bank's investment portfolio in order to enable First Harrison Bank to match more closely the interest-rate sensitivities of its assets and liabilities.

First Harrison Bank periodically invests in mortgage-backed securities, including mortgage-backed securities guaranteed or insured by Ginnie Mae, Fannie Mae or Freddie Mac. Mortgage-backed securities generally increase the quality of First Harrison Bank's assets by virtue of the guarantees that back them, are more liquid than individual mortgage loans and may be used to collateralize borrowings or other obligations of First Harrison Bank. Of First Harrison Bank's total mortgage-backed securities portfolio at December 31, 2014, securities with a market value of \$238,000 have adjustable rates as of that date.

First Harrison Bank also invests in collateralized mortgage obligations ("CMOs") issued by Ginnie Mae, Fannie Mae and Freddie Mac, as well as private issuers. CMOs are complex mortgage-backed securities that restructure the cash flows and risks of the underlying mortgage collateral.

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At December 31, 2014, neither First Capital nor First Harrison Bank had an investment in securities (other than United States Government and agency securities), which exceeded 10% of First Capital's consolidated stockholders' equity at that date.

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Table of Contents

The following table sets forth the securities portfolio at the dates indicated.

	2014				2013				2012			
	Fair Value	Amortized Cost	Percent of Portfolio	Weighted Average Yield(1)	Fair Value	Amortized Cost	Percent of Portfolio	Weighted Average Yield(1)	Fair Value	Amortized Cost	Percent of Portfolio	Weighted Average Yield(1)
<b>At December 31,</b>												
<b>(Dollars in thousands)</b>												
<b>Securities Held to Maturity(2)</b>												
Mortgage-backed securities(3)	6	6	0.01	1.86%	9	9	0.01	1.63%	12	12	0.01	1.96%
	\$ 6	\$ 6	0.01%		\$ 9	\$ 9	0.01%		\$ 12	\$ 12	0.01%	
<b>Securities Available for Sale</b>												
Debt securities:												
U.S. agency:												
Due in one year or less	\$ 0	\$ 0	0.00%	0.00%	\$ 0	\$ 0	0.00%	0.00%	\$ 0	\$ 0	0.00%	0.00%
Due after one year through five years	9,626	9,629	9.73	0.98%	7,005	7,045	6.41	0.92%	7,509	7,445	6.19	1.27%
Due after five years through ten years	8,494	8,507	8.59	1.17%	16,460	16,857	15.33	1.41%	7,098	6,999	5.82	1.50%
Due after ten years through fifteen years	0	0	0.00	0.00%	7,449	7,692	7.00	1.73%	23,946	23,829	19.80	1.63%
Mortgage-backed securities and CMOs(3)												
	46,681	46,596	47.07	1.84%	38,610	38,894	35.38	1.85%	45,866	45,220	37.58	1.84%
Municipal:												
Due in one year or less	121	120	0.12	5.40%	0	0	0.00	0.00%	507	505	0.42	5.51%
Due after one year through five years	6,160	6,049	6.11	3.15%	2,019	1,961	1.78	4.01%	1,074	1,018	0.85	5.55%
Due after five years through ten years	12,358	11,859	11.98	4.97%	14,065	13,841	12.59	4.83%	9,299	8,915	7.41	4.37%
Due after ten years	14,703	14,150	14.29	4.06%	19,956	20,398	18.55	4.40%	23,437	22,167	18.42	4.98%
Equity securities:												
Mutual funds	2,083	2,083	2.10	N/A	3,198	3,238	2.95	N/A	4,237	4,213	3.50	N/A
	\$ 100,226	\$ 98,993	99.99%		\$ 108,762	\$ 109,926	99.99%		\$ 122,973	\$ 120,311	99.99%	

- (1) Yields are calculated on a fully taxable equivalent basis using a marginal federal income tax rate of 34%. Weighted average yields are calculated using average prepayment rates for the most recent three-month period.
- (2) Securities held to maturity are carried at amortized cost.
- (3) The expected maturities of mortgage-backed securities and collateralized mortgage obligations (CMOs) may differ from contractual maturities because the mortgages underlying the obligations may be prepaid without penalty.



Table of Contents**Deposit Activities and Other Sources of Funds**

**General.** Deposits and loan repayments are the major source of First Harrison Bank's funds for lending and investment activities and for its general business purposes. Loan repayments are a relatively stable source of funds, while deposit inflows and outflows and loan prepayments are significantly influenced by general interest rates and money market conditions. Borrowing may be used on a short-term basis to compensate for reductions in the availability of funds from other sources or may also be used on a longer-term basis for interest rate risk management.

**Deposit Accounts.** Deposits are attracted from within First Harrison Bank's primary market area through the offering of a broad selection of deposit instruments, including non-interest bearing checking accounts, negotiable order of withdrawal ("NOW") accounts, money market accounts, regular savings accounts, certificates of deposit and retirement savings plans. Deposit account terms vary, according to the minimum balance required, the time periods the funds must remain on deposit and the interest rate, among other factors. In determining the terms of its deposit accounts, First Harrison Bank considers the rates offered by its competition, profitability to First Harrison Bank, matching deposit and loan products and its customer preferences and concerns. First Harrison Bank generally reviews its deposit mix and pricing weekly.

The following table presents the maturity distributions of time deposits of \$100,000 or more as of December 31, 2014.

Maturity Period	Amount at December 31, 2014 (Dollars in thousands)	
	Three months or less	\$
Over three through six months		4,704
Over six through 12 months		4,126
Over 12 months		9,948
<b>Total</b>	<b>\$</b>	<b>21,622</b>

The following table sets forth the balances of deposits in the various types of accounts offered by First Harrison Bank at the dates indicated.

	At December 31,								
	2014			2013			2012		
	Amount	Percent of Total	Increase/ (Decrease)	Amount	Percent of Total	Increase/ (Decrease)	Amount	Percent of Total	Increase/ (Decrease)
(Dollars in thousands)									
Non-interest bearing demand	\$ 73,042	17.70%	\$ 16,606	\$ 56,436	15.10%	\$ (279)	\$ 56,715	14.76%	\$ 9,402
NOW accounts	177,305	42.97	26,542	150,763	40.33	(3,850)	154,613	40.23	12,762
Savings accounts	77,823	18.86	9,855	67,968	18.18	7,016	60,952	15.86	12,849
Money market accounts	8,580	2.08	(2,741)	11,321	3.03	81	11,240	2.92	(3,270)
Fixed rate time deposits which mature:									
Within one year	40,704	9.86	(1,477)	42,181	11.28	(11,192)	53,373	13.89	3,276
After one year, but within three years	26,329	6.38	(7,613)	33,942	9.08	(5,194)	39,136	10.18	(10,174)
After three years, but within five years	8,738	2.12	(2,373)	11,111	2.97	2,884	8,227	2.14	(4,850)
After five years	0	0.00	0	0	0.00	(5)	5	0.00	(33)
Club accounts	115	0.03	7	108	0.03	26	82	0.02	7
<b>Total</b>	<b>\$ 412,636</b>	<b>100.00%</b>	<b>\$ 38,806</b>	<b>\$ 373,830</b>	<b>100.00%</b>	<b>\$ (10,513)</b>	<b>\$ 384,343</b>	<b>100.00%</b>	<b>\$ 19,969</b>





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### Table of Contents

The following table sets forth the amount and maturities of time deposits by rates at December 31, 2014.

	Amount Due				Total	Percent of Total
	Less Than One Year	1 - 3 Years	3 - 5 Years	After 5 Years		
(Dollars in thousands)						
0.00% - 0.99%	\$ 26,097	\$ 21,282	\$ 8,159	\$ 0	\$ 55,538	73.30%
1.00% - 1.99%	14,519	4,743	574	0	19,836	26.18
2.00% - 2.99%	88	297	0	0	385	0.51
3.00% - 3.99%	0	0	0	0	0	0.00
4.00% - 4.99%	0	7	5	0	12	0.01
5.00% - 5.99%	0	0	0	0	0	0.00
6.00% - 6.99%	0	0	0	0	0	0.00
<b>Total</b>	<b>\$ 40,704</b>	<b>\$ 26,329</b>	<b>\$ 8,738</b>	<b>\$ 0</b>	<b>\$ 75,771</b>	<b>100.00%</b>

**Borrowings.** First Harrison Bank has at times relied upon advances from the Federal Home Loan Bank of Indianapolis to supplement its supply of lendable funds and to meet deposit withdrawal requirements. Advances from the Federal Home Loan Bank of Indianapolis are secured by certain first mortgage loans and a mutual fund investment. First Harrison Bank also uses retail repurchase agreements as a source of borrowings.

The Federal Home Loan Bank functions as a central reserve bank providing credit for savings and loan associations and certain other member financial institutions. As a member, First Harrison Bank is required to own capital stock in the Federal Home Loan Bank and is authorized to apply for advances on the security of such stock and certain of its mortgage loans and other assets (principally a mutual fund investment held by First Harrison Bank) provided certain standards related to creditworthiness have been met. Advances are made pursuant to several different programs. Each credit program has its own interest rate and range of maturities. Depending on the program, limitations on the amount of advances are based either on a fixed percentage of an institution's net worth or on the Federal Home Loan Bank's assessment of the institution's creditworthiness. Under its current credit policies, the Federal Home Loan Bank generally limits advances to 20% of a member's assets, and short-term borrowing of less than one year may not exceed 10% of the institution's assets. The Federal Home Loan Bank determines specific lines of credit for each member institution.

The following table sets forth certain information regarding First Harrison Bank's use of Federal Home Loan Bank advances.

	At or For the Years Ended December 31,		
	2014	2013	2012
(Dollars in thousands)			
Maximum balance at any month end	\$ 6,500	\$ 5,500	\$ 10,925
Average balance	1,137	4,135	10,287
Period end balance	0	5,500	5,100
Weighted average interest rate:			
At end of period	0.00%	0.50%	3.63%
During the period	0.44%	3.65%	3.75%

Table of Contents

The following table sets forth certain information regarding First Harrison Bank's use of retail repurchase agreements.

	At or For the Years Ended December 31,		
	2014	2013	2012
	(Dollars in thousands)		
Maximum balance at any month end	\$ 10,617	\$ 13,041	\$ 14,092
Average balance	4,601	11,015	10,074
Period end balance	0	9,310	14,092
Weighted average interest rate:			
At end of period	0.00%	0.26%	0.25%
During the period	0.26%	0.25%	0.38%

**Subsidiary Activities**

First Harrison Bank is a subsidiary and is wholly-owned by First Capital. First Harrison Investments, Inc. and First Harrison Holdings, Inc. are wholly-owned Nevada corporate subsidiaries of First Harrison Bank that jointly own First Harrison, LLC, a Nevada limited liability corporation that holds and manages an investment securities portfolio. First Harrison REIT, Inc. is a wholly-owned subsidiary of First Harrison Holdings, Inc., incorporated to hold a portion of First Harrison Bank's real estate mortgage loan portfolio. On September 23, 2014, First Capital formed FHB Risk Mitigation Services, Inc. ("Captive"). The Captive is a wholly-owned insurance subsidiary of First Capital that will provide property and casualty insurance coverage to First Capital, First Harrison Bank and all subsidiaries and reinsurance to five other third party insurance captives for which insurance may not be currently available or economically feasible in today's insurance marketplace.

**Regulation and Supervision**

As a savings and loan holding company, First Capital is required by federal law to report to, and otherwise comply with the rules and regulations of, the Board of Governors of the Federal Reserve Board (the "Federal Reserve Board"). First Harrison Bank, an insured federal savings association, is subject to extensive regulation, examination and supervision by the OCC, as its primary federal regulator, and the FDIC, as the deposit insurer.

First Harrison Bank is a member of the Federal Home Loan Bank System and, with respect to deposit insurance, of the Deposit Insurance Fund managed by the FDIC. First Harrison Bank must file reports with the OCC and the FDIC concerning its activities and financial condition and obtain regulatory approvals before entering into certain transactions such as mergers with, or acquisitions of, other financial institutions. The OCC and/or the FDIC conduct periodic examinations to test First Harrison Bank's safety and soundness and compliance with various regulatory requirements. This regulation and supervision establishes a comprehensive framework of activities in which an institution can engage and is intended primarily for the protection of the insurance fund and depositors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such regulatory requirements and policies, whether by the OCC, the FDIC or Congress, could have a material adverse impact on First Capital, First Harrison Bank and their operations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") made extensive changes to the regulation of First Harrison Bank. Under the Dodd-Frank Act, the Office of Thrift Supervision (the "OTS") was eliminated and responsibility for the supervision and regulation of federal savings associations such as First Harrison Bank was transferred to the OCC on

Table of Contents

July 21, 2011. The OCC is the agency that is primarily responsible for the regulation and supervision of national banks. Additionally, the Dodd-Frank Act created a new Consumer Financial Protection Bureau as an independent bureau of the Federal Reserve Board. The Consumer Financial Protection Bureau assumed responsibility for the implementation of the federal financial consumer protection and fair lending laws and regulations and has authority to impose new requirements. However, institutions of less than \$10 billion in assets, such as First Harrison Bank, will continue to be examined for compliance with consumer protection and fair lending laws and regulations by, and be subject to the enforcement authority of, their prudential regulators.

Certain regulatory requirements applicable to First Harrison Bank and to First Capital are referred to below or elsewhere herein. The summary of statutory provisions and regulations applicable to savings associations and their holding companies set forth below and elsewhere in this document does not purport to be a complete description of such statutes and regulations and their effects on First Harrison Bank and First Capital and is qualified in its entirety by reference to the actual laws and regulations.

**BASEL III Capital Rules**

In July 2013, the federal banking agencies published the Basel III Capital Rules establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to savings and loan holding companies and depository institutions, including First Capital and First Harrison Bank, compared to the former U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. The Basel III Capital Rules became effective on January 1, 2015 (subject to a phase-in period).

The Basel III Capital Rules, among other things:

introduce a new capital measure called "Common Equity Tier 1" ("CET1");

specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements;

define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and

expand the scope of the deductions/adjustments as compared to existing regulations.

When fully phased in on January 1, 2019, the Basel III Capital Rules will require First Capital and First Harrison Bank to maintain:

a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7% upon full implementation);

a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation);

Table of Contents

a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation), and

a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to average assets (as compared to a current minimum leverage ratio of 3% for banking organizations that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority's risk-adjusted measure for market risk).

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

Under the Basel III Capital Rules, the initial minimum capital ratios as of January 1, 2015 are as follows:

4.5% CET1 to risk-weighted assets;

6.0% Tier 1 capital to risk-weighted assets;

8.0% Total capital to risk-weighted assets.

The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Under the former capital standards, the effects of accumulated other comprehensive income items included in capital were excluded for the purposes of determining regulatory capital ratios. Under the Basel III Capital Rules, the effects of certain accumulated other comprehensive items are not excluded; however, non-advanced approaches banking organizations, including First Capital, may make a one-time permanent election to continue to exclude these items. First Capital and First Harrison Bank made this election in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of First Capital's available-for-sale securities portfolio. The Basel III Capital Rules also preclude certain hybrid securities, such as trust preferred securities, as Tier 1 capital of bank holding companies, subject to phase-out. First Capital has no trust preferred securities.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a four-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer will begin on January 1, 2016 at the 0.625% level and be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The Basel III Capital Rules prescribe a standardized approach for risk weightings that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Specifics changes from

Table of Contents

the former capital rules impacting First Capital's determination of risk-weighted assets include, among other things:

Applying a 150% risk weight instead of a 100% risk weight for certain high volatility commercial real estate acquisition, development and construction loans;

Assigning a 150% risk weight to exposures (other than residential mortgage exposures) that are 90 days past due;

Providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable (currently set at 0%); and

Providing for a risk weight, generally not less than 20% with certain exceptions, for securities lending transactions based on the risk weight category of the underlying collateral securing the transaction.

Management believes that, as of December 31, 2014, First Capital and First Harrison Bank would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if such requirements were currently in effect.

**Holding Company Regulation**

**General.** First Capital is a unitary savings and loan holding company within the meaning of federal law. As such, First Capital is registered with the Federal Reserve Board and subject to Federal Reserve Board regulations, examination, supervision and reporting requirements. In addition, the Federal Reserve board has enforcement authorities over First Capital and its non-savings association subsidiaries. Among other things, that authority permits the Federal Reserve Board to restrict or prohibit activities that it determines to be a serious risk to the subsidiary savings association.

**Activities Restrictions.** Pursuant to federal law and regulations and policy, a savings and loan holding company such as First Capital may generally engage in the activities permitted for financial holding companies under Section 4(k) of First Harrison Bank Holding Company Act and certain other activities that have been authorized for savings and loan holding companies by regulation.

Federal law prohibits a savings and loan holding company from, directly or indirectly, or through one or more subsidiaries, acquiring more than 5% of the voting stock of another savings association or savings and loan holding company, without prior written approval of the Federal Reserve Board or from acquiring or retaining, with certain exceptions, more than 5% of a non-subsiary savings association, a non-subsiary holding company, or a non-subsiary company engaged in activities other than those authorized by federal law, or from acquiring or retaining control of a depository institution that is not insured by the FDIC. In evaluating applications by holding companies to acquire savings associations, the Federal Reserve Board considers, among other things, factors such as the financial and managerial resources and future prospects of First Capital and institution involved, the effect of the acquisition on the risk to the deposit insurance fund, the convenience and needs of the community and competitive effects.

The Federal Reserve Board may not approve any acquisition that would result in a multiple savings and loan holding company controlling savings associations in more than one state, subject to two exceptions: (i) the approval of interstate supervisory acquisitions by savings and loan holding companies; and (ii) the acquisition of a savings association in another state if the laws of the state of the target savings association specifically permit such acquisitions. The states vary in the extent to which they permit interstate savings and loan holding company acquisitions.

Table of Contents

**Source of Strength.** The Dodd-Frank Act also extends the "source of strength" doctrine to savings and loan holding companies. The regulatory agencies must issue regulations requiring that all bank and savings and loan holding companies serve as a source of strength to their subsidiary depository institutions by providing capital, liquidity and other support to their subsidiary depository institutions in times of financial stress.

**Dividends.** First Harrison Bank must notify the Federal Reserve Board thirty (30) days before declaring any dividend to First Capital. The Federal Reserve's policy is that a bank holding company experiencing earnings weakness should not pay cash dividends exceeding its net income or which could only be funded in ways that weaken First Harrison Bank holding company's financial health, such as by borrowing. Additionally, the Federal Reserve possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks and bank holding companies.

**Acquisition of First Capital.** Under the Federal Change in Control Act, a notice must be submitted to the Federal Reserve Board if any person (including a company), or group acting in concert, seeks to acquire direct or indirect "control" of a savings and loan holding company or savings association. Under certain circumstances, a change of control may occur, and prior notice is required, upon the acquisition of 10% or more of First Capital's outstanding voting stock, unless the Federal Reserve Board has found that the acquisition will not result in control of First Capital. A change in control definitively occurs upon the acquisition of 25% or more of First Capital's outstanding voting stock. Under the Change in Control Act, the Federal Reserve Board generally has 60 days from the filing of a complete notice to act, taking into consideration certain factors, including the financial and managerial resources of the acquirer and the competitive effects of the acquisition. Any company that acquires control would then be subject to regulation as a savings and loan holding company.

**Federal Banking Regulation**

**Business Activities.** The activities of federal savings banks are governed by federal laws and regulations. Those laws and regulations delineate the nature and extent of the business activities in which federal savings banks may engage. In particular, certain lending authority for federal savings banks, *e.g.*, commercial, non-residential real property loans and consumer loans, is limited to a specified percentage of the institution's capital or assets.

**Capital Requirements.** The applicable capital regulations prior to January 1, 2015 required savings associations to meet three minimum capital standards: a 1.5% tangible capital to total assets ratio; a 4% tier 1 capital to total assets leverage ratio (3% for institutions receiving the highest rating on the CAMELS examination rating system) and an 8% risk-based capital ratio.

Prior to January 1, 2015, the risk-based capital standard for savings associations required the maintenance of Tier 1 (core) and total capital (which is defined as core capital and supplementary capital less certain specified deductions from total capital such as reciprocal holdings of depository institution capital instruments and equity investments) to risk-weighted assets of at least 4% and 8%, respectively. In determining the amount of risk-weighted assets, all assets, including certain off-balance sheet activities, recourse obligations, residual interests and direct credit substitutes, were multiplied by a risk-weight factor of 0% to 100%, assigned by the capital regulation based on the risks believed inherent in the type of asset. Core (Tier 1) capital was generally defined as common stockholders' equity (including retained earnings), certain non-cumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries less intangibles other than certain mortgage servicing rights and credit card relationships. The components of supplementary capital (Tier 2 Capital) included cumulative preferred stock, long-term perpetual preferred stock, mandatory convertible debt securities, subordinated debt and intermediate preferred stock, the

Table of Contents

allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets, and up to 45% of unrealized gains on available-for-sale equity securities with readily determinable fair market values. Overall, the amount of supplementary capital included as part of total capital could not exceed 100% of core capital.

The OCC also has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution's capital level is or may become inadequate in light of the particular circumstances.

Effective January 1, 2015 the new capital standards discussed under "BASEL III Capital Rules" above became effective.

**Prompt Corrective Regulatory Action.** The Federal Deposit Insurance Act, as amended ("FDIA"), requires among other things, the federal banking agencies to take "prompt corrective action" in respect of depository institutions that do not meet minimum capital requirements. The FDIA includes the following five capital tiers: "well capitalized," "adequately capitalized," "undercapitalized," "significantly undercapitalized" and "critically undercapitalized." A depository institution's capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The relevant capital measures are the total risk-based capital ratio, the Tier 1 risk-based capital ratio, the common equity Tier 1 risk-based capital ratio, and the leverage ratio.

A bank will be (i) "well capitalized" if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a common equity Tier 1 risk-based capital ratio of 6.5% or greater, and a leverage ratio of 5.0% or greater, and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure; (ii) "adequately capitalized" if the institution has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a common equity Tier 1 risk-based capital ratio of 4.5% or greater, and a leverage ratio of 4.0% or greater and is not "well capitalized"; (iii) "undercapitalized" if the institution has a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a common equity Tier 1 risk-based capital ratio of less than 4.5%, or a leverage ratio of less than 4.0%; (iv) "significantly undercapitalized" if the institution has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a common equity Tier 1 risk-based capital ratio of less than 3.0%, or a leverage ratio of less than 3.0%; and (v) "critically undercapitalized" if the institution's tangible equity is equal to or less than 2.0% of average quarterly tangible assets. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank's capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the bank's overall financial condition or prospects for other purposes.

The FDIA generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be "undercapitalized." "Undercapitalized" institutions are subject to growth limitations and are required to submit a capital restoration plan. The agencies may not accept such a plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. In addition, for a capital restoration plan to be acceptable, the depository institution's parent holding company must guarantee that the institution will comply with such capital restoration plan. The bank holding company must also provide appropriate assurances of performance. The aggregate liability of the parent holding company is limited to the lesser of (i) an amount equal to 5.0% of the depository institution's total assets at the time it became undercapitalized and (ii) the amount which is necessary (or would have



Table of Contents

been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is treated as if it is "significantly undercapitalized."

"Significantly undercapitalized" depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become "adequately capitalized," requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. "Critically undercapitalized" institutions are subject to the appointment of a receiver or conservator.

The appropriate federal banking agency may, under certain circumstances, reclassify a well-capitalized insured depository institution as adequately capitalized. The FDIA provides that an institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice.

The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

First Capital believes that, as of December 31, 2014, First Harrison Bank was "well capitalized" based on the aforementioned ratios.

**Insurance of Deposit Accounts.** First Harrison Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund of the FDIC. Deposit insurance per account owner is currently \$250,000. Under the Federal Deposit Insurance Corporation's risk-based assessment system, insured institutions are assigned a risk category based on supervisory evaluations, regulatory capital levels and certain other factors. An institution's assessment rate depends upon the category to which it is assigned, and certain adjustments specified by FDIC regulations. Institutions deemed less risky pay lower assessments. The FDIC may adjust the scale uniformly, except that no adjustment can deviate more than two basis points from the base scale without notice and comment. No institution may pay a dividend if in default of the federal deposit insurance assessment.

The Dodd-Frank Act required the FDIC to revise its procedures to base its assessments upon each insured institution's total assets less tangible equity instead of deposits. The FDIC finalized a rule, effective April 1, 2011, that set the assessment range at 2.5 to 45 basis points of total assets less tangible equity.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of First Harrison Bank. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or regulatory condition imposed in writing by the FDIC or the OCC. The management of First Harrison Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

**Loans to One Borrower.** Federal law provides that savings associations are generally subject to the limits on loans to one borrower applicable to national banks. Generally, subject to certain exceptions, a savings association may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if secured by specified readily-marketable collateral.

Table of Contents

**Qualified Thrift Lender (QTL) Test.** Federal law requires savings associations to meet a qualified thrift lender test. Under the test, a savings association is required to either qualify as a "domestic building and loan association" under the Internal Revenue Code or maintain at least 65% of its "portfolio assets" (total assets less: (i) specified liquid assets up to 20% of total assets; (ii) intangibles, including goodwill; and (iii) the value of property used to conduct business) in certain "qualified thrift investments" (primarily residential mortgages and related investments, including certain mortgage-backed securities but also including education, credit card and small business loans) in at least nine months out of each 12-month period.

A savings association that fails the qualified thrift lender test is subject to certain operating restrictions and the Dodd-Frank Act also specifies that failing the qualified thrift lender test is a violation of law that could result in an enforcement action and dividend limitations. As of December 31, 2014, First Harrison Bank maintained 72% of its portfolio assets in qualified thrift investments and, therefore, met the qualified thrift lender test.

**Limitation on Capital Distributions.** Federal regulations impose limitations upon all capital distributions by a savings association, including cash dividends, payments to repurchase its shares and payments to shareholders of another institution in a cash-out merger. Under the regulations, an application to and prior approval of the OCC is required before any capital distribution if the institution does not meet the criteria for "expedited treatment" of applications under OCC regulations (i.e., generally, examination and Community Reinvestment Act ratings in the two top categories), the total capital distributions for the calendar year exceed net income for that year plus the amount of retained net income for the preceding two years, the institution would be undercapitalized following the distribution or the distribution would otherwise be contrary to a statute, regulation or agreement with the OCC. If an application is not required, the institution must still provide 30 days prior written notice to Federal Reserve Board of the capital distribution if, like First Harrison Bank, it is a subsidiary of a holding company, as well as an informational notice filing to the OCC.

If First Harrison Bank's capital fell below its regulatory requirements or the OCC notified it that it was in need of increased supervision, First Harrison Bank's ability to make capital distributions could be restricted. In addition, the OCC could prohibit a proposed capital distribution by any institution, which would otherwise be permitted by the regulation, if the OCC determines that such distribution would constitute an unsafe or unsound practice.

**Standards for Safety and Soundness.** The federal banking agencies have adopted Interagency Guidelines prescribing Standards for Safety and Soundness in various areas such as internal controls and information systems, internal audit, loan documentation and credit underwriting, interest rate exposure, asset growth and quality, earnings and compensation, fees and benefits. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the OCC determines that a savings association fails to meet any standard prescribed by the guidelines, the OCC may require the institution to submit an acceptable plan to achieve compliance with the standard.

**Community Reinvestment Act.** All federal savings associations have a responsibility under the Community Reinvestment Act and related regulations to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. An institution's failure to satisfactorily comply with the provisions of the Community Reinvestment Act could result in denials of regulatory applications. Responsibility for administering the Community Reinvestment Act, unlike other fair lending laws, is not being transferred to the Consumer Financial Protection Bureau. First Harrison Bank received a "satisfactory" Community Reinvestment Act rating in its most recently completed examination.

Table of Contents

**Transactions with Related Parties.** First Harrison Bank's authority to engage in transactions with "affiliates" (e.g., any entity that controls or is under common control with First Harrison Bank, including First Capital and its other subsidiaries) is limited by federal law. The aggregate amount of covered transactions with any individual affiliate is limited to 10% of the capital and surplus of the savings association. The aggregate amount of covered transactions with all affiliates is limited to 20% of the savings association's capital and surplus. Certain transactions with affiliates are required to be secured by collateral in an amount and of a type specified by federal law. The purchase of low quality assets from affiliates is generally prohibited. Transactions with affiliates must generally be on terms and under circumstances, that are at least as favorable to the institution as those prevailing at the time for comparable transactions with non-affiliated companies. In addition, savings associations are prohibited from lending to any affiliate that is engaged in activities that are not permissible for bank holding companies and no savings association may purchase the securities of any affiliate other than a subsidiary.

The Sarbanes-Oxley Act of 2002 generally prohibits loans by First Capital to its executive officers and directors. However, the law contains a specific exception for loans by a depository institution to its executive officers and directors in compliance with federal banking laws. Under such laws, First Harrison Bank's authority to extend credit to executive officers, directors and 10% shareholders ("insiders"), as well as entities such persons control, is limited. The laws limit both the individual and aggregate amount of loans that First Harrison Bank may make to insiders based, in part, on First Harrison Bank's capital level and requires that certain board approval procedures be followed. Such loans are required to be made on terms substantially the same as those offered to unaffiliated individuals and not involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. Loans to executive officers are subject to additional limitations based on the type of loan involved.

**Enforcement.** The OCC has primary enforcement responsibility over savings associations and has authority to bring actions against the institution and all institution-affiliated parties, including stockholders, and any attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Formal enforcement action may range from the issuance of a capital directive or cease and desist order to removal of officers and/or directors to institution of receivership, conservatorship or termination of deposit insurance. Civil penalties cover a wide range of violations and can amount to \$25,000 per day, or even \$1 million per day in especially egregious cases. The FDIC has the authority to recommend to the Director of the OCC that enforcement action to be taken with respect to a particular savings association. If action is not taken by the Director, the FDIC has authority to take such action under certain circumstances. Federal law also establishes criminal penalties for certain violations.

**Assessments.** Savings associations were previously required to pay assessments to the OTS to fund the agency's operations. The general assessments, paid on a semi-annual basis, are computer based upon the savings association's (including consolidated subsidiaries) total assets, condition and complexity of portfolio. The OCC assessments paid by First Harrison Bank for the year ended December 31, 2014 totaled \$128,000.

**Federal Home Loan Bank System**

First Harrison Bank is a member of the Federal Home Loan Bank System, which consists of 12 regional Federal Home Loan Banks. The Federal Home Loan Bank provides a central credit facility primarily for member institutions. First Harrison Bank, as a member of the Federal Home Loan Bank, is required to acquire and hold shares of capital stock in that Federal Home Loan Bank. First Harrison Bank was in compliance with this requirement with an investment in Federal Home Loan Bank stock at December 31, 2014 of \$2.2 million.

Table of Contents

The Federal Home Loan Banks have been required to provide funds for the resolution of insolvent thrifts in the late 1980s and contribute funds for affordable housing programs. These and similar requirements, or general economic conditions, could reduce the amount of dividends that the Federal Home Loan Banks pay to their members and result in the Federal Home Loan Banks imposing a higher rate of interest on advances to their members. If dividends were reduced, or interest on future Federal Home Loan Bank advances increased, First Harrison Bank's net interest income would likely also be reduced.

**Federal Reserve System**

The Federal Reserve Board regulations require savings associations to maintain non-interest earning reserves against their transaction accounts (primarily NOW and regular checking accounts). The regulations generally provide that reserves be maintained against aggregate transaction accounts as follows: a 3% reserve ratio is assessed on net transaction accounts up to and including \$89.0 million; a 10% reserve ratio is applied above \$89.0 million. The first \$13.3 million of otherwise reservable balances (subject to adjustments by the Federal Reserve Board) are exempted from the reserve requirements. The amounts are adjusted annually and, for 2015, require a 3% ratio for up to \$103.6 million and an exemption of \$14.5 million. First Harrison Bank complies with the foregoing requirements. In October 2008, the Federal Reserve Board began paying interest on certain reserve balances.

**Other Regulations**

First Harrison Bank's operations are also subject to federal laws applicable to credit transactions, including the:

Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

Fair Credit Reporting Act of 1978, governing the use and provision of information to credit reporting agencies;

Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and

Rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.

The operations of First Harrison Bank also are subject to laws such as the:

Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;

Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services; and

Check Clearing for the 21st Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check.



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### Table of Contents

#### **Employees**

As of December 31, 2014, First Harrison had 122 full-time employees and 28 part-time employees. A collective bargaining unit does not represent the employees and First Harrison considers its relationship with its employees to be good.

#### **Properties**

The following table sets forth certain information regarding First Harrison Bank's offices as of December 31, 2014.

Location	Year Opened	Net Book Value(1) (Dollars in thousands)	Owned/ Leased	Approximate Square Footage
<b>Main Office:</b>				
220 Federal Drive, N.W. Corydon, Indiana 47112	1997	\$ 1,484	Owned	12,000
<b>Branch Offices:</b>				
391 Old Capital Plaza, N.E. Corydon, Indiana 47112	1997	10	Leased(2)	425
8095 State Highway 135, N.W. New Salisbury, Indiana 47161	1999	550	Owned	3,500
710 Main Street Palmyra, Indiana 47164	1991	944	Owned	6,000
9849 Highway 150 Greenville, Indiana 47124	1986	168	Owned	2,484
5100 State Road 64 (Edwardsville Branch) Georgetown, Indiana 47122	2008	1,227	Owned	4,988
4303 Charlestown Crossing New Albany, Indiana 47150	1999	707	Owned	3,500
3131 Grant Line Road New Albany, Indiana 47150	2003	1,606	Owned	12,200
5609 Williamsburg Station Road Floyds Knobs, Indiana 47119	2003	545	Owned	4,160
2744 Allison Lane Jeffersonville, Indiana 47130	2003	1,107	Owned	4,090
1312 S. Jackson Street Salem, Indiana 47167	2007	887	Owned	3,400
2420 Barron Avenue NE Lanesville, Indiana 47136	2010	810	Owned	1,450

(1) Represents the net value of land, buildings, furniture, fixtures and equipment owned by First Harrison Bank.

(2) Lease expires in April 2020.

#### **Legal Proceedings**

At December 31, 2014, neither First Capital nor First Harrison Bank was involved in any pending legal proceedings believed by management to be material to First Capital's financial condition or results of operations. From time to time, First Harrison Bank is involved in legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to First Capital's financial condition, results of operations or cash flows.



Table of Contents**MARKET FOR FIRST CAPITAL COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF SECURITIES**

The common shares of the Company are traded on the NASDAQ Capital Market under the symbol "FCAP." As of December 31, 2014, the Company had 1,146 stockholders of record and 2,740,502 common shares outstanding. This does not reflect the number of persons whose shares are in nominee or "street" name accounts through brokers. See Note 18 in the accompanying Notes to Consolidated Financial Statements for information regarding dividend restrictions applicable to the Company, which is incorporated herein by reference.

The following table lists quarterly market price and dividend information per common share for the years ended December 31, 2014 and 2013 as reported by NASDAQ.

	High Sale	Low Sale	Dividends	Market price end of period
<b>2014:</b>				
First Quarter	\$ 21.50	\$ 20.20	\$ 0.21	\$ 20.60
Second Quarter	21.20	20.00	0.21	21.11
Third Quarter	23.50	20.55	0.21	23.45
Fourth Quarter	24.77	23.00	0.21	24.34
<b>2013:</b>				
First Quarter	\$ 20.50	\$ 19.31	\$ 0.20	\$ 20.37
Second Quarter	20.60	19.40	0.20	20.57
Third Quarter	21.86	19.75	0.20	21.34
Fourth Quarter	21.96	19.40	0.20	21.26

**Purchases of Equity Securities**

On August 19, 2008, the board of directors authorized the repurchase of up to 240,467 shares of the Company's outstanding common stock. The stock repurchase program will expire upon the purchase of the maximum number of shares authorized under the program, unless the board of directors terminates the program earlier. There were no shares purchased under the stock repurchase program during the quarter ended December 31, 2014. The maximum number of shares that may yet be purchased under the plan is 145,087.

**Equity Compensation Plan Information as of December 31, 2014**

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders		N/A	223,000
Equity compensation plans not approved by security holders		N/A	
<b>Total</b>		N/A	223,000

The Company does not maintain any equity compensation plans that have not been approved by security holders.



Table of Contents**SECURITIES OWNERSHIP OF FIRST CAPITAL'S COMMON STOCK**

First Capital does not know of any beneficial owners of more than 5% of the Company's outstanding common stock. The following table provides information as of September 4, 2015 about the shares of First Capital common stock that may be considered to be beneficially owned by each director, each nominee for director, by each named executive officer and by all directors and executive officers of the Company as a group. A person may be considered to beneficially own any shares of common stock over which he or she has, directly or indirectly, sole or shared voting or investment power. Unless otherwise indicated, each of the named individuals has sole voting power and sole investment power with respect to the shares shown and none of the named individuals has pledged his or her shares.

Name	Number of Shares Owned	Percent of Common Stock Outstanding(1)
Christopher L. Byrd	2,713	*
Kathryn W. Ernstberger	1,050	*
Michael C. Frederick	5,488	*
William W. Harrod	12,178	*
Dana Huber	4,200	*
Pamela G. Kraft	1,400	*
William I. Orwick, Sr.	3,000	*
Kenneth R. Saulman	12,863	*
Mark D. Shireman	49,261	1.79%
Michael L. Shireman	20,382	*
Dennis Thomas	8,079	*
Gerald L. Uhl	43,304	1.57%
Samuel E. Uhl	37,945	1.38%
Carolyn E. Wallace	900	*
All directors and executive officers as a group (14 persons)	202,764	7.35%

\*  
Less than 1.0%.

(1)  
Based on 2,759,002 shares of Company common stock outstanding and entitled to vote as of June 30, 2015.

Table of Contents

**FIRST CAPITAL MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

**General**

As the holding company for First Harrison Bank, First Capital conducts its business primarily through First Harrison Bank. First Harrison Bank's results of operations depend primarily on net interest income, which is the difference between the income earned on its interest-earning assets, such as loans and investments, and the cost of its interest-bearing liabilities, consisting primarily of deposits, retail repurchase agreements and borrowings from the Federal Home Loan Bank of Indianapolis. First Harrison Bank's net income is also affected by, among other things, fee income, provisions for loan losses, operating expenses and income tax provisions. First Harrison Bank's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government legislation and policies concerning monetary and fiscal affairs, housing and financial institutions and the intended actions of the regulatory authorities.

Management uses various indicators to evaluate First Capital's financial condition and results of operations, almost all of which show positive trends and improvement, including the following:

**Net income and earnings per share** Net income attributable to First Capital was \$5.6 million, or \$2.03 per share for 2014 compared to \$5.1 million, or \$1.82 per share for 2013.

**Return on average assets and return on average equity** Return on average assets for 2014 was 1.22% compared to 1.11% for 2013, and return on average equity for 2014 was 10.09% compared to 9.56% for 2013.

**Efficiency ratio** First Capital's efficiency ratio (defined as noninterest expenses divided by net interest income plus noninterest income) was 63.5% for 2014 compared to 62.3% for 2013. This increase was due in part to an increase in personnel as First Harrison Bank increased staff in residential mortgage and commercial lending.

**Asset quality** Net loan charge-offs decreased from \$539,000 for 2013 to \$266,000 for 2014. In addition, total nonperforming assets (consisting of nonperforming loans and foreclosed real estate) decreased from \$6.0 million, or 1.34% of total assets at December 31, 2013 to \$3.3 million, or 0.70% of total assets at December 31, 2014. The allowance for loan losses was 1.57% of total loans and 150.31% of nonperforming loans at December 31, 2014 compared to 1.64% of total loans and 89.72% at December 31, 2013.

**Shareholder return** Total shareholder return, including the increase in First Capital's stock price from \$21.26 at December 31, 2013 to \$24.34 at December 31, 2014 and dividends of \$0.84 per share, was 18.4% for 2014.

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding the financial condition and results of operations of First Capital and First Harrison Bank. The information contained in this section should be read in conjunction with the consolidated financial statements of First Capital and the notes to consolidated financial statements accompanying this joint proxy statement/prospectus.

**Operating Strategy**

First Capital is the parent company of an independent community-oriented financial institution that delivers quality customer service and offers a wide range of deposit, loan and investment products to its customers. The commitment to customer needs, the focus on providing consistent customer service, and community service and support are the keys to First Harrison Bank's past and future success. First Capital has no other material income other than that generated by First Harrison Bank and its subsidiaries.

Table of Contents

First Harrison Bank's primary business strategy is attracting deposits from the general public and using those funds to originate residential mortgage loans, multi-family residential loans, commercial real estate and business loans and consumer loans. First Harrison Bank invests excess liquidity primarily in interest-bearing deposits with the Federal Home Loan Bank of Indianapolis and other financial institutions, federal funds sold, U.S. government and agency securities, local municipal obligations and mortgage-backed securities.

In recent years, First Capital's operating strategy has also included strategies designed to enhance profitability by increasing sources of noninterest income and improving operating efficiency while managing its capital and limiting its credit risk and interest rate risk exposures. To accomplish these objectives, First Capital has focused on the following:

Monitoring asset quality and credit risk in the loan and investment portfolios, with an emphasis on reducing nonperforming assets and originating high-quality commercial and consumer loans.

Being active in the local community, particularly through efforts with local schools, to uphold First Capital's high standing in the community and marketing to next generation of customers.

Improving profitability by expanding product offerings to customers and investing in technology to increase the productivity and efficiency of First Capital staff.

Continuing to emphasize commercial real estate and other commercial business lending as well as consumer lending. First Harrison Bank will also continue to focus on increasing secondary market lending as a source of noninterest income.

Growing commercial and personal demand deposit accounts which provide a low-cost funding source.

Evaluating vendor contracts for potential cost savings and efficiencies.

Continuing First Capital's capital management strategy to enhance shareholder value through the repurchase of First Capital common stock and the payment of dividends.

Evaluating growth opportunities to expand First Harrison Bank's market area and market share through acquisitions of other financial institutions or branches of other institutions.

Ensuring that First Capital attracts and retains talented personnel and that an optimal level of performance and customer service is promoted at all levels of First Capital.

**Critical Accounting Policies and Estimates**

The accounting and reporting policies of First Capital comply with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. The financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding reported results. Critical accounting policies are those policies that require management to make assumptions about matters that are highly uncertain at the time an accounting estimate is made; and different estimates that First Capital reasonably could have used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on First Capital's financial condition, changes in financial condition or results of operations. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information including third parties or available prices, and sensitivity of the



Table of Contents

estimates to changes in economic conditions and whether alternative accounting methods may be utilized under generally accepted accounting principles.

Significant accounting policies, including the impact of recent accounting pronouncements, are discussed in Note 1 of the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference. Those policies considered to be critical accounting policies are described below.

**Allowances for Loan Losses.** The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. Determining the amount of the allowance for loan losses necessarily involves a high degree of judgment. Among the material estimates required to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impacted loans; value of collateral; and determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Management reviews the level of the allowance at least quarterly and establishes the provision for loan losses based upon an evaluation of the portfolio, past loss experience, current economic conditions and other factors related to the collectability of the loan portfolio. Although management believes that it uses the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic or other conditions differ substantially from the assumptions used in making the evaluation. In addition, the OCC, as an integral part of its examination process, periodically reviews First Capital's allowance for loan losses and may require First Capital to recognize adjustments to the allowance based on its judgments about information available to it at the time of its examination. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would adversely affect earnings. Note 1 and Note 4 of the accompanying Notes to Consolidated Financial Statements, which are incorporated herein by reference, describe the methodology used to determine the allowance for loan losses as well as changes to the methodology for determining the allowance for loan losses during the year ended December 31, 2014.

**Valuation Methodologies.** In the ordinary course of business, management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when active markets do not exist for the items being valued. Generally, in evaluating various assets for potential impairment, management compares the fair value to the carrying value. Quoted market prices are referred to when estimating fair values for certain assets, such as certain investment securities. For investment securities for which quoted market prices are not available, First Capital obtains fair value measurements from an independent pricing service. However, for those items for which market-based prices do not exist and an independent pricing service is not readily available, management utilizes significant estimates and assumptions to value such items. Examples of these items include goodwill and other intangible assets, foreclosed and other repossessed assets, impaired loans, stock-based compensation and certain other financial investments. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on First Capital's results of operations. Note 20 and Note 21 of the accompanying Notes to Consolidated Financial Statements, which are incorporated herein by reference, describe the methodologies used to determine the fair value of investment securities, impaired loans, foreclosed real estate and other assets. There were no changes in the valuation techniques and related inputs used during the year ended December 31, 2014.

**Results of Operations for the Six Months and Three Months Ended June 30, 2015**

**Net income for the six-month periods ended June 30, 2015 and 2014.** Net income attributable to First Capital was \$2.7 million (\$0.98 per share) for the six months ended June 30, 2015 compared to \$2.8 million (\$1.02 per share) for the same time period in 2014. The decrease is primarily due to an increase in noninterest expense partially offset by an increase in noninterest income.

Table of Contents

**Net income for the three-month periods ended June 30, 2015 and 2014.** Net income attributable to First Capital was \$1.2 million (\$0.45 per share) for the three months ended June 30, 2015 compared to \$1.5 million (\$0.55 per share) for the three months ended June 30, 2014. The decrease is primarily due to an increase in noninterest expense and a decrease in noninterest income.

**Net interest income for the six-month periods ended June 30, 2015 and 2014.** Net interest income decreased \$1,000 for the six months ended June 30, 2015 compared to the same period in 2014 primarily due to a decrease in the interest rate spread offset by an increase in the ratio of average interest-earning assets to average interest-bearing liabilities. Total interest income decreased \$114,000 for the six months ended June 30, 2015 compared to the same period in 2014. For the six months ended June 30, 2015, the average balance of interest-earning assets and their tax-equivalent yield were \$439.8 million and 4.26%, respectively. During the same period in 2014, the average balance of those assets was \$424.8 million and the tax-equivalent yield was 4.47%. The decrease in the tax-equivalent yield was due to a decrease in yields across all asset types because the Federal Open Market Committee (FOMC) has kept interest rates near historic low levels.

The increase in the average balance of interest-earning assets was primarily due to increases in average balances of federal funds sold and loans receivable, which increased \$16.7 million and \$5.5 million, respectively, when comparing the two periods. This was partially offset by a decrease of \$11.6 million in the average balance of investment securities when comparing the same two periods.

Total interest expense decreased \$113,000 for the six months ended June 30, 2015 compared to the same period in 2014. The average rate paid on interest-bearing liabilities decreased from 0.35% for the six months ended June 30, 2014 to 0.28% for the same period in 2015. The average balance of interest-bearing liabilities increased from \$338.9 million for 2014 to \$342.9 million for 2015 primarily due to an increase of \$14.8 million in the average balance of interest-bearing deposits partially offset by a \$10.8 million decrease in the average balance of borrowed funds. As a result, the tax-equivalent interest rate spread decreased from 4.12% for the six-month period ended June 30, 2014 to 3.98% for the same period in 2015. The ratio of average interest-earning assets to average interest-bearing liabilities increased from 125.4% for 2014 to 128.3% for 2015.

**Net interest income for the three-month periods ended June 30, 2015 and 2014.** Net interest income decreased \$50,000 for the three months ended June 30, 2015 compared to the three months ended June 30, 2014 primarily due to a decrease in the interest rate spread. Total interest income decreased \$108,000 for the three months ended June 30, 2015 compared to the same period in 2014. For the three months ended June 30, 2015, the average balance of interest-earning assets and their tax-equivalent yield were \$446.5 million and 4.22%, respectively. During the same period in 2014, the average balance of those assets was \$429.4 million and the tax-equivalent yield was 4.49%. The decrease in yield was primarily due to the previously mentioned low rate environment and a change in asset mix. The average balance of federal funds sold increased \$23.1 million while the average balance of investment securities decreased \$10.9 million when comparing the two periods.

Total interest expense decreased \$58,000 for the three months ended June 30, 2015 compared to the three months ended June 30, 2014. The average balance of interest-bearing liabilities increased from \$342.2 million to \$348.4 million when comparing the two periods and the average rate paid on those liabilities decreased from 0.35% for the three months ended June 30, 2014 to 0.28% for the same period in 2015. As a result, the tax-equivalent interest rate spread decreased from 4.14% for the three months ended June 30, 2014 to 3.94% for the three months ended June 30, 2015. The ratio of average interest-earning assets to average interest-bearing liabilities increased from 125.5% for 2014 to 128.2% for 2015.

**Provision for loan losses.** The provision for loan losses decreased from \$115,000 for the six-month period ended June 30, 2014 to \$50,000 for the same period in 2015 and from \$90,000 for the three

Table of Contents

months ended June 30, 2014 to \$50,000 for the three months ended June 30, 2015. The reduction in the provision was based on management's analysis of the allowance for loan losses and a general improvement in First Harrison Bank's loan portfolio evidenced by a decrease in nonperforming loans from \$3.2 million at December 31, 2014 to \$1.7 million at June 30, 2015. First Harrison Bank recognized net charge-offs of \$1.3 million for the six months ended June 30, 2015 compared to a net recovery \$29,000 during the same period in 2014. The net charge-offs recognized in 2015 primarily related to a \$1.2 million charge-off on a commercial loan that had been fully reserved for in prior periods.

Provisions for loan losses are charges to earnings to maintain the total allowance for loan losses at a level considered adequate by management to provide for probable known and inherent loan losses based on management's evaluation of the collectability of the loan portfolio, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specified impaired loans and economic conditions. Although management uses the best information available, future adjustments to the allowance may be necessary due to changes in economic, operating, regulatory and other conditions that may be beyond the First Harrison Bank's control. While First Harrison Bank maintains the allowance for loan losses at a level that it considers adequate to provide for estimated losses, there can be no assurance that further additions will not be made to the allowance for loan losses and that actual losses will not exceed the estimated amounts.

The methodology used in determining the allowance for loan losses includes segmenting the loan portfolio by identifying risk characteristics common to groups of loans, determining and measuring impairment of individual loans based on the present value of expected future cash flows or the fair value of collateral, and determining and measuring impairment for groups of loans with similar characteristics by applying loss factors that consider the qualitative factors which may affect the loss rates.

The allowance for loan losses was \$3.6 million at June 30, 2015 and \$4.8 million at December 31, 2014. Management has deemed these amounts as adequate at each date based on its best estimate of probable known and inherent loan losses at each date. As previously mentioned, at June 30, 2015, nonperforming loans amounted to \$1.7 million compared to \$3.2 million at December 31, 2014. Included in nonperforming loans at June 30, 2015 are loans 90 days or more past due and still accruing interest of \$54,000. These loans are accruing interest because the estimated value of the collateral and collection efforts are deemed sufficient to ensure full recovery. At June 30, 2015 and December 31, 2014, nonaccrual loans amounted to \$1.6 million and \$3.1 million, respectively.

***Noninterest income for the six-month periods ended June 30, 2015 and 2014.*** Noninterest income for the six months ended June 30, 2015 increased \$312,000 compared to the six months ended June 30, 2014. The increase was primarily due to increases in gains on the sale of loans and other income of \$167,000 and \$106,000, respectively, when comparing the two periods. The increase in the gains on the sale of loans is primarily due to an increase in First Harrison Bank's sales activity of commercial Small Business Administration loans during 2015. The increase in other income was primarily due to a gain on life insurance of \$110,000 recognized during the quarter ended March 31, 2015.

***Noninterest income for the three-month periods ended June 30, 2015 and 2014.*** Noninterest income for the quarter ended June 30, 2015 decreased \$73,000 to \$1.2 million compared to \$1.3 million for the quarter ended June 30, 2014. The decrease was primarily due to decreases in commission income, gain on the sale of loans and gains on the sale of securities.

***Noninterest expense for the six-month periods ended June 30, 2015 and 2014.*** Noninterest expense for the six months ended June 30, 2015 increased \$792,000 compared to the same period in 2014 primarily due to increases in compensation and benefits expense and professional fees.

Table of Contents

Compensation and benefits expense increased \$310,000 when comparing the two periods, primarily due to the addition of staff in the commercial and residential lending areas as well as normal increases in salaries and benefits. Professional fees increased \$283,000 primarily due to fees totaling \$267,000 associated with the previously announced agreement to acquire Peoples (see Note 2 to the consolidated financial statements).

**Noninterest expense for the three-month periods ended June 30, 2015 and 2014.** Noninterest expense for the quarter ended June 30, 2015 increased \$412,000 compared to the quarter ended June 30, 2014. Professional fees and salaries and benefits expense increased \$227,000 and \$135,000, respectively, when comparing the two periods.

**Income tax expense.** Income tax expense for the six-month period ended June 30, 2015 was \$1.0 million, for an effective tax rate of 26.1%, compared to \$1.3 million, for an effective tax rate of 30.7%, for the same period in 2014. For the three-month period ended June 30, 2015, income tax expense and the effective tax rate were \$487,000 and 28.3%, respectively, compared to \$692,000 and 31.3%, respectively, for the same period in 2014. The decrease in effective tax rates is primarily due to the tax effect of the Company's formation of a captive insurance subsidiary in September 2014.

### Results of Operations for the Year Ended December 31, 2014 Compared to the Year Ended December 31, 2013

**Net Income.** Net income attributable to First Capital was \$5.6 million (\$2.03 per share diluted; weighted average common shares outstanding of 2,755,588, as adjusted) for the year ended December 31, 2014 compared to \$5.1 million (\$1.82 per share diluted; weighted average common shares outstanding of 2,784,690, as adjusted) for the year ended December 31, 2013.

**Net Interest Income.** Net interest income increased \$497,000, or 3.0%, from \$16.8 million for 2013 to \$17.3 million for 2014 primarily due to an increase in the interest rate spread, the difference between the average tax-equivalent yield on interest-earning assets and the average cost of interest-bearing liabilities.

Total interest income decreased \$12,000 for 2014 as compared to 2013. This decrease was primarily a result of the average tax-equivalent yield on interest-earning assets decreasing from 4.46% for 2013 to 4.40% for 2014 partially offset by an increase in the average balance of interest-earning assets from \$426.6 million for 2013 to \$432.6 million for 2014. Interest on loans increased \$104,000 as a result of the average balance of loans increasing from \$288.9 million for 2013 to \$301.4 million for 2014 partially offset by the average tax-equivalent yield on loans decreasing from 5.50% for 2013 to 5.32% for 2014. Interest on investment securities (including Federal Home Loan Bank stock) decreased \$149,000 for 2014 compared to 2013 due to a decrease in the average balance of investment securities from \$116.5 million for 2013 to \$108.0 million for 2014 partially offset by an increase in the average tax-equivalent yield of investment securities from 2.64% for 2013 to 2.69% for 2014. Management continued to focus loan origination efforts on commercial and consumer loans during 2014. Market interest rates remained at near historic lows throughout 2014, so as loans and investment securities mature or pay down they are replaced with lower yielding new loan originations and investment purchases. The slight increase in the average tax-equivalent yield on investment securities for 2014 is primarily due to an increase in First Capital's holding of mortgage-backed securities and a decrease in government agency bonds as mortgage-backed securities generally offer a higher yield.

Total interest expense decreased \$509,000, from \$1.7 million for 2013 to \$1.1 million for 2014, due to decreases in the average cost of funds from 0.48% for 2013 to 0.34% for 2014 and in the average balance of interest-bearing liabilities from \$342.9 million for 2013 to \$338.9 million for 2014. Interest expense on deposits decreased 23.5% from \$1.5 million for 2013 to \$1.1 million for 2014 as a result of a decrease in the average cost of interest-bearing deposits, which decreased from 0.45% for 2013 to



Table of Contents

0.34% for 2014 partially offset by an increase in the average balance of interest-bearing deposits from \$327.7 million for 2013 to \$333.2 million for 2014. Interest expense on Federal Home Loan Bank advances decreased 96.7% from \$151,000 for 2013 to \$5,000 for 2014. The average cost of Federal Home Loan Bank advances decreased from 3.65% for 2013 to 0.44% for 2014, and the average balance of Federal Home Loan Bank advances decreased from \$4.1 million for 2013 to \$1.1 million for 2014. For further information, see "Average Balances and Yields" below. The changes in interest income and interest expense resulting from changes in volume and changes in rates for 2014 and 2013 are shown in the schedule captioned "Rate/Volume Analysis" included herein.

**Provision for Loan Losses.** The provision for loan losses was \$190,000 for 2014 compared to \$725,000 for 2013. The consistent application of management's allowance methodology resulted in a decrease in the provision for loan losses for 2014 compared to the prior year primarily due to a decrease in net charge-offs and a decrease in provisions for loan losses related to impaired loans. Net charge-offs decreased when comparing the two periods, from \$539,000 for 2013 to \$266,000 for 2014, and provisions for loan losses related to impaired loans decreased from \$150,000 for 2013 to \$49,000 for 2014. The provisions were recorded to bring the allowance to the level determined in applying the allowance methodology after reduction for net charge-offs during the year.

Provisions for loan losses are charges to earnings to maintain the total allowance for loan losses at a level considered reasonable by management to provide for probable known and inherent loan losses based on management's evaluation of the collectability of the loan portfolio, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specified impaired loans and economic conditions. Although management uses the best information available, future adjustments to the allowance may be necessary due to changes in economic, operating, regulatory and other conditions that may be beyond First Harrison Bank's control. While First Harrison Bank maintains the allowance for loan losses at a level that it considers adequate to provide for estimated losses, there can be no assurance that further additions will not be made to the allowance for loan losses and that actual losses will not exceed the estimated amounts.

**Noninterest income.** Noninterest income increased \$296,000 to \$4.9 million for 2014 compared to \$4.6 million for 2013. Commission income and other income increased by \$191,000 and \$145,000, respectively, when comparing the two periods. Commission income increased for 2014 compared to the prior year primarily due to an expansion of the products offered by First Harrison Bank's investment services division. The increase in other income was primarily due to a gain on life insurance of \$129,000 recognized in 2014. These increases were partially offset by a \$129,000 decrease in gains on the sale of loans primarily due to a decrease in loans sold during 2014 as a result of higher interest rates.

**Noninterest expense.** Noninterest expense increased \$751,000, or 5.6%, to \$14.1 million for 2014 compared to \$13.3 million for 2013. The increase was primarily due to an increase of \$518,000 in compensation and benefits expenses. This increase was primarily due to normal increases in salaries and benefits and the addition of staff in the commercial and residential lending areas. Data processing expenses also increased \$133,000 when comparing the two periods primarily due to higher costs associated with alternative customer delivery channels and in increase in ATM processing fees.

**Income tax expense.** First Capital recognized income tax expense of \$2.3 million for both 2014 and 2013. The effective tax rate decreased from 30.7% for 2013 to 29.2% for 2014 primarily due to an increase in tax exempt income as a percentage of total income.

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Table of Contents

**Average Balances and Yields.** The following table sets forth certain information for the periods indicated regarding average balances of assets and liabilities, as well as the total dollar amounts of interest income from average interest-earnings assets and interest expense on average interest-bearing liabilities and average yields and costs. Such yields and costs for the periods indicated are derived by dividing income or expense by the average historical cost balances of assets or liabilities, respectively, for the periods presented and do not give effect to changes in fair value that are included as a separate component of stockholders' equity. Average balances are derived from daily balances. Tax-exempt income on loans and investment securities has been adjusted to a tax equivalent basis using the federal marginal tax rate of 34%.

(Dollars in thousands)	Year Ended December 31,								
	2014			2013			2012		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
<b>Interest-earning assets:</b>									
Loans(1)(2):									
Taxable(3)	\$ 296,560	\$ 15,741	5.31%	\$ 286,514	\$ 15,748	5.50%	\$ 278,874	\$ 15,916	5.71%
Tax-exempt	4,875	296	6.07%	2,382	129	5.42%	2,501	135	5.40%
<b>Total loans</b>	<b>301,435</b>	<b>16,037</b>	<b>5.32%</b>	<b>288,896</b>	<b>15,877</b>	<b>5.50%</b>	<b>281,375</b>	<b>16,051</b>	<b>5.70%</b>
Investment securities:									
Taxable(3)	76,136	1,299	1.71%	83,876	1,392	1.66%	92,980	1,771	1.90%
Tax-exempt	31,872	1,603	5.03%	32,654	1,689	5.17%	25,417	1,464	5.76%
<b>Total investment securities</b>	<b>108,008</b>	<b>2,902</b>	<b>2.69%</b>	<b>116,530</b>	<b>3,081</b>	<b>2.64%</b>	<b>118,397</b>	<b>3,235</b>	<b>2.73%</b>
Federal funds sold and interest-bearing deposits with banks	23,155	105	0.45%	21,198	72	0.34%	21,998	58	0.26%
<b>Total interest-earning assets</b>	<b>432,598</b>	<b>19,044</b>	<b>4.40%</b>	<b>426,624</b>	<b>19,030</b>	<b>4.46%</b>	<b>421,770</b>	<b>19,344</b>	<b>4.59%</b>
Noninterest-earning assets	26,370			28,959			31,953		
<b>Total assets</b>	<b>\$ 458,968</b>			<b>\$ 455,583</b>			<b>\$ 453,723</b>		
<b>Interest-bearing liabilities:</b>									
Interest-bearing demand deposits	\$ 178,632	\$ 403	0.23%	\$ 168,774	\$ 412	0.24%	\$ 156,704	\$ 487	0.31%
Savings accounts	73,670	73	0.10%	65,587	65	0.10%	55,369	61	0.11%
Time deposits	80,890	651	0.80%	93,375	997	1.07%	106,625	1,493	1.40%
<b>Total deposits</b>	<b>333,192</b>	<b>1,127</b>	<b>0.34%</b>	<b>327,736</b>	<b>1,474</b>	<b>0.45%</b>	<b>318,698</b>	<b>2,041</b>	<b>0.64%</b>
Retail repurchase agreements	4,601	12	0.26%	11,015	28	0.25%	10,074	38	0.38%
FHLB advances	1,137	5	0.44%	4,135	151	3.65%	10,287	386	3.75%
<b>Total interest-bearing liabilities</b>	<b>338,930</b>	<b>1,144</b>	<b>0.34%</b>	<b>342,886</b>	<b>1,653</b>	<b>0.48%</b>	<b>339,059</b>	<b>2,465</b>	<b>0.73%</b>
<b>Noninterest-bearing liabilities:</b>									
Noninterest-bearing deposits	64,344			58,167			60,509		
Other liabilities	262			1,462			2,169		
<b>Total liabilities</b>	<b>403,536</b>			<b>402,515</b>			<b>401,737</b>		
Stockholders' equity	55,432			53,068			51,986		
<b>Total liabilities and stockholders' equity(4)</b>	<b>\$ 458,968</b>			<b>\$ 455,583</b>			<b>\$ 453,723</b>		

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Net interest income	\$ 17,900	\$ 17,377	\$ 16,879
Interest rate spread	4.06%	3.98%	3.86%
Net interest margin	4.14%	4.07%	4.00%
Ratio of average interest-earning assets to average interest-bearing liabilities	127.64%	124.42%	124.39%

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- (1) Interest income on loans includes fee income of \$707,000, \$754,000 and \$654,000 for the years ended December 31, 2014, 2013, and 2012, respectively.
- (2) Average loan balances include loans held for sale and nonperforming loans.

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### Table of Contents

- (3) Includes taxable debt and equity securities and Federal Home Loan Bank stock.
- (4) Stockholders' equity attributable to First Capital, Inc.

**Rate/Volume Analysis.** The following table sets forth the effects of changing rates and volumes on net interest income and interest expense computed on a tax-equivalent basis. Information is provided with respect to (i) effects on interest income attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) effects attributable to changes in rate and volume (change in rate multiplied by changes in volume). Tax exempt income on loans and investment securities has been adjusted to a tax-equivalent basis using the federal marginal tax rate of 34%.

	2014 Compared to 2013 Increase (Decrease) Due to				2013 Compared to 2012 Increase (Decrease) Due to			
	Rate	Volume	Rate/ Volume	Net	Rate	Volume	Rate/ Volume	Net
(In thousands)								
Interest-earning assets:								
Loans:								
Taxable	\$ (543)	\$ 555	\$ (19)	\$ (7)	\$ (587)	\$ 435	\$ (16)	\$ (168)
Tax-exempt	15	136	16	167	1	(7)	0	(6)
<b>Total loans</b>	<b>(528)</b>	<b>691</b>	<b>(3)</b>	<b>160</b>	<b>(586)</b>	<b>428</b>	<b>(16)</b>	<b>(174)</b>
Investment securities:								
Taxable	41	(130)	(4)	(93)	(226)	(175)	22	(379)
Tax-exempt	(47)	(40)	1	(86)	(150)	418	(43)	225
<b>Total investment securities</b>	<b>(6)</b>	<b>(170)</b>	<b>(3)</b>	<b>(179)</b>	<b>(376)</b>	<b>243</b>	<b>(21)</b>	<b>(154)</b>
Federal funds sold and interest-bearing deposits with banks	24	7	2	33	17	(2)	(1)	14
<b>Total net change in income on interest-earning assets</b>	<b>(510)</b>	<b>528</b>	<b>(4)</b>	<b>14</b>	<b>(945)</b>	<b>669</b>	<b>(38)</b>	<b>(314)</b>
Interest-bearing liabilities:								
Interest-bearing deposits	(365)	24	(6)	(347)	(608)	58	(17)	(567)
Retail repurchase agreements	1	(16)	(1)	(16)	(13)	4	(1)	(10)
FHLB advances	(133)	(109)	96	(146)	(10)	(231)	6	(235)
<b>Total net change in expense on interest-bearing liabilities</b>	<b>(497)</b>	<b>(101)</b>	<b>89</b>	<b>(509)</b>	<b>(631)</b>	<b>(169)</b>	<b>(12)</b>	<b>(812)</b>
<b>Net change in net interest income</b>	<b>\$ (13)</b>	<b>\$ 629</b>	<b>\$ (93)</b>	<b>\$ 523</b>	<b>\$ (314)</b>	<b>\$ 838</b>	<b>\$ (26)</b>	<b>\$ 498</b>

### **Comparison of Financial Condition at June 30, 2015 and December 31, 2014**

Total assets increased from \$472.8 million at December 31, 2014 to \$476.9 million at June 30, 2015, an increase of 0.9%. Net loans receivable (excluding loans held for sale) decreased \$1.7 million from \$300.6 million at December 31, 2014 to \$298.9 million at June 30, 2015. Commercial business loans and commercial real estate loans decreased \$3.3 million and \$2.8 million, respectively, during the six months ended June 30, 2015 while other consumer loans increased \$2.9 million during the period. Securities available for sale decreased \$1.8 million from \$100.2 million at December 31, 2014 to \$98.4 million at June 30, 2015. Purchases of \$15.4 million of securities classified as available for sale were made during the six months ended June 30, 2015 and consisted primarily of U.S. government agency notes and bonds and mortgage-backed securities. Maturities and principal repayments of available for sale



Table of Contents

securities totaled \$10.3 million and \$6.0 million, respectively, during the six months ended June 30, 2015.

Cash and cash equivalents increased from \$33.2 million at December 31, 2014 to \$39.6 million at June 30, 2015, primarily due to an increase of \$11.3 million in federal funds sold partially offset by a \$4.9 million decrease in cash and due from banks. Total deposits increased 0.9% from \$412.6 million at December 31, 2014 to \$416.2 million at June 30, 2015. Interest-bearing demand and savings accounts increased \$10.5 million during the six months ended June 30, 2015 primarily due to normal fluctuations in accounts of local municipalities, new accounts and current time deposit accountholders transferring funds to non-maturity deposits as customers opt not to lock in to longer terms in the current low-rate environment. Time deposits decreased \$8.0 million over the same six month period. Noninterest-bearing checking accounts increased by \$1.2 million during the period due to normal balance fluctuations.

Total stockholders' equity attributable to First Capital increased from \$57.1 million at December 31, 2014 to \$58.3 million at June 30, 2015 primarily due to retained net income of \$1.5 million, partially offset by a net decrease of \$389,000 in the net unrealized gain on securities available for sale for the six months ended June 30, 2015. The decrease in unrealized gains on available for sale securities during the period is primarily due to changes in long-term market interest rates.

**Comparison of Financial Condition at December 31, 2014 and 2013**

Total assets increased 6.4% from \$444.4 million at December 31, 2013 to \$472.8 million at December 31, 2014 primarily due to increases in net loans receivable and cash and cash equivalents partially offset by a decrease in securities available for sale.

Net loans increased 4.2% from \$288.5 million at December 31, 2013 to \$300.6 million at December 31, 2014. The primary contributing factor to the increase in net loans was an increase of \$6.3 million in commercial business loans. First Harrison Bank also increased home equity and second mortgage loans, commercial real estate loans and other consumer loans by \$2.7 million, \$1.8 million and \$1.2 million, respectively during 2014. Residential mortgage loans decreased \$350,000 during 2014 as First Harrison Bank continued to sell the majority of newly originated residential mortgage loans in the secondary market. First Harrison Bank originated \$29.1 million in new residential mortgages for sale in the secondary market during 2014 compared to \$36.7 million in 2013. These loans were originated and funded by First Harrison Bank and sold in the secondary market. Of this total, \$5.5 million paid off existing loans in First Harrison Bank's portfolio. Originating mortgage loans for sale in the secondary market allows First Harrison Bank to better manage its interest rate risk, while offering a full line of mortgage products to prospective customers.

Securities available for sale, at fair value, consisting primarily of U.S. agency mortgage-backed obligations, U. S. agency notes and bonds, and municipal obligations, decreased \$8.6 million, from \$108.8 million at December 31, 2013 to \$100.2 million at December 31, 2014. Purchases of securities available for sale totaled \$27.6 million in 2014. These purchases were offset by maturities of \$21.4 million, principal repayments of \$10.8 million and sales of \$5.7 million. First Harrison Bank invests excess cash in securities that provide safety, liquidity and yield. Accordingly, we purchase mortgage-backed securities to provide cash flow for loan demand and deposit changes, we purchase federal agency notes for short-term yield and low risk, and municipals are purchased to improve our tax equivalent yield focusing on longer term profitability.

Cash and cash equivalents increased from \$11.1 million at December 31, 2013 to \$33.2 million at December 31, 2014. The increase is due primarily to an increase in deposits during 2014.

Total deposits increased 10.4%, from \$373.8 million at December 31, 2013 to \$412.6 million at December 31, 2014. Interest-bearing demand deposits increased \$23.8 million during 2014. A significant

Table of Contents

portion of the increase came from First Harrison Bank transferring those funds previously in retail repurchase agreements to interest-bearing demand deposits during 2014. Noninterest-bearing demand deposits increased 29.4% to \$73.0 million and savings deposits increased \$9.9 million during 2014. Time deposits decreased \$11.5 million during 2014 as some customers are unwilling to lock into long-term commitments while interest rates are at their current low levels.

First Harrison Bank had no advances outstanding from the Federal Home Loan Bank at December 31, 2014 compared to borrowings of \$5.5 million at December 31, 2013. New advances of \$10.0 million were drawn during the year while principal payments on advances totaled \$15.5 million during 2014.

First Harrison Bank had no retail repurchase agreements at December 31, 2014 as compared to \$9.3 million at December 31, 2013. Retail repurchase agreements, which represent overnight borrowings from business and local municipal deposit customers, were transferred to interest-bearing demand deposits during 2014.

Total stockholders' equity attributable to First Capital increased from \$53.2 million at December 31, 2013 to \$57.1 million at December 31, 2014. This increase is primarily the result of retained net income of \$3.3 million and a net unrealized gain on available for sale securities of \$1.5 million. This was partially offset by First Capital repurchasing \$908,000 of its stock during 2014, repurchasing 43,586 shares at a weighted average price of \$20.82 per share. As of December 31, 2014, First Capital had repurchased 95,380 shares of the 240,467 shares authorized by the Board of Directors under the current stock repurchase program which was announced in August 2008 and 423,914 shares since the original repurchase program began in 2001.

**Off-Balance-Sheet Arrangements**

First Capital is a party to financial instruments with off-balance-sheet risk including commitments to extend credit under existing lines of credit and commitments to originate loans. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements. Off-balance-sheet financial instruments whose contract amounts represent credit and interest rate risk are summarized as follows:

	At December 31,	
	2014	2013
	(In thousands)	
Commitments to originate new loans	\$ 7,413	\$ 6,318
Undisbursed portion of construction loans	3,325	7,142
Unfunded commitments to extend credit under existing commercial and personal lines of credit	48,328	44,285
Standby letters of credit	693	1,184

First Capital does not have any special purpose entities, derivative financial instruments or other forms of off-balance-sheet financing arrangements.

Commitments to originate new loans or to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Most equity line commitments are for a term of five to 10 years and commercial lines of credit are generally renewable on an annual basis. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. First Capital evaluates each customer's creditworthiness on a case-by-case basis. The amounts of collateral obtained, if deemed necessary by First Capital upon extension of credit, are based on management's credit evaluation of the borrower.

Table of Contents**Contractual Obligations**

The following table summarizes information regarding First Capital's contractual obligations as of December 31, 2014:

	Total	Payments due by period			
		Less than 1 Year	1 - 3 Years	3 - 5 Years	More than 5 Years
(In thousands)					
Deposits	\$ 412,636	\$ 377,569	\$ 26,329	\$ 8,738	\$ 0
Operating lease obligations	4	4	0	0	0
<b>Total contractual obligations</b>	<b>\$ 412,640</b>	<b>\$ 377,573</b>	<b>\$ 26,329</b>	<b>\$ 8,738</b>	<b>\$ 0</b>

**Liquidity and Capital Resources**

Liquidity refers to the ability of a financial institution to generate sufficient cash flow to fund current loan demand, meet deposit withdrawals and pay operating expenses. First Harrison Bank's primary sources of funds are new deposits, proceeds from loan repayments and prepayments and proceeds from the maturity of securities. First Harrison Bank may also borrow from the Federal Home Loan Bank of Indianapolis. While loan repayments and maturities of securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by market interest rates, general economic conditions and competition. At December 31, 2014, First Harrison Bank had cash and interest-bearing deposits with banks of \$41.5 million and securities available for sale with a fair value of \$100.2 million. If First Harrison Bank requires funds beyond its ability to generate them internally, it has additional borrowing capacity with the Federal Home Loan Bank of Indianapolis and collateral eligible for repurchase agreements.

First Harrison Bank must maintain an adequate level of liquidity to ensure the availability of sufficient funds to support loan growth and deposit withdrawals, to satisfy financial commitments and to take advantage of investment opportunities. At December 31, 2014, First Harrison Bank had total commitments to extend credit of \$59.8 million. See Note 16 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference. At December 31, 2014, First Harrison Bank had certificates of deposit scheduled to mature within one year of \$40.7 million. Historically, First Harrison Bank has been able to retain a significant amount of its deposits as they mature.

First Capital is a separate legal entity from First Harrison Bank and must provide for its own liquidity. In addition to its operating expenses, First Capital requires funds to pay any dividends to its shareholders and to repurchase any shares of its common stock. First Capital's primary source of income is dividends received from First Harrison Bank. The amount of dividends First Harrison Bank may declare and pay to First Capital in any calendar year, without the receipt of prior approval from the OCC but with prior notice to the OCC, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. At December 31, 2014, First Capital (on an unconsolidated basis) had liquid assets of \$309,000.

First Harrison Bank is required to maintain specific amounts of capital pursuant to OCC regulations. As of December 31, 2014 First Harrison Bank was in compliance with all regulatory capital requirements which were effective as of such date with tangible capital to adjusted total assets, Tier I capital to risk-weighted assets and risk-based capital to risk-weighted assets ratios of 10.6%, 14.6% and 15.8%, respectively. See Note 19 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference.



Table of Contents**Effect of Inflation and Changing Prices**

The First Capital consolidated financial statements and related financial data accompanying this joint proxy statement/prospectus have been prepared in accordance with generally accepted accounting principles in the United States of America, which generally require the measurement of financial position and operating results in terms of historical dollars, without considering the changes in relative purchasing power of money over time due to inflation. The primary impact of inflation is reflected in the increased cost of First Harrison Bank's operations. Unlike most industrial companies, virtually all the assets and liabilities of the financial institution are monetary in nature. As a result, interest rates generally have a more significant impact on the financial institution's performance than do general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

**Market Risk Analysis**

***Qualitative Aspects of Market Risk.*** Market risk is the risk that the estimated fair value of our assets and liabilities will decline as a result of changes in interest rates or financial market volatility, or that our net income will be significantly reduced by interest rate changes.

First Capital's principal financial objective is to achieve long-term profitability while reducing its exposure to fluctuating market interest rates by operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity. First Capital has sought to reduce the exposure of its earnings to changes in market interest rates by attempting to manage the mismatch between asset and liability maturities and interest rates. In order to reduce the exposure to interest rate fluctuations, First Capital has developed strategies to manage its liquidity, shorten its effective maturities of certain interest-earning assets and decrease the interest rate sensitivity of its asset base. Management has sought to decrease the average maturity of its assets by emphasizing the origination of short-term commercial and consumer loans, all of which are retained by First Capital for its portfolio. First Capital relies on retail deposits as its primary source of funds. Management believes the use of retail deposits, compared to brokered deposits, reduces the effects of interest rate fluctuations because they generally represent a more stable source of funds.

***Quantitative Aspects of Market Risk.*** First Capital does not maintain a trading account for any class of financial instrument nor does First Capital engage in hedging activities or purchase high-risk derivative instruments. Furthermore, First Capital is not subject to foreign currency exchange rate risk or commodity price risk.

Potential cash flows, sales, or replacement value of many of First Capital's assets and liabilities, especially those that earn or pay interest, are sensitive to changes in the general level of interest rates. This interest rate risk arises primarily from First Capital's normal business activities of gathering deposits, extending loans and investing in investment securities. Many factors affect First Capital's exposure to changes in interest rates, such as general economic and financial conditions, customer preferences, historical pricing relationships, and re-pricing characteristics of financial instruments. First Capital's earnings can also be affected by the monetary and fiscal policies of the U.S. Government and its agencies, particularly the Federal Reserve Board.

An element in First Capital's ongoing process is to measure and monitor interest rate risk using a Net Interest Income at Risk simulation to model the interest rate sensitivity of the balance sheet and to quantify the impact of changing interest rates on First Capital. The model quantifies the effects of various possible interest rate scenarios on projected net interest income over a one-year horizon. The model assumes a semi-static balance sheet and measures the impact on net interest income relative to a base case scenario of hypothetical changes in interest rates over twelve months and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The scenarios include prepayment assumptions, changes in the level of interest rates, the shape of the

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### Table of Contents

yield curve, and spreads between market interest rates in order to capture the impact from re-pricing, yield curve, option, and basis risks.

Results of First Capital's simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that First Capital's net interest income could change as follows over a one-year horizon, relative to First Capital's base case scenario, based on December 31, 2014 and 2013 financial information.

Immediate Change in the Level of Interest Rates	At December 31, 2014		At December 31, 2013	
	One Year Horizon		One Year Horizon	
	Dollar Change	Percent Change	Dollar Change	Percent Change
	(Dollars in thousands)			
300bp	\$ (193)	(1.08)%	\$ (152)	(0.88)%
200bp	192	1.08	197	1.14
100bp	241	1.35	280	1.62
Static				
(100)bp	(367)	(2.05)	(232)	(1.34)

At December 31, 2014, First Capital's simulated exposure to an increase in interest rates shows that an immediate and sustained increase in rates of 1.00% would increase First Capital's net interest income by \$241,000, or 1.35%, over a one year horizon compared to a flat interest rate scenario. Furthermore, a rate increase of 2.00% would cause net interest income to increase by 1.08%. Alternatively, an immediate and sustained decrease in rates of 1.00% or an increase of 3.00% would decrease First Capital's net interest income by 2.05% or 1.08%, respectively, over a one year horizon compared to a flat interest rate scenario.

First Capital also has longer term interest rate risk exposure, which may not be appropriately measured by Net Interest Income at Risk modeling. Therefore, First Capital also uses an Economic Value of Equity ("EVE") interest rate sensitivity analysis in order to evaluate the impact of its interest rate risk on earnings and capital. This is measured by computing the changes in net EVE for its cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. EVE modeling involves discounting present values of all cash flows for on and off balance sheet items under different interest rate scenarios and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The discounted present value of all cash flows represents First Capital's EVE and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. The amount of base case EVE and its sensitivity to shifts in interest rates provide a measure of the longer term re-pricing and option risk in the balance sheet.

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### Table of Contents

Results of First Capital's simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that First Capital's EVE could change as follows, relative to First Capital's base case scenario, based on December 31, 2014 and 2013 financial information.

<b>At December 31, 2014</b>						
<b>Immediate Change in the Level of Interest Rates</b>	<b>Economic Value of Equity</b>			<b>Economic Value of Equity as a Percent of Present Value of Assets</b>		
	<b>Dollar Amount</b>	<b>Dollar Change</b>	<b>Percent Change</b>	<b>EVE Ratio</b>	<b>Change</b>	
	<b>(Dollars in thousands)</b>					
300bp	\$ 59,328	\$ (13,398)	(18.42)%	13.52%	(192)bp	
200bp	67,860	(4,866)	(6.69)	15.10	(34)bp	
100bp	73,971	1,245	1.71	16.07	63bp	
Static	72,726			15.44	bp	
(100)bp	70,498	(2,228)	(3.06)	14.58	(86)bp	

<b>At December 31, 2013</b>						
<b>Immediate Change in the Level of Interest Rates</b>	<b>Economic Value of Equity</b>			<b>Economic Value of Equity as a Percent of Present Value of Assets</b>		
	<b>Dollar Amount</b>	<b>Dollar Change</b>	<b>Percent Change</b>	<b>EVE Ratio</b>	<b>Change</b>	
	<b>(Dollars in thousands)</b>					
300bp	\$ 44,399	\$ (15,949)	(26.43)%	11.01%	(271)bp	
200bp	51,134	(9,214)	(15.27)	12.31	(141)bp	
100bp	56,380	(3,968)	(6.57)	13.19	(53)bp	
Static	60,348			13.72	bp	
(100)bp	64,329	3,981	6.60	14.22	50bp	

The previous table indicates that at December 31, 2014, First Capital would expect a decrease in its EVE in the event of a sudden and sustained 200 to 300 basis point increase or a 100 basis point decrease in prevailing interest rates, and would expect an increase in its EVE in the event of a sudden and sustained 100 basis point increase in prevailing interest rates.

The models are driven by expected behavior in various interest rate scenarios and many factors besides market interest rates affect First Capital's net interest income and EVE. For this reason, First Capital models many different combinations of interest rates and balance sheet assumptions to understand its overall sensitivity to market interest rate changes. Therefore, as with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the foregoing tables and it is recognized that the model outputs are not guarantees of actual results. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate mortgage loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, expected rates of prepayments on loans and early withdrawals from certificates of deposit could deviate significantly from those assumed in the modeling scenarios.

### **Impact of Recent Accounting Pronouncements**

For a discussion of the impact of recent accounting pronouncements, see Note 1 of the accompanying Notes to Consolidated Financial Statements.

Table of Contents

**MANAGEMENT OF FIRST CAPITAL**

**Information Regarding the First Capital Directors**

Set forth below is information about the First Capital directors as of May 27, 2015, the date of the First Capital Annual Meeting of Shareholders.

**Christopher L. Byrd** is the manager and owner of Hoosier Hollywood Development, LLC (d/b/a Corydon Cinemas) in Corydon, Indiana, and is also a licensed certified public accountant and attorney. Age 46. Director since 2010.

Mr. Byrd's background offers the Board of Directors significant small company management experience, specifically within the community in which First Harrison Bank conducts its business, and provides the Board with valuable insight regarding the local business and consumer environment. In addition, Mr. Byrd offers the Board significant business experience from a setting outside of the financial services industry.

**Kathryn W. Ernstberger** is a professor of business administration at Indiana University Southeast in New Albany, Indiana. Age 52. Director since 2003.

Ms. Ernstberger's expertise provides the Board of Directors with quantitative business analysis skills, specifically in the areas of statistics and mathematical modeling.

**William W. Harrod** became the President and Chief Executive Officer of First Capital in January 2000 and became the President and Chief Executive Officer of First Harrison Bank in October 2012. Mr. Harrod previously served as President and Chief Executive Officer of HCB Bancorp, Inc. and Harrison County Bank. Mr. Harrod is a former director of HCB Bancorp, Inc. Age 58. Director since 2000.

Mr. Harrod's extensive experience in the local banking industry and involvement in business and civic organizations in the communities in which First Harrison Bank serves affords the Board valuable insight regarding the business and operations of First Capital and Bank. In addition, Mr. Harrod's knowledge of all aspects of First Capital's and Bank's business and history, combined with his success and strategic vision, position him well to continue to serve as President and Chief Executive Officer of First Capital.

**Dana L. Huber** is currently the Vice President, Marketing and Public Relations at Huber's Orchard, Winery, & Vineyards. Prior to joining Huber's Orchard, Winery, & Vineyards in 2003, Ms. Huber worked for Humana, Citicorp, and Kindred Healthcare. Age 48. Director since 2015.

Ms. Huber's experience managing a sixth generation family owned business offers the Board of Directors substantial small company management experience. She is also very familiar within the region in which First Harrison Bank conducts its business and provides the Board with insight regarding the local business and consumer environment.

**Pamela G. Kraft** is the President of Generations Monuments & Memorials, Inc. in New Albany, Indiana and serves as Vice President Treasurer of the Funeral Consumer Guardian Society in New Albany, Indiana. Age 55. Director since 2010.

Ms. Kraft's involvement with the Funeral Consumer Guardian Society has allowed her to develop strong ties to the community and has provided the Board with valuable insight regarding the local business environment.

**William I. Orwick, Sr.** has been a partner in the accounting firm of Rodefer Moss & Co., PLLC in New Albany, Indiana since September 2009. Mr. Orwick was previously a partner in the accounting firm of Melhiser Endres Tucker CPAs PC prior to such firm's acquisition by Rodefer Moss & Co., PLLC in September 2009. Age 58. Director since 2010.

Table of Contents

As a partner in a certified public accounting firm, Mr. Orwick provides the Board of Directors with significant experience regarding accounting and compliance matters. Mr. Orwick's experience also offers the Board of Directors substantial small and local company operations and management experience, specifically within the region in which First Harrison Bank conducts its business, and provides the Board with valuable insight regarding the local business and consumer environment. In addition, Mr. Orwick offers the board significant business experience individually and from his network of professionals and organizations both familiar with matters outside and inside of the financial services industry.

**Kenneth R. Saulman** was employed as a right-of-way supervisor for Clark County REMC, an electrical service company in Sellersburg, Indiana, until his retirement in 2008. Age 72. Director since 1997.

Mr. Saulman's experience as a current elected official in First Harrison Bank's local community, as well as his prior service with a rural electric cooperative, provides the Board with an understanding of issues related to growth in the local community and opportunities for growth in surrounding counties.

**Mark D. Shireman** is the Chairman of the Board of James L. Shireman, Inc. in Corydon, Indiana. Age 63. Director since 1989.

Mr. Shireman's substantial small company management experience, specifically within the region in which First Harrison Bank conducts its business, provides the Board of Directors with valuable insight regarding the local business and consumer environment. In addition, Mr. Shireman offers the Board significant business experience from a setting outside of the financial services industry through his involvement in business and civic organizations in the communities in which First Harrison Bank serves.

**Michael L. Shireman** is the Chairman of the Board of Uhl Truck Sales, Inc., a medium and heavy truck dealer in Louisville, Kentucky and Palmyra, Indiana. Mr. Shireman is a former director of HCB Bancorp, Inc. Age 66. Director since 2000.

Mr. Shireman's background offers the Board of Directors significant small company management experience, specifically within the community in which First Harrison Bank conducts its business, and provides the Board with valuable insight regarding the local business and consumer environment. In addition, Mr. Shireman offers the Board significant business experience from a setting outside of the financial services industry.

**Samuel E. Uhl** served the President and Chief Executive Officer of First Harrison Bank and as the Chief Operating Officer of First Capital from 1996 until his retirement in 2012. Age 69. Director since 1995.

Mr. Uhl's extensive experience in the local banking industry and involvement in business and civic organizations in the communities in which First Harrison Bank serves affords the Board valuable insight regarding the business and operations of First Capital and Bank. In addition, Mr. Uhl's knowledge of all aspects of First Capital's and Bank's business and history, combined with his success and strategic vision, position him well to serve as director.

**Gerald L. Uhl** is the Business Manager and Controller for Jacobi Sales, Inc., a farm implement dealership in Palmyra, Indiana. Age 74. Director since 1973.

Mr. Uhl offers the Board of Directors substantial small company management experience, specifically within the region in which First Harrison Bank conducts its business, and provides the Board with valuable insight regarding the local business and consumer environment. In addition, Mr. Uhl offers the Board significant business experience from a setting outside of the financial services industry.

Table of Contents

**Carolyn E. Wallace** is the Director of Business Operations for the South Harrison Community School Corporation in Corydon, Indiana. Age 45. Director since 2010.

Ms. Wallace's training as a certified public accountant and accounting background provide the Board with experience regarding accounting and financial matters.

**Information Regarding the First Capital Executive Officers**

Set forth below is information about the First Capital executive officers.

**M. Chris Frederick** is Executive Vice President, Chief Financial Officer and Treasurer and has been affiliated with First Harrison Bank since June 1990 and has served in his present position since 2013. Prior to that time, Mr. Frederick served as Senior Vice President, Chief Financial Officer and Treasurer since 1997. Age 48.

**Dennis L. Thomas** is the Chief Credit Officer for First Harrison Bank and has served in that position since 2008. Mr. Thomas has been in banking since 1978. He joined First Harrison Bank via the acquisition of Harrison County Bank in 2000 where he had worked as a Branch Manager and Senior Loan Officer since 1981. Age 59.

**FIRST CAPITAL EXECUTIVE COMPENSATION****Summary Compensation Table**

The following information is furnished for the principal executive officer of First Capital, and for the next two most highly compensated executive officers of First Capital whose total compensation for the year ended December 31, 2014 exceeded \$100,000.

Name and Principal Position	Year	Salary \$(1)	Bonus (\$)	Non-Equity Incentive Compensation \$(2)	All Other Compensation \$(3)	Total (\$)
William W. Harrod	2014	\$ 204,270	\$	\$ 38,783	\$ 26,485	\$ 269,538
<i>President, Chief Executive Officer and Chief Operating Officer</i>	2013	183,497		25,331	25,929	234,757
Michael C. Frederick	2014	118,533		29,817	20,690	169,040
<i>Chief Financial Officer</i>	2013	115,080		16,425	21,319	152,824
Dennis Thomas	2014	108,420		28,553	17,382	154,355
<i>Senior Vice President</i>	2013	105,262		15,024	17,482	137,768

(1) For Mr. Harrod, includes directors' fees for service as an employee director of \$14,006 and \$13,599 for 2014 and 2013, respectively.

(2) Bonus amounts earned in 2014 and 2013 were paid under the First Harrison Bank Incentive Plan. The Incentive Plan provides each named executive officer with the opportunity to earn a cash incentive based upon a percentage of base salary if First Capital achieves certain profitability and efficiency performance goals and each executive achieves individual performance goals based on his position with First Harrison Bank.

Table of Contents

- (3) Details of the amounts reported in the "All Other Compensation" column for 2014 are provided in the table below:

	Mr. Harrod	Mr. Frederick	Mr. Thomas
Employer contributions to 401(k) plan	\$ 13,318	\$ 8,297	\$ 7,590
Health insurance	10,236	9,568	8,742
Disability insurance	860	857	830
Life insurance	343	240	220
Dental insurance	227	227	
Employer contributions to health savings account	1,500	1,500	

**Change in Control Agreements**

First Harrison Bank and First Capital maintain a change in control agreement dated January 20, 2015 with each of William W. Harrod, Michael C. Frederick, Dennis Thomas, and Jill Keinsley.

Upon the occurrence of a change in control (as defined in the agreement) followed within twelve (12) months of the effective date of the change in control by the voluntary or involuntary termination of the executive's employment, other than for "cause" (as defined in the agreement), the executive will be entitled to certain post-termination payments and benefits. For purposes of this agreement, "voluntary termination" is limited to the circumstances in which the executive elects to voluntarily terminate his or her employment within twelve (12) months of the effective date of a change in control following any material demotion, loss of title, office or significant authority, material reduction in his annual compensation or benefits (other than a reduction affecting the personnel or First Harrison Bank generally), or the relocation of his or her principal place of employment by more than 25 miles from its location immediately prior to the change in control.

Under the terms of the agreements, the executive is entitled to receive, as severance pay, a sum equal to three (3) times the sum of the executive's wages, salary, bonus, and other compensation, if any, paid (including accrued amounts) by First Capital or First Harrison Bank to the executive during the twelve (12) month period ending on the last day of the month preceding the effective date of the change in control. The executive is entitled to receive this payment in a lump sum no later than thirty (30) days after the date of his or her termination. In addition to a cash severance payment, the executive is also entitled to continued life, medical, dental and disability insurance coverage for thirty-six months following termination of employment. Notwithstanding any provision in the employment agreements to the contrary, payments and benefits under the agreements are limited so that they will not constitute excess parachute payments under Section 280G of the Internal Revenue Code.

Following termination of employment for any reason, each named executive officer is entitled to his or her on non-forfeitable interest in First Harrison Bank's tax-qualified plans. The tax-qualified benefits are distributed in accordance with each executive's distribution election.

All payments due under the employment agreements are guaranteed by First Capital. All reasonable costs and legal fees incurred by an executive under any dispute or question of interpretation relating to the employment agreements will be paid by First Capital, if the executive is successful on the merits in a legal judgment, arbitration or settlement.

Table of Contents**Directors' Compensation**

The following table provides the compensation received by individuals who served as non-employee directors of First Capital during the 2014 fiscal year. The table excludes perquisites, which did not exceed \$10,000 in the aggregate for each director.

Name	Fees Earned or Paid in Cash	Change in Pension Value and Nonqualified Deferred Compensation Earnings(1)	All Other Compensation(2)	Total
Christopher L. Byrd	\$ 14,006	\$	\$ 1,750	\$ 15,756
Kathryn W. Ernstberger	14,006		1,750	15,756
Dennis L. Huber	14,006		1,750	15,756
Pamela G. Kraft	14,006		1,750	15,756
William I. Orwick, Sr.	14,006		1,750	15,756
Kenneth R. Saulman	14,006		1,750	15,756
Mark D. Shireman	14,006	2,850	1,750	16,856
Michael L. Shireman	14,006		1,750	15,756
Gerald L. Uhl	14,006	6,706	1,750	20,712
Samuel E. Uhl	14,006		1,750	15,756
Carolyn E. Wallace	14,006		1,750	15,756

(1) Represents above market earnings credited to the directors' deferred compensation arrangements in fiscal 2014. Only Messrs. Gerald Uhl and Mark Shireman maintain a deferred compensation agreement with First Harrison Bank.

(2) Represents a bonus earned in 2014 and paid in the first quarter of 2015.

**Directors' Fees**

For the year ending December 31, 2015, members of First Harrison Bank's Board of Directors will receive \$1,205 per Board meeting held. No separate fees will be paid for service on committees or on First Capital's Board of Directors.

**Directors' Deferred Compensation Agreements**

Effective April 1, 1992, First Harrison Bank entered into Director Deferred Compensation Agreements with Mark D. Shireman and Gerald L. Uhl. The agreements provided each director with an opportunity to defer a portion of his fees for a specified period of time. All deferrals have ceased under the agreements. The agreements provide each participating director with a fixed benefit which, at the election of each director, is payable in a lump sum or monthly over a 180-month period. The agreements provide that the directors may receive their deferred compensation benefit upon the earlier of: attainment of age 70, disability, early retirement or death. The agreements also provide for a \$10,000 death benefit for burial expenses.



Table of Contents

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS OF FIRST CAPITAL**

**Transactions with Related Persons**

The Sarbanes-Oxley Act of 2002 generally prohibits First Capital from extending loans to its executive officers and directors. However, the Sarbanes-Oxley Act contains a specific exemption from this prohibition for loans by First Harrison to its executive officers and directors in compliance with federal banking regulations. Federal regulations require that all loans or extensions of credit to executive officers and directors of insured financial institutions must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and must not involve more than the normal risk of repayment or present other unfavorable features. First Harrison, therefore, is prohibited from making any new loans or extensions of credit to executive officers and directors at different rates or terms than those offered to the general public. Notwithstanding this rule, federal regulations permit First Harrison to make loans to its executive officers and directors at reduced interest rates if the loan is made under a benefit program generally available to all other employees and does not give preference to any executive officer or director over any other employee. Currently, the Bank does not have such a program.

First Capital does not have a comprehensive written policy for the review, approval or ratification of certain transactions with related persons. However, in accordance with banking regulations, the Board of Directors reviews all loans made to a director or executive officer in an amount that, when aggregated with the amount of all other loans to such person and his or her related interests, exceeds the greater of \$25,000 or 5% of First Capital's capital and surplus (up to a maximum of \$500,000) and such loans are approved in advance by a majority of the disinterested members of the Board of Directors. Additionally, as required by First Capital's Code of Ethics and Business Conduct, all executive officers and directors of First Capital must disclose any existing or emerging conflicts of interest to First Capital's President and Chief Executive Officer. Such potential conflicts of interest include, but are not limited to: (i) the Company conducting business with or competing against an organization in which a family member of an executive officer or director has an ownership or employment interest and (ii) the ownership of more than 5% of the outstanding securities or 5% of total assets of any business entity that does business with or is in competition with First Capital.

Director Gerald L. Uhl is a shareholder in Jacobi Sales, Inc. ("JSI"), a farm implement dealership that contracts with First Harrison to provide sales financing to customers of JSI. First Harrison does not grant preferential credit under this arrangement. During the fiscal year ended December 31, 2014, First Harrison granted approximately \$978,000 of credit to JSI customers and such loans had an aggregate outstanding balance of \$651,000 at December 31, 2014. At December 31, 2014, 3 loans, with an aggregate outstanding balance of \$10,000, were delinquent 30 days or more.

There are no other transactions or series of similar transactions between First Capital and any of its directors or executive officers in which the amount involved exceeds \$120,000 since the beginning of the last fiscal year, or which are currently proposed.

**Director Independence**

First Capital's Board of Directors currently consists of twelve members. All of the directors are independent under the listing standards of the Nasdaq Stock Market, Inc., except for Samuel E. Uhl, Gerald L. Uhl, and William W. Harrod. In determining the independence of its directors, the Board of Directors considered transactions, relationships and arrangements between First Capital and its directors that are not required to be disclosed in this joint proxy statement/prospectus, including loans or lines of credit that First Harrison has, directly or indirectly, made to Directors Byrd, Ernstberger, Harrod, Kraft, Saulman, Wallace, Orwick, Mark Shireman, Michael Shireman, Samuel Uhl and Gerald Uhl.

Table of Contents

**INFORMATION ABOUT PEOPLES**

Peoples, a bank holding company incorporated under Kentucky law and headquartered in Shepherdsville, Kentucky, is a community-based bank holding company serving Bullitt County, Kentucky and adjoining counties. As of June 30, 2015, Peoples had total assets of \$237.8 million, total loans of \$57.8 million, total deposits of \$208.6 million and total shareholder's equity of \$28 million.

Peoples' principal executive office is located at 1612 Highway 44 East, Shepherdsville, Kentucky 40165. The telephone number for Peoples is (502) 543-2226.

**Business**

Peoples was incorporated in Kentucky in 1990 and is headquartered in Shepherdsville, Kentucky. Peoples conducts its financial services business through a wholly owned subsidiary, The Peoples Bank of Bullitt County ("Peoples Bank"), a state chartered commercial bank. Peoples Bank was chartered in 1884 and operates a main office and four branch locations in Bullitt County, Kentucky. Peoples Bank provides a wide range of traditional banking products and services. These include personal and business checking and savings accounts, consumer and commercial lending, mortgage lending, debit and credit cards, and lockbox, courier, merchant processing and direct deposit services. The primary market area of Peoples Bank consists of Bullitt County, Kentucky and adjoining counties.

**Employees**

As of August 31, 2015, Peoples Bank had 53 full-time equivalent employees. Its employees are not represented by a collective bargaining unit, and Peoples Bank considers its relationship with its employees to be good.

**Properties**

Peoples Bank conducts its business from five banking offices, all located in Bullitt County, Kentucky. Peoples Bank's main office and two branch offices are located in Shepherdsville, Kentucky, and it operates one branch office in each of Mt. Washington and Lebanon Junction, Kentucky. Peoples Bank has an automated teller machine at each of its office locations. Peoples Bank owns the building and land on which the main office and the four branch offices are located.

**Legal Proceedings**

As of the date of the joint proxy statement/ prospectus, neither Peoples nor Peoples Bank was involved in any pending legal proceedings believed by management to be material to Peoples' financial condition or results of operations. From time to time, Peoples Bank is involved in legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by Peoples' management to be immaterial to the financial condition, results of operations or cash flows of Peoples.

Table of Contents**MARKET FOR PEOPLES COMMON EQUITY, RELATED SHAREHOLDER MATTERS  
AND ISSUER PURCHASES OF SECURITIES**

As of August 31, 2015, Peoples authorized capital stock consisted of 5,080 shares of Common Stock, par value \$25.00 per share, of which 3,071 shares were issued and outstanding. As of that date, shares of Peoples Common Stock were held by approximately 101 shareholders of record.

Peoples Common Stock is not traded on an established public trading market. Peoples is not aware of any broker who systematically publishes bid or ask quotations for its common stock. Shares are traded occasionally in isolated transactions between individuals and Peoples has from time to time repurchased its shares pursuant to authorizations of its board of directors. Peoples facilitates stock transactions to a limited extent by maintaining a list of potential investors who have advised Peoples that they wish to purchase shares.

The following table lists all transactions in Peoples common stock from January 1, 2013 through June 4, 2015, for which the price per share was reported to Peoples management. During this period, there might have been other transactions not reported to Peoples management.

<b>Date</b>	<b>Number of Shares</b>	<b>Share Price</b>
June 3, 2013	10	6,000.00
September 8, 2013	5	6,000.00
January 30, 2014	2	6,000.00
February 11, 2014	11	6,000.00
August 8, 2014	2	6,000.00
October 20, 2014	1	6,000.00

The following table presents the payment date and amount of all semi-annual cash dividends paid by Peoples during the period from January 1, 2013 through June 30, 2015:

<b>Cash Dividend Payment Date</b>	<b>Amount Per Share</b>
June 29, 2013	124.00
December 15, 2013	125.00
June 26, 2014	125.00
December 12, 2014	126.00
June 30, 2015	126.00

The Merger Agreement permits Peoples to continue to declare and pay semi-annual cash dividends prior to the effective time of the Merger at rates not to exceed \$126 per share, paid in a manner consistent with past practice.

The payment of dividends by Peoples and The Peoples Bank of Bullitt County is affected by various regulatory requirements and policies, such as the requirement to maintain adequate capital above regulatory guidelines. The "prompt corrective action" provisions of the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA") impose further restrictions on the payment of dividends by insured banks which fail to meet specified capital levels and, in some cases, their parent bank holding companies. FDICIA generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its holding company if the depository institution would thereafter be undercapitalized. These regulations and restrictions may limit Peoples' ability to obtain funds from The Peoples Bank of Bullitt County for Peoples' cash needs, including payments of dividends and the payment of operating expenses.

Table of Contents**SECURITIES OWNERSHIP OF PEOPLES COMMON STOCK**

The following table sets forth information concerning the number of shares of Peoples common stock beneficially owned as of August 31, 2015 by Peoples' directors and executive officers and others who beneficially own five percent or more of the outstanding shares of Peoples common stock.

	Shares of Peoples Bancorp, Inc. of Bullitt County Common Stock Beneficially Owned(1)(2)	
	Number of Shares	Percentage of class
<b>Directors and Executive Officers(3)</b>		
Joseph L. Barger	95(4)	3.1%
William L. Dawson	431(5)	14.0
G. William Hardy	254(6)	8.3
George W. Hardy III	67(7)	2.2
Robert McDade	26(8)	*
Billy H. Smith	398(9)	13.0
Directors and executive officers as a group (6 persons)	1,271	41.4%
<b>Other Five Percent Beneficial Owners</b>		
Lea Ann Hardy Anagnost 9631 Urbana Avenue Tulsa, Oklahoma 74137	247(10)	8.0%

- (1) Under applicable regulations, a beneficial owner of a security includes any person who, directly or indirectly, has or shares voting power or dispositive power with respect to the security. A person will also be considered the beneficial owner of a security if the person has a right to acquire beneficial ownership of the security within 60 days.
- (2) Includes shares over which the listed person is legally entitled to share voting or dispositive power by reason of joint ownership, trust, or other contract or property right, and shares held by spouses over whom the listed person may have influence by reason of relationship.
- (3) Each of the six named individuals is a director of Peoples. The executive officers of Peoples are G. William Hardy, Chairman and Chief Executive Officer, William L. Dawson, President, and George W. Hardy III, Executive Vice president. The business address for each of the directors and executive officers is 1612 Highway 44 East, Shepherdsville, Kentucky 40165
- (4) Includes 13 shares held by Mr. Barger's wife.
- (5) Includes 124 shares held by Mr. Dawson's wife.
- (6) Includes 90 shares held jointly with Mr. Hardy's wife and 100 shares held individually by Mr. Hardy's wife.
- (7) Includes 66 shares held jointly with Mr. Hardy III's wife.
- (8) Includes 25 shares held jointly with Mr. McDade's wife.
- (9)

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Includes 238 shares held by Belmont Hollow LLC, for which Mr. Smith and his wife are each a manager, and 160 shares held by Mr. Smith's wife.

- (10) Ms. Anagnost is the daughter of G. William Hardy and the sister of George W. Hardy III. Includes 30 shares held jointly with members of Ms. Anagnost's immediate family other than her father and brother.

Table of Contents

**PEOPLES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL  
CONDITION AND RESULTS OF OPERATIONS**  
(all tabular amounts in thousands)

**General**

Peoples conducts its banking business primarily through Peoples Bank. Peoples' results of operations depend primarily on net interest income, which is the difference between the income earned on its interest-earning assets, such as loans and investments, and the cost of its interest-bearing liabilities, consisting primarily of deposits. Peoples net income is also affected by, among other things, fee income, provisions for loan losses, operating expenses and income tax provisions. Peoples results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government legislation and policies concerning monetary and fiscal affairs, housing and financial institutions and the intended actions of the regulatory authorities.

Management uses various indicators to evaluate the Company's financial condition and results of operations, almost all of which show positive trends and improvement, including the following:

**Net income and earnings per share** Net income attributable to the Company was \$1.7 million, or \$565.41 per share for 2014 compared to \$1.2 million, or \$394.46 per share for 2013.

**Return on average assets and return on average equity** Return on average assets for 2014 was .76% compared to .54% for 2013, and return on average equity for 2014 was 6.34% compared to 4.27% for 2013.

**Efficiency ratio** The Company's efficiency ratio (defined as noninterest expenses divided by net interest income plus noninterest income) was 74.85% for 2014 compared to 78.14% for 2013.

**Asset quality** Net loan charge-offs decreased from \$2.5 million for 2013 to \$42,000 for 2014. In addition, total nonperforming assets (consisting of nonperforming loans and foreclosed assets) decreased from \$9.6 million, or 4.29% of total assets at December 31, 2013 to \$8.9 million, or 3.83% of total assets at December 31, 2014. The allowance for loan losses was 2.74% of total loans and 58.62% of nonperforming loans at December 31, 2014 compared to 2.35% of total loans and 21.32% of nonperforming loans at December 31, 2013.

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding the financial condition and results of operations of Peoples and Peoples Bank. The information contained in this section should be read in conjunction with the consolidated financial statements and the accompanying notes to consolidated financial statements included elsewhere in this report.

**Critical Accounting Policies and Estimates**

The accounting and reporting policies of the Company comply with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions. The financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding reported results. Critical accounting policies are those policies that require management to make assumptions about matters that are highly uncertain at the time an accounting estimate is made; and different estimates that the Company reasonably could have used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on the Company's financial condition, changes in financial condition or results of operations. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the

Table of Contents

preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information including third parties or available prices, and sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be utilized under generally accepted accounting principles.

Significant accounting policies, including the impact of recent accounting pronouncements, are discussed in Note 1 of the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference. Those policies considered to be critical accounting policies are described below.

**Allowances for Loan Losses.** The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. Determining the amount of the allowance for loan losses necessarily involves a high degree of judgment. Among the material estimates required to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impacted loans; value of collateral; and determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Management reviews the level of the allowance at least quarterly and establishes the provision for loan losses based upon an evaluation of the portfolio, past loss experience, current economic conditions and other factors related to the collectability of the loan portfolio. Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic or other conditions differ substantially from the assumptions used in making the evaluation. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would adversely affect earnings. Note 1 and Note 3 of the accompanying Notes to Consolidated Financial Statements, which are incorporated herein describe the methodology used to determine the allowance for loan losses as well as changes to the methodology for determining the allowance for loan losses during the year ended December 31, 2014.

**Valuation Methodologies.** In the ordinary course of business, management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when active markets do not exist for the items being valued. Generally, in evaluating various assets for potential impairment, management compares the fair value to the carrying value. Quoted market prices are referred to when estimating fair values for certain assets, such as certain investment securities. For investment securities for which quoted market prices are not available, the Company obtains fair value measurements from an independent pricing service. However, for those items for which market-based prices do not exist and an independent pricing service is not readily available, management utilizes significant estimates and assumptions to value such items. Examples of these items include foreclosed assets, impaired loans and certain other financial investments. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on the Company's results of operations. Note 11 of the accompanying Notes to Consolidated Financial Statements, which are incorporated herein by reference, describe the methodologies used to determine the fair value of investment securities, impaired loans, foreclosed real estate and other assets. There were no changes in the valuation techniques and related inputs used during the year ended December 31, 2014.

Table of Contents

*Financial Condition and Results of Operations  
for the Six Months Ended June 30, 2015*

**Financial Condition**

Total assets increased from \$233.6 million at December 31, 2014 to \$237.9 million at June 30, 2015, an increase of 1.78%.

Net loans receivable decreased \$1.5 million from \$59.3 million at December 31, 2014 to \$57.8 million at June 30, 2015. Real estate loans decreased \$2.0 million during the six months ended June 30, 2015 while consumer loans increased \$433,000 during the period.

Securities available for sale increased \$6.5 million from \$145.0 million at December 31, 2014 to \$151.4 million at June 30, 2015. Purchases of \$52.9 million of securities classified as available for sale were made during the six months ended June 30, 2015 and consisted primarily of obligations of U.S. government sponsored entities and municipal securities. Proceeds from the sales of available-for-sale securities totaled \$45.6 million during the six months ended June 30, 2015.

Cash and cash equivalents decreased from \$16.7 million at December 31, 2014 to \$15.5 million at June 30, 2015, primarily due to a decrease of \$1.5 million in federal funds sold partially offset by a \$288,000 increase in cash and due from banks.

Total deposits increased 2.31% from \$203.9 million at December 31, 2014 to \$208.6 million at June 30, 2015. Non-interest-bearing demand accounts increased \$4.1 million during the six months ended June 30, 2015 primarily due to normal fluctuations in accounts of local municipalities and new accounts. Interest bearing deposits including time deposits and savings accounts increased \$614,000 over the same six month period.

Total shareholders' equity attributable to Peoples decreased from \$28.8 million at December 31, 2014 to \$28.1 million at June 30, 2015 primarily due to dividends paid of \$386,000 and a decrease of \$594,000 in the net unrealized losses on securities available for sale for the six months ended June 30, 2015 partially offset retained net income of \$279,000. The decrease in unrealized gains on available for sale securities during the period is primarily due to changes in long-term market interest rates.

**Results of Operations for the six months ended June 30, 2015 and 2014**

**Net income.** Net income attributable to Peoples was \$279,000 (\$90.85 per share) for the six months ended June 30, 2015 compared to \$720,000 (\$233.78 per share) for the same time period in 2014. The decrease is primarily due to a decrease of net interest income and an increase in noninterest expense partially offset by an increase in noninterest income.

**Net interest income.** Net interest income decreased \$670,000 for the six months ended June 30, 2015 compared to the same period in 2014 primarily due to a decrease in the interest rate spread.

Total interest income decreased \$696,000 for the six months ended June 30, 2015 compared to the same period in 2014. For the six months ended June 30, 2015, the average balance of interest-earning assets and their tax-equivalent yield were \$224.6 million and 3.27%, respectively. During the same period in 2014, the average balance of those assets was \$215.0 million and the tax-equivalent yield was 4.07%. The decrease in the tax-equivalent yield was primarily due to a decrease in yields in securities because interest rates remain near historic low levels. This was partially offset by an increase in yield on loans. The increase in the average balance of interest-earning assets was primarily due to increases in average balances of federal funds sold and total securities, which increased \$5.9 million and \$13.9 million, respectively, when comparing the two periods. This was partially offset by a decrease of \$10.2 million in the average balance of loans when comparing the same two periods.



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Table of Contents

Total interest expense decreased \$26,000 for the six months ended June 30, 2015 compared to the same period in 2014. The average rate paid on interest-bearing liabilities decreased from 0.87% for the six months ended June 30, 2014 to 0.82% for the same period in 2015. The average balance of interest-bearing liabilities increased from \$161.7 million for 2014 to \$163.8 million for 2015 primarily due to an increase of \$2.0 million in the average balance of interest-bearing deposits. As a result, the tax-equivalent interest rate spread decreased from .87% for the six-month period ended June 30, 2014 to .82% for the same period in 2015. The ratio of average interest-earning assets to average interest-bearing liabilities increased from 132.94% for 2014 to 137.11% for 2015.

**Average Balances and Yields.** The following table sets forth certain information for the periods indicated regarding average balances of assets and liabilities, as well as the total dollar amounts of interest income from average interest-earnings assets and interest expense on average interest-bearing liabilities and average yields and costs. Such yields and costs for the periods indicated are derived by dividing income or expense by the average historical cost balances of assets or liabilities, respectively, for the periods presented and do not give effect to changes in fair value that are included as a separate component of stockholders' equity. Average balances are derived from daily balances. Tax-exempt income on loans and investment securities has been adjusted to a tax equivalent basis using the federal marginal tax rate of 34%.

	Six months ended June 30					
	2015			2014		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
<b>Interest-earning assets:</b>						
Loans(1)	\$ 59,874	\$ 1,992	6.71%	\$ 70,090	\$ 2,314	6.66%
Taxable securities	140,354	1,456	2.09	126,385	1,839	2.93
Tax exempt securities	8,295	131	3.18	8,364	152	3.66
Federal funds sold and interest-bearing deposits	16,041	60	0.75	10,184	30	0.59
Total interest-earning assets	224,564	3,639	3.27	215,023	4,335	4.07
Noninterest-earning assets	13,983			11,596		
Total assets	\$ 238,547			\$ 226,619		
<b>Interest-bearing liabilities:</b>						
Interest-bearing demand deposits	\$ 15,349	\$ 52	0.68%	\$ 13,279	\$ 46	0.70%
Savings accounts	110,569	405	0.74	106,206	391	0.74
Time deposits	37,867	212	1.13	42,256	258	1.23
Total deposits	163,785	669	0.82	161,741	695	0.87
FHLB advances			0.00			.00
Total interest-bearing liabilities	163,785	669	0.82%	161,741	695	0.87%
Noninterest-bearing liabilities	45,073			38,479		
Total liabilities	208,858			200,220		
Stockholders' equity	29,689			26,399		
Total liabilities and stockholders' equity	\$ 238,547			\$ 226,619		
Net interest income		\$ 2,970			\$ 3,640	
Interest rate spread			2.44%			3.20%
Net interest margin			2.73%			3.49%
Ratio of average interest-earning assets to average interest-bearing liabilities			137.11%			132.94%

(1)

Calculations included non-accruing loans in the average loan amounts outstanding.

Table of Contents

**Rate/Volume Analysis.** The following table sets forth the effects of changing rates and volumes on net interest income and interest expense computed on a tax-equivalent basis. Information is provided with respect to (i) effects on interest income attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) effects attributable to changes in rate and volume (change in rate multiplied by changes in volume). Tax exempt income on loans and investment securities has been adjusted to a tax-equivalent basis using the federal marginal tax rate of 34%.

	<b>Six Months Ended 2015 Compared to 2014</b>			
	<b>Increase (Decrease) Due to</b>			
	<b>Rate</b>	<b>Volume</b>	<b>Rate/ Volume</b>	<b>Net</b>
<b>Rate Volume</b>				
Interest-earning assets:				
Loans	\$ 18	\$ (337)	\$ (3)	\$ (322)
Taxable securities	(528)	203	(58)	(383)
Tax exempt securities	(20)	(1)		(21)
Federal funds sold and Interest bearing deposits	8	17	5	30
Total interest earning assets	(522)	(118)	(56)	(696)
Interest-bearing liabilities:				
Interest-bearing demand deposits	(1)	7		6
Savings accounts	(2)	16		14
Time deposits	(21)	(27)	2	(46)
Total interest-bearing liabilities	(24)	(4)	2	(26)
Net change in net interest income	\$ (498)	\$ (114)	\$ (58)	\$ (670)

**Provision for loan losses.** There was no provision for loan losses for the six-month period ended June 30, 2015 and June 30, 2014. This was based on management's analysis of the allowance for loan losses and the continued low levels of net charge offs. The Bank recognized net charge-offs of \$61,000 for the six months ended June 30, 2015 compared to a net recovery \$18,000 during the same period in 2014.

The provision for loan losses is a charge to earnings to maintain the total allowance for loan losses at a level considered adequate by management to provide for probable known and inherent loan losses based on management's evaluation of the collectability of the loan portfolio, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specified impaired loans and economic conditions. Although management uses the best information available, future adjustments to the allowance may be necessary due to changes in economic, operating, regulatory and other conditions that may be beyond Peoples' control. While Peoples maintains the allowance for loan losses at a level that management considers adequate to provide for estimated losses, there can be no assurance that further additions will not be made to the allowance for loan losses and that actual losses will not exceed the estimated amounts.

The methodology used in determining the allowance for loan losses includes segmenting the loan portfolio by identifying risk characteristics common to groups of loans, determining and measuring impairment of individual loans based on the present value of expected future cash flows or the fair value of collateral, and determining and measuring impairment for groups of loans with similar characteristics by applying loss factors that consider the qualitative factors which may affect the loss rates.

Table of Contents

The allowance for loan losses was \$1.6 million at June 30, 2015 and \$1.7 million at December 31, 2014. Management believed these amounts to be adequate at each date based on its best estimate of probable known and inherent loan losses at each date. At June 30, 2015, nonperforming loans amounted to \$4.4 million compared to \$2.8 million at December 31, 2014. Included in nonperforming loans at June 30, 2015 are loans 90 days or more past due and still accruing interest of \$301,000. These loans are accruing interest because the estimated value of the collateral and collection efforts were deemed sufficient to ensure full recovery. At June 30, 2015 and December 31, 2014, nonaccrual loans amounted to \$4.1 million and \$2.7 million, respectively.

**Noninterest income.** Noninterest income for the six months ended June 30, 2015 increased \$151,000 compared to the six months ended June 30, 2014. The increase was primarily due to increases in gains on the sale of securities, income from foreclosed asset operations and other income of \$73,000, \$44,000 and \$56,000, respectively, when comparing the two periods. The increase in other income was primarily due to a gain on sale of foreclosed assets during the six month period ended June 30, 2015.

**Noninterest expense.** Noninterest expense for the six months ended June 30, 2015 increased \$125,000 compared to the same period in 2014 primarily due to increases in compensation and benefits expense. Compensation and benefits expense increased \$92,000 when comparing the two periods, primarily due to the addition of staff as well as normal increases in salaries and benefits.

**Income tax expense.** Income tax expense for the six-month period ended June 30, 2015 was \$78,000, for an effective tax rate of 21.85%, compared to \$281,000, for an effective tax rate of 28.07%, for the same period in 2014. The reduction in tax rate was primarily due to a higher percentage of income being tax-exempt.

**Liquidity and Capital Resources**

Peoples' primary sources of funds are customer deposits, proceeds from loan repayments and maturing securities. While loan repayments and maturities are a predictable source of funds, deposit flows and mortgage prepayments are greatly influenced by market interest rates, general economic conditions and competition. At June 30, 2015, Peoples had cash and cash equivalents of \$15.5 million and securities available-for-sale with a fair value of \$151.4 million. If Peoples requires funds beyond its ability to generate them internally, it has additional borrowing capacity with the FHLB of Cincinnati of \$15.7 million.

**Peoples' primary investing activity is the origination of one-to-four family mortgage loans and, to a lesser extent, consumer, multi-family, commercial real estate and residential construction loans. Peoples also invests in obligations of U.S. Government sponsored entity securities and municipal securities.**

Peoples must maintain an adequate level of liquidity to ensure the availability of sufficient funds to support loan growth and deposit withdrawals, to satisfy financial commitments and to take advantage of investment opportunities. Historically, Peoples has been able to retain a significant amount of its deposits as they mature.

The Company and Peoples Bank are required to maintain specific amounts of capital pursuant to regulatory requirements. As of June 30, 2015, Peoples Bank was in compliance with all regulatory capital requirements that were effective as of such date with Tier 1 capital to average assets, common equity Tier 1 capital to risk-weighted assets, Tier 1 capital to risk-weighted assets and total capital to risk-weighted assets ratios of 12.2%, 29.6%, 29.6% and 30.8%, respectively. The regulatory requirements at that date to be considered "well-capitalized" under applicable regulations were 5.0%, 6.5%, 8.0% and 10.0%, respectively. At June 30, 2015, Peoples Bank was considered "well-capitalized" under applicable regulatory guidelines.

Table of Contents

Peoples is a separate legal entity from Peoples Bank. In addition to its own operating expenses, Peoples on a stand-alone basis, is responsible for paying any dividends declared to its shareholders. Peoples Board of Directors has authorized the repurchase of shares of Peoples common stock. Peoples' primary source of income is dividends received from Peoples. The amount of dividends that Peoples Bank may declare and pay to Peoples in any calendar year, without the receipt of prior approval from its primary regulator but with prior notice its primary regulator, cannot exceed net income for that year to date plus retained net income for the preceding two calendar years.

**Off-Balance Sheet Arrangements**

In the normal course of operations, Peoples engages in a variety of financial transactions that, in accordance with GAAP, are not recorded on its financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are primarily used to manage customers' requests for funding and take the form of loan commitments and letters of credit. For the six months ended June 30, 2015, Peoples did not engage in any off-balance sheet transactions reasonably likely to have a material effect on Peoples' financial condition, results

***Financial Condition and Results of Operations  
for the Fiscal Year Ended December 31, 2014***

**Results of Operations for the Years Ended December 31, 2014 and 2013**

**Net Income.** Net income attributable to the Company was \$1.7 million (\$565.41 per share diluted; weighted average common shares outstanding of 3,077, as adjusted) for the year ended December 31, 2014 compared to \$1.2 million (\$394.46 per share diluted; weighted average common shares outstanding of 3,098, as adjusted) for the year ended December 31, 2013.

**Net Interest Income.** Net interest income decreased \$310,000, or 4.35%, from \$7.1 million for 2013 to \$6.8 million for 2014 primarily due to a decrease in average earning assets which was partially offset by a decrease average cost on interest bearing liabilities.

Total interest income decreased \$426,000 for 2014 as compared to 2013. This decrease was primarily a result of the decrease in average balance of interest-bearing assets decreasing from \$220.6 million for 2013 to \$215.9 million for 2014. Interest on loans decreased \$476,000 as a result of the average balance of loans decreasing from \$80.2 million for 2013 to \$66.8 million for 2014 partially offset by the average yield on loans increasing from 6.21% for 2013 to 6.75% for 2014. Interest on total investment securities (including Federal Home Loan Bank stock) increased \$29,000 for 2014 compared to 2013 due to a increase in the average balance of total investment securities from \$134.7 million for 2013 to \$136.4 million for 2014 partially offset by an decrease in the average tax-equivalent yield of total investment securities from 2.79% for 2013 to 2.76% for 2014. Market interest rates remained at near historic lows throughout 2014, so as investment securities mature or pay down they are replaced with lower yielding investment purchases.

Total interest expense decreased \$116,000, from \$1.5 million for 2013 to \$1.4 million for 2014, primarily due to decrease in the average cost of funds from 0.93% for 2013 to 0.86% for 2014 partially offset by an increase in the average balance of interest-bearing liabilities from \$161.0 million for 2013 to \$161.5 million for 2014. Interest expense on deposits decreased from \$1.5 million for 2013 to \$1.4 million for 2014 as a result of a decrease in the average cost of interest-bearing deposits, which decreased from 0.94% for 2013 to 0.86% for 2014 partially offset by an increase in the average balance of interest-bearing deposits from \$159.8 million for 2013 to \$161.5 million for 2014. For further information, see "Average Balances and Yields" below. The changes in interest income and interest expense resulting from changes in volume and changes in rates for 2014 and 2013 are shown in the schedule captioned "Rate/Volume Analysis" included herein.

Table of Contents

**Provision for Loan Losses.** There was no provision for loan losses for 2014 compared to \$300,000 for 2013. The consistent application of management's allowance methodology resulted in a decrease in the provision for loan losses for 2014 compared to the prior year primarily due to a decrease in net charge-offs and a decrease in non-performing and classified loans. Net charge-offs decreased when comparing the two periods, from \$2.5 million for 2013 to \$42,000 for 2014. Additionally, non-performing loans as a percentage of total loans decreased from 11.27% at December 31, 2013 to 4.80% at December 31, 2014. The reduction of non-performing loans was primarily due to significant transfers of non-performing loans to foreclosed assets during 2014.

Provisions for loan losses are charges to earnings to maintain the total allowance for loan losses at a level considered reasonable by management to provide for probable known and inherent loan losses based on management's evaluation of the collectability of the loan portfolio, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specified impaired loans and economic conditions. Although management uses the best information available, future adjustments to the allowance may be necessary due to changes in economic, operating, regulatory and other conditions that may be beyond the Peoples control. While Peoples maintains the allowance for loan losses at a level that it considers adequate to provide for estimated losses, there can be no assurance that further additions will not be made to the allowance for loan losses and that actual losses will not exceed the estimated amounts.

**Noninterest income.** Noninterest income increased \$2.0 million to \$3.0 million or 185.37% for 2014 compared to \$1.0 million for 2013. Net gain on sale of securities available for sale increased \$682,000 and income from foreclosed asset operations and other income increased \$1.2 million during 2014. Income from foreclosed asset operations increase primarily due to a full year of operations of Peoples Bank's subsidiary during 2014.

**Noninterest expense.** Noninterest expense increased \$1.2 million, or 19.27%, to \$7.3 million for 2014 compared to \$6.2 million for 2013. The increase was primarily due to an increase of \$1 million in expense for foreclosed asset operations. This increase was primarily due to a full year of operations of Peoples Bank's subsidiary during 2014. Other expenses also increased \$164,000 when comparing the two periods primarily due to costs professional services. This was partially offset by a decrease in salaries and employee benefits decreasing \$218,000 from \$3.8 million for 2013 to \$3.6 million for 2014.

**Income tax expense.** The Company recognized income tax expense of \$725,000 million for 2014 and \$499,000 for 2013. The effective tax rate remained stable at approximately 29.00% for both 2014 and 2013.

**Average Balances and Yields.** The following table sets forth certain information for the periods indicated regarding average balances of assets and liabilities, as well as the total dollar amounts of interest income from average interest-earnings assets and interest expense on average interest-bearing liabilities and average yields and costs. Such yields and costs for the periods indicated are derived by dividing income or expense by the average historical cost balances of assets or liabilities, respectively, for the periods presented and do not give effect to changes in fair value that are included as a separate component of stockholders' equity. Average balances are derived from daily balances. Tax-exempt

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Table of Contents

income on loans and investment securities has been adjusted to a tax equivalent basis using the federal marginal tax rate of 34%.

	Year ended December 31,								
	2014			2013			2012		
	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost	Average Balance	Interest	Average Yield/ Cost
<b>Interest-earning assets:</b>									
Loans(1)	\$ 66,769	\$ 4,506	6.75%	\$ 80,203	\$ 4,982	6.21%	\$ 85,533	\$ 5,257	6.15%
Taxable securities	128,930	3,362	2.61	126,615	3,284	2.59	118,490	3,538	2.99
Tax exempt securities	7,422	258	3.48	8,106	307	3.79	6,487	271	4.18
Federal funds sold and Interest-bearing deposits	12,729	78	0.61	5,657	57	1.01	7,704	58	0.75
<b>Total interest-earning assets</b>	<b>215,850</b>	<b>8,204</b>	<b>3.80</b>	<b>220,581</b>	<b>8,630</b>	<b>3.91</b>	<b>218,214</b>	<b>9,124</b>	<b>4.18</b>
Noninterest-earning assets	13,160			6,734			8,870		
<b>Total assets</b>	<b>\$ 229,010</b>			<b>\$ 227,315</b>			<b>\$ 227,084</b>		
<b>Interest-bearing liabilities:</b>									
Interest-bearing demand deposits	\$ 13,552	\$ 91	0.67%	\$ 12,461	\$ 84	0.67%	\$ 11,947	\$ 98	0.82%
Savings accounts	106,417	792	0.74	101,755	757	0.74	94,814	943	0.99
Time deposits	41,491	505	1.22	45,569	659	1.45	49,149	942	1.92
<b>Total deposits</b>	<b>161,460</b>	<b>1,388</b>	<b>0.86</b>	<b>159,785</b>	<b>1,500</b>	<b>0.94</b>	<b>155,910</b>	<b>1,983</b>	<b>1.27</b>
FHLB advances			0.00	1,252	4	0.32	4,276	9	.21
<b>Total interest-bearing liabilities</b>	<b>161,460</b>	<b>1,388</b>	<b>0.86%</b>	<b>161,037</b>	<b>1,504</b>	<b>0.93%</b>	<b>160,186</b>	<b>1,992</b>	<b>1.24%</b>
Noninterest-bearing liabilities	40,097			37,675			36,200		
<b>Total liabilities</b>	<b>201,557</b>			<b>198,712</b>			<b>196,386</b>		
Stockholders' equity	27,453			28,603			30,698		
<b>Total liabilities and stockholders' equity</b>	<b>\$ 229,010</b>			<b>\$ 227,315</b>			<b>\$ 227,084</b>		
<b>Net interest income</b>		<b>\$ 6,816</b>			<b>\$ 7,126</b>			<b>\$ 7,132</b>	
Interest rate spread			2.94%			2.97%			2.91%
Net interest margin			3.22%			3.31%			3.34%
Ratio of average interest earning assets to average interest-bearing liabilities			133.69%			138.05%			139.96%

(1) Calculations included non-accruing loans in the average loan amounts outstanding.

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**Rate/Volume Analysis.** The following table sets forth the effects of changing rates and volumes on net interest income and interest expense computed on a tax-equivalent basis. Information is provided with respect to (i) effects on interest income attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) effects attributable to changes in rate and volume (change in rate multiplied by



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Table of Contents

changes in volume). Tax exempt income on loans and investment securities has been adjusted to a tax-equivalent basis using the federal marginal tax rate of 34%.

	2014 Compared to 2013 Increase (Decrease) Due to				2013 Compared to 2012 Increase (Decrease) Due to			
	Rate	Volume	Rate/ Volume	Net	Rate	Volume	Rate/ Volume	Net
<b>Rate Volume</b>								
Interest-earning assets:								
Loans	\$ 431	\$ (834)	\$ (73)	\$ (476)	\$ 56	\$ (328)	\$ (3)	\$ (275)
Taxable securities	18	60		78	(465)	243	(32)	(254)
Tax exempt securities	(25)	(26)	2	(49)	(25)	68	(7)	36
Federal funds sold and Interest bearing deposits	(23)	71	(27)	21	19	(15)	(5)	(1)
Total interest earning assets	401	(729)	(98)	(426)	(415)	(32)	(47)	(494)
Interest-bearing liabilities:								
Interest-bearing demand								
deposits		7		7	(17)	4	(1)	(14)
Savings accounts		35		35	(238)	69	(17)	(186)
Time deposits	(104)	(59)	9	(154)	(231)	(69)	17	(283)
FHLB advances	(4)	(4)	4	(4)	5	(6)	(4)	(5)
Total interest-bearing liabilities	(108)	(21)	13	(116)	(481)	(2)	(5)	(488)
Net change in net interest income	\$ 509	\$ (708)	\$ (111)	\$ (310)	\$ 66	\$ (30)	\$ (42)	\$ (6)

***Comparison of Financial Condition at December 31, 2014 and 2013***

Total assets increased 4.5% from \$223.6 million at December 31, 2013 to \$233.6 million at December 31, 2014 primarily due to increases in securities available for sale and cash and cash equivalents partially offset by a decrease in net loans.

***Loan Portfolio***

Net loans decreased 16.76% from \$71.2 million at December 31, 2013 to \$59.3 million at December 31, 2014. The primary contributing factor to the decrease in net loans was due to the transfer of \$5.8 million of real estate loans to foreclosed assets. Net loans also decrease due to \$6.1 million of net payoffs during the 2014. Real estate loans decreased \$12.0 million while consumer and other loans decreased \$6,000 during 2014.

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Table of Contents

The following table presents the composition of Peoples loan portfolio by type of loan at the dates indicated.

	At December 31,					
	2014		2013		2012	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total
<b>Loan Portfolio Analysis</b>						
Mortgage loans						
Residential(1)	\$ 41,180	67.55%	\$ 46,579	63.85%	\$ 49,618	60.40%
Commercial real estate	7,017	11.50	7,462	10.24	8,686	10.58
Commercial real estate construction(2)	3,183	5.22	2,919	4.00	1,891	2.30
Residential real estate construction(2)	4,577	7.51	10,994	15.07	16,360	19.92
<b>Total mortgage loans</b>	<b>55,957</b>	<b>91.78</b>	<b>67,954</b>	<b>93.16</b>	<b>76,555</b>	<b>93.20</b>
Consumer loans						
Automobile loans	774	1.27	688	0.94	790	0.96
Other(3)	4,137	6.79	4,230	5.80	4,484	5.46
<b>Total consumer loans</b>	<b>4,911</b>	<b>8.06</b>	<b>4,918</b>	<b>6.74</b>	<b>5,274</b>	<b>6.42</b>
Commercial business loans	96	0.16	74	0.10	315	0.38
<b>Total gross loans</b>	<b>60,964</b>	<b>100.00%</b>	<b>72,946</b>	<b>100.00%</b>	<b>82,144</b>	<b>100.00%</b>
Less: Allowance for loan losses	1,669		1,711		3,905	
<b>Total loans, net</b>	<b>\$ 59,295</b>		<b>\$ 71,235</b>		<b>\$ 78,239</b>	

- 
- (1) Includes conventional one- to four-family, home equity and second mortgage loans
- (2) Includes construction loans for which Peoples has committed to provide permanent financing and multi-family loans.
- (3) Includes loans secured by lawn and farm equipment, mobile homes and other personal property.

**Residential Loans.** Peoples lending activities have concentrated on the origination of residential mortgages for retention in the Peoples loan portfolio. Peoples offers fixed-rate mortgage loans typically with terms of 15 to 30 years. Substantially all residential mortgages are collateralized by properties within the Peoples market area. Historically, Peoples has retained its residential loan originations in its portfolio. Retaining fixed-rate loans in its portfolio subjects the Peoples to a higher degree of interest rate risk.

Peoples lending policies generally limit the maximum loan-to-value ratio on fixed-rate and ARM loans to 80% of the lesser of the appraised value or purchase price of the underlying residential property unless private mortgage insurance to cover the excess over 80% is obtained, in which case the mortgage is limited to 95% (or 97% under a Freddie Mac program) of the lesser of appraised value or purchase price. The loan-to-value ratio, maturity and other provisions of the loans made by Peoples are generally reflected in the policy of making less than the maximum loan permissible under federal regulations, in accordance with established lending practices, market conditions and underwriting standards maintained by Peoples. Peoples requires title, fire and extended insurance coverage on all mortgage loans originated. All of Peoples real estate loans contain due on sale clauses. Peoples generally obtains appraisals on all its real estate loans from outside appraisers.

**Commercial Real Estate Loans.** Commercial real estate loans are generally secured by small retail stores, professional office space and, in certain instances, farm properties. Commercial real estate loans

Table of Contents

are generally originated with a loan-to-value ratio not to exceed 75% of the appraised value of the property. Property appraisals are performed by independent appraisers approved by Peoples' board of directors. Peoples originates fixed-rate balloon loans with a short maturity, but a longer amortization schedule.

Commercial real estate lending affords Peoples an opportunity to receive interest at rates higher than those generally available from residential mortgage lending. However, loans secured by such properties usually are greater in amount, more difficult to evaluate and monitor and, therefore, involve a greater degree of risk than residential mortgage loans. Because payments on loans secured by multi-family and commercial properties are often dependent on the successful operation and management of the properties, repayment of such loans may be affected by adverse conditions in the real estate market or the economy. Peoples seeks to minimize these risks by limiting the maximum loan-to-value ratio to 75% and strictly scrutinizing the financial condition of the borrower, the quality of the collateral and the management of the property securing the loan. Peoples also obtains loan guarantees from financially capable parties based on a review of personal financial statements.

**Construction Loans.** Peoples originates construction loans for residential properties and commercial properties. Although Peoples originates construction loans that are repaid with the proceeds of a limited number of mortgage loans obtained by the borrower from another lender, the majority of the construction loans that Peoples originates are permanently financed by Peoples. Construction loans originated without a commitment by Peoples to provide permanent financing are generally originated for a term of six to 12 months and at a fixed interest rate based on the prime rate.

Most construction loans are originated with a loan-to-value ratio not to exceed 80% of the appraised estimated value of the completed property. The construction loan documents require the disbursement of the loan proceeds in increments as construction progresses. Disbursements are based on periodic on-site inspections by an independent appraiser.

Construction lending is inherently riskier than residential mortgage lending. Construction loans, on average, generally have higher loan balances than residential mortgage loans. In addition, the potential for cost overruns because of the inherent difficulties in estimating construction costs and, therefore, collateral values and the difficulties and costs associated with monitoring construction progress, among other things, are major contributing factors to this greater credit risk. Furthermore, the demand for construction loans and the ability of construction loan borrowers to service their debt depends highly on the state of the general economy, including market interest rate levels and the state of the economy of Peoples' primary market area. A material downturn in economic conditions could be expected to have a material adverse effect on the credit quality of the construction loan portfolio.

**Consumer Loans.** Peoples offers a variety of secured or guaranteed consumer loans, including automobile and truck loans, home equity loans, home improvement loans, boat loans, mobile home loans and loans secured by savings deposits. In addition, Peoples offers unsecured consumer loans. Consumer loans are generally originated at fixed interest rates and for terms not to exceed seven years. The largest portion of Peoples' consumer loan portfolio consists of personal installment loans followed by automobile and truck loans. Automobile and truck loans are originated on both new and used vehicles. Such loans are generally originated at fixed interest rates for terms up to five years and at loan-to-value ratios up to 90% of the blue book value in the case of used vehicles and 90% of the purchase price in the case of new vehicles.

Peoples' underwriting procedures for consumer loans includes an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's creditworthiness is a primary consideration, the underwriting process also includes a comparison of the value of the security, if any, to the proposed loan amount. Peoples underwrites and originates the majority of its consumer loans internally, which management believes limits exposure to credit risks relating to loans underwritten or purchased from brokers or other outside sources.

Table of Contents

Consumer loans generally entail greater risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or secured by assets that depreciate rapidly, such as automobiles. In the latter case, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections depend on the borrower's continuing financial stability, and, therefore, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans. Such loans may also give rise to claims and defenses by the borrower against Peoples as the holder of the loan, and a borrower may be able to assert claims and defenses that it has against the seller of the underlying collateral.

**Loan Maturity and Repricing**

The following table sets forth certain information at December 31, 2014 regarding the dollar amount of loans maturing in Peoples' portfolio based on their contractual terms to maturity, but does not include potential prepayments. Demand loans, which are loans having neither a stated schedule of repayments nor a stated maturity, and overdrafts are reported as due in one year or less. Loan balances do not include undisbursed loan proceeds, unearned income and allowance for loan losses.

	<b>Due in One Year or Less</b>	<b>Due Over One Year Through Five Years</b>	<b>Due After Five Years</b>	<b>Total</b>
Real estate	\$ 16,227	\$ 25,445	\$ 14,285	\$ 55,957
Consumer loans	4,357	304	250	4,911
Commercial business	96			96
Total gross loans	\$ 20,680	\$ 25,749	\$ 14,535	\$ 60,964

**Nonperforming Assets.** Loans are reviewed regularly and when loans become 90 days delinquent, the loan is placed on nonaccrual status and the previously accrued interest income is reversed unless, in the opinion of management, the outstanding interest remains collectible. Typically, payments received on a nonaccrual loan are applied to the outstanding principal and interest as determined at the time of collection of the loan when the likelihood of further loss on the loan is remote. Otherwise, Peoples applies the cost recovery method and applies all payments as a reduction of the unpaid principal balance.

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### Table of Contents

The following table sets forth information with respect to Peoples' nonperforming assets for the dates indicated. Nonperforming assets include nonaccrual loans, accruing loans that are 90 days or more past due, and foreclosed real estate.

	At December 31,		
	2014	2013	2012
<b>Nonperforming Loan Data</b>			
Loans accounted for on a nonaccrual basis:			
Residential real estate(1)	\$ 1,850	\$ 2,297	\$ 3,677
Commercial real estate(2)	752	5,610	8,060
Commercial business			
Consumer	105	15	11
<b>Total</b>	<b>2,707</b>	<b>7,922</b>	<b>11,748</b>
Accounting loans past due 90 days or more:			
Residential real estate(1)	55	93	117
Commercial real estate(2)	74		
Commercial business			
Consumer	11	10	24
<b>Total</b>	<b>140</b>	<b>103</b>	<b>141</b>
<b>Total nonperforming loans</b>	<b>2,847</b>	<b>8,025</b>	<b>11,889</b>
<b>Foreclosed real estate, net</b>	<b>6,100</b>	<b>1,556</b>	<b>1,156</b>
<b>Total nonperforming assets</b>	<b>\$ 8,947</b>	<b>\$ 9,581</b>	<b>\$ 13,045</b>
<b>Total nonperforming loans to net loans</b>	<b>4.80%</b>	<b>11.27%</b>	<b>15.20%</b>
<b>Total nonperforming loans to total assets</b>	<b>1.22%</b>	<b>3.59%</b>	<b>5.15%</b>
<b>Total nonperforming assets to total assets</b>	<b>3.83%</b>	<b>4.29%</b>	<b>5.65%</b>

(1) Including multi-family and 1-4 family construction

(2) Including farmland and commercial real estate construction

Peoples accrues interest on loans over 90 days past due when, in the opinion of management, the estimated value of collateral and collection efforts are deemed sufficient to ensure full recovery. Peoples did not recognize any interest income on nonaccrual loans for the fiscal year ended December 31, 2014.

**Classified Assets.** The Regulations require that each insured institution review and classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, examiners have the authority to identify additional problem assets and, if appropriate, require them to be classified. There are three classifications for problem assets: substandard, doubtful and loss. "Substandard" assets have one or more defined weaknesses and are characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. "Doubtful" assets have the weaknesses of substandard assets with the additional characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. An asset classified as "loss" is considered uncollectible and of such little value that continuance as an asset of the institution is not warranted. If an asset or portion thereof is classified as loss, the insured institution charges off an amount equal to 100% of the portion of the asset classified as loss. The regulations also provide for a "special mention" category, described as assets which do not currently expose the institution to sufficient risk to warrant adverse classification, but have potential weaknesses that deserve management's close attention.



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### Table of Contents

At December 31, 2014, Peoples had \$1.4 million in doubtful loans and \$4.9 million in substandard loans and \$1.4 million in loans as special mention loans at December 31, 2014.

Current accounting rules require that impaired loans be measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price or the fair value of collateral if the loan is collateral dependent. A loan is classified as "impaired" by management when, based on current information and events, it is probable that Peoples will be unable to collect all amounts due in accordance with the terms of the loan agreement. If the fair value, as measured by one of these methods, is less than the recorded investment in the impaired loan, Peoples establishes a valuation allowance with a provision charged to expense. Management reviews the valuation of impaired loans on a quarterly basis to consider changes due to the passage of time or revised estimates. At December 31, 2014, all impaired loans were considered to be collateral dependent for the purposes of determining fair value.

Values for collateral dependent loans are generally based on appraisals obtained from independent licensed real estate appraisers, with adjustments applied for estimated costs to sell the property, costs to complete unfinished or repair damaged property and other factors. New appraisals are generally obtained for all significant properties when a loan is identified as impaired, and a property is considered significant if the value of the property is estimated to exceed \$100,000. Subsequent appraisals are obtained as needed or if management believes there has been a significant change in the market value of the property. In instances where it is not deemed necessary to obtain a new appraisal, management bases its impairment and allowance for loan loss analysis on the original appraisal with adjustments for current conditions based on management's assessment of market factors and management's inspection of the property. At December 31, 2014, discounts from appraised values used to value impaired loans for estimates of changes in market conditions, the condition of the collateral, and estimated costs to sell the property ranged from 9% to 22%.

An insured institution is required to establish and maintain an allowance for loan losses at a level that is adequate to absorb estimated credit losses associated with the loan portfolio, including binding commitments to lend. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities. When an insured institution classifies problem assets as "loss," it is required either to establish an allowance for losses equal to 100% of the amount of the assets, or charge off the classified asset. Peoples regularly reviews the loan portfolio to determine whether any loans require classification in accordance with applicable regulations.

Loans classified as impaired in accordance with accounting standards included in the above regulatory classifications and the related allowance for loan losses are summarized below at the dates indicated:

	At December 31,		
	2014	2013	2012
<b><i>Impaired Loans</i></b>			
Impaired loans with related allowance	\$ 153	\$ 256	\$ 8,358
Impaired loans with no allowance	8,672	15,791	9,877
 Total impaired loans	 \$ 8,825	 \$ 16,047	 \$ 18,235
 <b>Allowance for loan losses:</b>			
Related to impaired loans	\$ 52	\$ 43	\$ 2,657
Related to other loans	1,617	1,668	1,248

See Note 3 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference, for additional information regarding impaired loans and the related allowance for loan losses.



Table of Contents

**Foreclosed Real Estate.** Foreclosed real estate held for sale is carried at fair value minus estimated costs to sell. Costs of holding foreclosed real estate are charged to expense in the current period, except for significant property improvements, which are capitalized. Valuations are periodically performed by management and an allowance is established by a charge to non-interest expense if the carrying value exceeds the fair value minus estimated costs to sell. Income from operations of foreclosed real estate held for sale is reported in non-interest income and expense from operations of foreclosed real estate is reported in non-interest expense. At December 31, 2014, Peoples had foreclosed real estate totaling \$6.1 million.

**Allowance for Loan Losses.** Loans are Peoples' largest concentration of assets and continue to represent the most significant potential risk. In originating loans, Peoples recognizes that losses will be experienced and that the risk of loss will vary with, among other things, the type of loan made, the creditworthiness of the borrower over the term of the loan, general economic conditions and, in the case of a secured loan, the quality of the collateral. Peoples maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance for loan losses represents management's estimate of probable loan losses based on information available as of the date of the financial statements. The allowance for loan losses is based on management's evaluation of the loan portfolio, including historical loan loss experience, delinquencies, known and inherent risks in the nature and volume of the loan portfolio, information about specific borrower situations, estimated collateral values, and economic conditions. The loan portfolio is reviewed quarterly by management to evaluate the adequacy of the allowance for loan losses to determine the amount of any adjustment required after considering the loan charge-offs and recoveries for the quarter. Management applies a systematic methodology that incorporates its current judgments about the credit quality of the loan portfolio.

The methodology used in determining the allowance for loan losses includes segmenting the loan portfolio by identifying risk characteristics common to pools of loans, determining and measuring impairment of individual loans based on the present value of expected future cash flows or the fair value of collateral, and determining and measuring impairment for pools of loans with similar characteristics by applying loss factors that consider the qualitative factors which may affect the loss rates.

Specific allowances related to impaired loans and other classified loans are established where the present value of the loan's discounted cash flows, observable market price or collateral value (for collateral dependent loans) is lower than the carrying value of the loan. The identification of these loans results from the loan review process that identifies and monitors credits with weaknesses or conditions which call into question the full collection of the contractual payments due under the terms of the loan agreement. Factors considered by management include, among others, payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. At December 31, 2014, Peoples' specific allowances totaled \$52,000. The loan had a balance of \$153,000 at December 31, 2014 and the loan was on nonaccrual status.

For loans evaluated on a pool basis, management applies loss factors to pools of loans with common risk characteristics (e.g., residential mortgage loans, home equity loans, commercial real estate loans). The loss factors are derived from Peoples' historical loss experience. Loss factors are adjusted for significant qualitative factors that, in management's judgment, affect the collectability of the loan portfolio segment. The significant qualitative factors include the levels and trends in charge-offs and recoveries, trends in volume and terms of loans, levels and trends in delinquencies, the effects of changes in underwriting standards and other lending practices or procedures, the experience and depth of the lending management and staff, effects of changes in credit concentration, changes in industry and market conditions and national and local economic trends and conditions. Management evaluates these conditions on a quarterly basis and evaluates and modifies the assumptions used in establishing the loss factors.

See Notes 1 and 3 in the accompanying Notes to Consolidated Financial Statements, which are incorporated herein by reference, for additional information regarding management's methodology for estimating the allowance for loan losses.

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Table of Contents

The following table sets forth an analysis of Peoples' allowance for loan losses for the periods indicated.

	At December 31,		
	2014	2013	2012
<b>Charge off and Recovery Detail</b>			
Allowance at beginning of period	\$ 1,711	\$ 3,905	\$ 1,732
Provision for loan losses		300	2,300
Recoveries:			
Residential real estate(1)	19	8	11
Commercial real estate(2)			
Commercial business			
Consumer	2	3	3
<b>Total recoveries</b>	<b>21</b>	<b>11</b>	<b>14</b>
Charge-offs:			
Residential real estate(1)	62	195	68
Commercial real estate(2)		2,305	39
Commercial business			
Consumer	1	5	34
<b>Total charge-offs</b>	<b>63</b>	<b>2,505</b>	<b>141</b>
Net (charge-offs) recoveries	(42)	(2,494)	(127)
<b>Balance at end of period</b>	<b>\$ 1,669</b>	<b>\$ 1,711</b>	<b>\$ 3,905</b>
Ratio of allowance of total loans outstanding at the end of the period	2.74%	2.35%	4.75%
Ratio of net charge-offs to average loans outstanding during the period	0.06%	3.11%	0.15%

(1) Including multi-family and 1-4 family construction

(2) Including farmland and commercial real estate construction

**Allowance for Loan Losses Analysis**

The following table sets forth the breakdown of the allowance for loan losses by loan category at the dates indicated.

	At December 31,					
	2014		2013		2012	
	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category	Amount	Percent of Outstanding Loans in Category
Real estate	\$ 579	91.79%	\$ 538	93.16%	\$ 2,730	93.20%
Commercial business	1	0.16	3	0.10	3	0.38
Consumer	104	8.06	129	6.74	131	6.42
Unallocated	985	N/A	1,041	N/A	1,041	N/A

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Total allowance for Loan losses	\$ 1,669	100.00%	\$ 1,711	100.00%	\$ 3,905	100.00%
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- (1) Including multi-family and 1-4 family construction
- (2) Including farmland and commercial real estate construction

Table of Contents

**Investment Activities**

The securities portfolio is the second largest component of earning assets and provides a significant source of revenue. Securities within the portfolio are classified as primarily available-for-sale.

Available-for-sale securities, which include any security for which management has no immediate plans to sell, but which may be sold in the future, are carried at fair value. Realized gains and losses, based on amortized cost of the specific security, are included in other income. Unrealized gains and losses are recorded, net of related income tax effects, in shareholders' equity. Premiums and discounts are amortized and accreted, respectively, to interest income, using the constant yield method over the period to maturity. Interest and dividends on investments in debt and equity securities are included in income when earned.

Securities available for sale, at fair value, consisting primarily of obligations of U. S. sponsored entities and bond and municipal obligations, increased \$15.7 million, from \$129.3 million at December 31, 2013 to \$145.0 million at December 31, 2014. Purchases of securities available for sale totaled \$108.7 million during 2014. These purchases were offset by maturities of \$22.8 million and sales of \$78.3 million. Peoples invests excess cash in securities that provide safety, liquidity and yield. Accordingly we purchase federal agency notes for short-term yield and low risk, and municipals are purchased to improve our tax equivalent yield focusing on longer term profitability.

Declines in the fair value of available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things, (i) the length of time and the extent to which the fair value has been less than cost, (ii) the financial condition and near-term prospects of the issuer and (iii) the intent and ability of Peoples to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

The unrealized losses in the investment securities were caused by interest rate increases. Because management does not intend to sell the investments and it is not more likely than not that management will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, management does not consider those investments to be other-than-temporarily impaired at December 31, 2014.

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Table of Contents

The following table sets forth the securities portfolio at the dates indicated.

	2014				2013				2012				2011			
	Fair Value	Amortized Cost	Percent of Portfolio	Average Yield(1)	Fair Value	Amortized Cost	Percent of Portfolio	Average Yield(1)	Fair Value	Amortized Cost	Percent of Portfolio	Average Yield(1)	Fair Value	Amortized Cost	Percent of Portfolio	Average Yield(1)
<b>Securities Held to Maturity:</b>																
U.S.																
Agency																
Due in one year or less			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after one year through five years			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after five years through ten years			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after ten years through fifteen years			0.00%	0.00%	62,246	68,514	48.16%	1.67%	61,622	61,520	44.34%	1.91%	40,040	39,959	35.28%	3.01%
Municipals																
Due in one year or less			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after one year through five years			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after five years through ten years			0.00%	0.00%	1,171	1,097	0.91%	3.80%	1,236	1,096	0.89%	3.80%	1,227	1,096	1.08%	3.80%
Due after ten years through fifteen years			0.00%	0.00%	21,058	20,219	16.29%	5.55%	22,586	20,220	16.25%	5.53%	21,053	19,537	18.55%	5.61%
<b>Securities Available for Sale:</b>																
U.S.																
Agency																
Due in one year or less			0.00%	0.00%			0.00%				0.00%	0.00%				0.00%
Due after one year through five years	45,352	45,535	31.28%	0.87%			0.00%				0.00%	0.00%				0.00%
Due after five years through ten years	34,735	34,987	23.96%	1.86%			0.00%				0.00%	0.00%				0.00%
Due after ten years through fifteen years	43,268	44,952	29.85%	2.31%	31,481	34,387	24.36%	2.11%	19,860	19,978	14.29%	2.20%	22,995	22,972	20.26%	2.32%
Municipals																
Due in one year or less			0.00%	0.00%			0.22%	3.68%			0.00%	0.00%				0.00%
Due after one year			0.00%	0.00%			0.00%		580	554	0.42%	3.68%	884	828	0.78%	3.68%

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through five years																
Due after five years through ten years	2,786	2,650	1.92%	3.14%	1,036	1,076	0.80%	1.85%	1,099	1,087	0.79%	1.83%			0.00%	
Due after ten years through fifteen years	18,830	17,732	12.99%	4.95%	11,976	11,620	9.27%	5.44%	11,598	10,647	8.35%	5.67%	11,668	11,006	10.28%	5.68%
Totals	144,971	145,856	100.00%	2.11%	129,259	137,198	100.00%	2.78%	138,970	134,909	100.00%	2.93%	113,504	111,034	100%	3.56%

MBS AFS																
Due in one year or less			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after one year through five years			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after five years through ten years			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after ten years through fifteen years			0.00%	0.00%			0.00%	0.00%	16,054	15,613	11.55%	2.22%	10,425	10,424	9.18%	2.47%

MBS HTM																
Due in one year or less			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after one year through five years			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after five years through ten years			0.00%	0.00%			0.00%	0.00%			0.00%	0.00%			0.00%	
Due after ten years through fifteen years			0.00%	0.00%			0.00%	0.00%	4,335	4,194	3.12%	2.44%	5,212	5,212	4.59%	2.41%

Table of Contents**Deposit Activities and Other Sources of Funds**

**General.** Deposits and loan repayments are the major source of Peoples' funds for lending and investment activities and for its general business purposes. Loan repayments are a relatively stable source of funds, while deposit inflows and outflows and loan prepayments are significantly influenced by general interest rates and money market conditions. Borrowing may be used on a short-term basis to compensate for reductions in the availability of funds from other sources or may also be used on a longer-term basis for interest rate risk management.

**Deposit Accounts.** Deposits are attracted from within Peoples' primary market area through the offering of a broad selection of deposit instruments, including non-interest bearing checking accounts, negotiable order of withdrawal ("NOW") accounts, money market accounts, regular savings accounts, certificates of deposit and retirement savings plans. Deposit account terms vary, according to the minimum balance required, the time periods the funds must remain on deposit and the interest rate, among other factors. In determining the terms of its deposit accounts, Peoples considers the rates offered by its competition, profitability to Peoples, matching deposit and loan products and its customer preferences and concerns. Peoples generally reviews its deposit mix and pricing weekly.

Total deposits increased 2.11%, from \$199.7 million at December 31, 2013 to \$203.9 million at December 31, 2014. Interest-bearing demand deposits increased \$953,000 million during 2014. Noninterest-bearing demand deposits increased 8.60% to \$41.1 million. Savings and money market accounts increased \$1.7 million or 2.09% from \$82.1 million at December 31, 2013 to \$83.8 million. Time deposits decreased \$3.5 million during 2014.

The following table presents the maturity distributions of time deposits of \$100,000 or more as of December 31, 2014.

	<b>Amount at December 31, 2014 (Dollars in Thousands)</b>	
<b><i>Maturity Period</i></b>		
Three months or less	\$	2,916
Over three through six months		2,045
Over six through twelve months		2,459
Over twelve months		7,488
	\$	14,908

The following table sets forth the balances of deposits in the various types of accounts offered by Peoples at the dates indicated.

	<b>At December 31,</b>								
	<b>2014</b>			<b>2013</b>			<b>2012</b>		
	<b>Amount</b>	<b>Percent of Total</b>	<b>Increase (Decrease)</b>	<b>Amount</b>	<b>Percent of Total</b>	<b>Increase (Decrease)</b>	<b>Amount</b>	<b>Percent of Total</b>	<b>Increase (Decrease)</b>
Non-interest bearing	\$ 41,097	20.15%	\$ 3,255	\$ 37,839	18.95%	\$ 2,928	\$ 34,914	17.81%	\$ 3,330
NOW accounts	15,919	7.81	2,445	13,474	6.75	(403)	13,877	7.08	2,021
Savings accounts	32,325	15.85	2,417	29,908	14.98	4,233	25,675	13.10	2,733
Money market Accounts	51,506	25.26	(701)	52,207	26.14	1,586	50,621	25.82	2,232
Individual retirement savings account	23,552	11.55	311	23,241	11.64	765	22,476	11.46	71
Time deposits, \$100,000 and over	14,908	7.31	(1,088)	15,996	8.01	(2,322)	18,318	9.34	1,015
All other time deposits	24,612	12.07	(2,431)	27,043	13.54	(3,133)	30,176	15.39	705
Total	\$ 203,919	100.00%	\$ 4,208	\$ 199,708	100.00%	\$ 3,654	\$ 196,057	100.00%	\$ 12,107





Table of Contents**Shareholders' Equity**

Total shareholders' equity attributable to Peoples increased from \$23.3 million at December 31, 2013 to \$28.8 million at December 31, 2014. This increase is primarily the result of retained net income of \$1.7 million and a net unrealized gain on available for sale securities of \$4.7 million. This was partially offset by Peoples repurchasing 16 shares or \$96,000 of its stock during 2014.

**Off Balance-Sheet Arrangements**

Peoples is a party to financial instruments with off-balance-sheet risk including commitments to extend credit under existing lines of credit and commitments to originate loans. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements.

Off-balance-sheet financial instruments whose contract amounts represent credit and interest rate risk are summarized as follows:

	At December 31,	
	2014	2013
<b>Commitments</b>		
Undisbursed portion of construction loans	\$ 3,414	\$ 2,876
Unfunded commitments to extend credit under existing commercial and personal lines of credit	2,682	2,291
Standby letters of credit	449	397

Peoples does not have any special purpose entities, derivative financial instruments or other forms of off-balance-sheet financing arrangements.

Commitments to originate new loans or to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commercial lines of credit are generally renewable on an annual basis. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Peoples evaluates each customer's creditworthiness on a case-by-case basis. The amounts of collateral obtained, if deemed necessary by Peoples upon extension of credit, are based on management's credit evaluation of the borrower.

**Contractual Obligations**

The following table summarizes information regarding Peoples' contractual obligations as of December 31, 2014:

	Total	Payments Due By Period			
		Less than One Year	One - Three Years	Three - Five Years	More Than Five Years
Deposits	\$ 203,919	\$ 187,007	\$ 13,069	\$ 3,843	\$
Total contractual Obligations	\$ 203,919	\$ 187,007	\$ 13,069	\$ 3,843	\$

**Liquidity and Capital Resources**

Liquidity refers to the ability of a financial institution to generate sufficient cash flow to fund current loan demand, meet deposit withdrawals and pay operating expenses. Peoples' primary sources of funds are new deposits, proceeds from loan repayments and prepayments and proceeds from the maturity of securities. Peoples may also borrow from the Federal Home Loan Bank of Cincinnati.

Table of Contents

While loan repayments and maturities of securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by market interest rates, general economic conditions and competition. At December 31, 2014, Peoples had cash and interest-bearing deposits with banks of \$16.7 million and securities available for sale with a fair value of \$145.0 million. If Peoples requires funds beyond its ability to generate them internally, it has additional borrowing capacity with the Federal Home Loan Bank of Cincinnati and collateral eligible for repurchase agreements.

Peoples must maintain an adequate level of liquidity to ensure the availability of sufficient funds to support loan growth and deposit withdrawals, to satisfy financial commitments and to take advantage of investment opportunities. At December 31, 2014, Peoples had total commitments to extend credit of \$6.5 million. See Note 9 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein. At December 31, 2014, Peoples had certificates of deposit scheduled to mature within one year of \$22.6 million. Historically, Peoples has been able to retain a significant amount of its deposits as they mature.

Peoples is a separate legal entity from Peoples Bank. In addition to its own operating expenses, Peoples requires funds to pay any dividends to its shareholders and to repurchase any shares of its common stock. Peoples' primary source of income is dividends received from Peoples Bank. The amount of dividends Peoples Bank may declare and pay to Peoples in any calendar year, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years.

Peoples and Peoples Bank are required to maintain specific amounts of capital pursuant to regulations. As of December 31, 2014 Peoples Bank was in compliance with all regulatory capital requirements which were effective as of such date with tangible capital to adjusted total assets, Tier I capital to risk-weighted assets and risk-based capital to risk-weighted assets ratios of 12.6%, 31.0% and 32.2%, respectively. See Note 10 in the accompanying Notes to Consolidated Financial Statements, which is incorporated herein by reference.

**Effect of Inflation and Changing Prices**

The consolidated financial statements and related financial data presented in this report have been prepared in accordance with generally accepted accounting principles in the United States of America, which generally require the measurement of financial position and operating results in terms of historical dollars, without considering the changes in relative purchasing power of money over time due to inflation. The primary impact of inflation is reflected in the increased cost of Peoples' operations. Unlike most industrial companies, virtually all the assets and liabilities of the financial institution are monetary in nature. As a result, interest rates generally have a more significant impact on the financial institution's performance than do general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

**Market Risk Analysis**

**Qualitative Aspects of Market Risk.** Market risk is the risk that the estimated fair value of our assets and liabilities will decline as a result of changes in interest rates or financial market volatility, or that our net income will be significantly reduced by interest rate changes.

Peoples' principal financial objective is to achieve long-term profitability while reducing its exposure to fluctuating market interest rates by operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity. Peoples has sought to reduce the exposure of its earnings to changes in market interest rates by attempting to manage the mismatch between asset and liability maturities and interest rates. In order to reduce the exposure to interest rate fluctuations, Peoples has developed strategies to manage its liquidity, shorten its effective maturities of certain interest-earning assets and decrease the interest rate sensitivity of its asset base. Management

Table of Contents

has sought to decrease the average maturity of its assets by emphasizing the origination of short-term commercial and consumer loans, all of which are retained by Peoples for its portfolio. Peoples relies on retail deposits as its primary source of funds. Management believes the use of retail deposits, compared to brokered deposits, reduces the effects of interest rate fluctuations because they generally represent a more stable source of funds.

**Quantitative Aspects of Market Risk.** Peoples does not maintain a trading account for any class of financial instrument nor does Peoples engage in hedging activities or purchase high-risk derivative instruments. Furthermore, Peoples is not subject to foreign currency exchange rate risk or commodity price risk.

Potential cash flows, sales, or replacement value of many of our assets and liabilities, especially those that earn or pay interest, are sensitive to changes in the general level of interest rates. This interest rate risk arises primarily from our normal business activities of gathering deposits, extending loans and investing in investment securities. Many factors affect Peoples' exposure to changes in interest rates, such as general economic and financial conditions, customer preferences, historical pricing relationships, and re-pricing characteristics of financial instruments. Peoples' earnings can also be affected by the monetary and fiscal policies of the U.S. Government and its agencies, particularly the Federal Reserve Board.

An element in Peoples' ongoing process is to measure and monitor interest rate risk using a Net Interest Income at Risk simulation to model the interest rate sensitivity of the balance sheet and to quantify the impact of changing interest rates on Peoples. The model quantifies the effects of various possible interest rate scenarios on projected net interest income over a one-year horizon. The model assumes a semi-static balance sheet and measures the impact on net interest income relative to a base case scenario of hypothetical changes in interest rates over twelve months and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The scenarios include prepayment assumptions, changes in the level of interest rates, the shape of the yield curve, and spreads between market interest rates in order to capture the impact from re-pricing, yield curve, option, and basis risks.

Results of Peoples' simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that Peoples' net interest income could change as follows over a one-year horizon, relative to our base case scenario, based on December 31, 2014 and 2013 financial information.

Immediate Change in the Level of Interest Rates	At December 31, 2014		At December 31, 2013	
	One Year Horizon Dollar Change	One Year Horizon Percent Change	One Year Horizon Dollar Change	One Year Horizon Percent Change
	(Dollars in Thousands)			
300bp	\$ (833)	(14.08)%	\$ 41	0.58%
200bp	(576)	(9.74)	31	0.44
100bp	(348)	(5.88)	(9)	(0.13)
Static				
(100)bp	(1)	(0.02)	245	3.49

At December 31, 2014, Peoples' simulated exposure to an increase in interest rates shows that an immediate and sustained increase in rates of 1.00% would decrease Peoples' net interest income by \$348,000, or 5.88%, over a one year horizon compared to a flat interest rate scenario. Furthermore, a rate increase of 2.00% would cause net interest income to decrease by 9.74%. Alternatively, an immediate and sustained decrease in rates of 1.00% or an increase of 3.00% would decrease Peoples'

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### Table of Contents

net interest income by .02% or 14.08%, respectively, over a one year horizon compared to a flat interest rate scenario.

Peoples also has longer term interest rate risk exposure, which may not be appropriately measured by Net Interest Income at Risk modeling. Therefore, Peoples also uses an Economic Value of Equity ("EVE") interest rate sensitivity analysis in order to evaluate the impact of its interest rate risk on earnings and capital. This is measured by computing the changes in net EVE for its cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. EVE modeling involves discounting present values of all cash flows for on and off balance sheet items under different interest rate scenarios and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The discounted present value of all cash flows represents Peoples' EVE and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. The amount of base case EVE and its sensitivity to shifts in interest rates provide a measure of the longer term re-pricing and option risk in the balance sheet.

Results of Peoples' simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that Peoples' EVE could change as follows, relative to Peoples' base case scenario, based on December 31, 2014 and 2013 financial information.

Immediate Change in the Level of Interest Rates	At December 31, 2014					
	Economic Value of Equity			Economic Value as a Percent of Present Value of Assets		
	Dollar Change	Dollar Change	Percent Change	EVE Ratio	Change	
	(Dollars in Thousands)					
300bp	\$ 16,535	\$ (15,414)	(48.25)%	7.80%	\$ (567)	
200bp	20,934	(11,015)	(34.48)	9.49	(392)	
100bp	25,727	(6,222)	(19.47)	11.22	(219)	
Static	31,949			13.41		
(100)bp	36,658	4,709	15.02	15.02	161	

Immediate Change in the Level of Interest Rates	At December 31, 2013					
	Economic Value of Equity			Economic Value as a Percent of Present Value of Assets		
	Dollar Change	Dollar Change	Percent Change	EVE Ratio	Change	
	(Dollars in Thousands)					
300bp	\$ 4,928	\$ (20,178)	(80.37)%	2.45%	\$ (861)	
200bp	12,044	(13,062)	(52.03)	5.77	(536)	
100bp	16,032	(9,074)	(36.14)	7.38	(368)	
Static	25,106			11.06		
(100)bp	30,730	5,624	22.40	13.19	213	

The previous table indicates that at December 31, 2014, Peoples would expect a decrease in its EVE in the event of a sudden and sustained 200 to 300 basis point increase or a 100 basis point decrease in prevailing interest rates, and would expect an increase in its EVE in the event of a sudden and sustained 100 basis point increase in prevailing interest rates.

The models are driven by expected behavior in various interest rate scenarios and many factors besides market interest rates affect Peoples' net interest income and EVE. For this reason, Peoples models many different combinations of interest rates and balance sheet assumptions to understand its overall sensitivity to market interest rate changes. Therefore, as with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the foregoing tables and it is recognized that the model outputs are not guarantees of actual results. For example, although

Table of Contents

certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate mortgage loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, expected rates of prepayments on loans and early withdrawals from certificates of deposit could deviate significantly from those assumed in the modeling scenarios.

Table of Contents

**DISSENTERS' RIGHTS OF PEOPLES SHAREHOLDERS**

Kentucky law provides certain rights to shareholders who dissent from certain corporate actions, including the Merger. The following is a summary of the material provisions of Kentucky law relating to the dissenters' rights of shareholders and is qualified in its entirety by reference to the provisions of Sections 271B.13-010 through 271B.13-310 of the KBCA, which are attached in full as Annex D to this proxy statement. You are urged to read Annex D in its entirety. Under the provisions of the KBCA, if the Merger Agreement is approved at the special meeting and the Merger is consummated, any shareholder of Peoples who objects to proposed merger and who fully complies with Sections 271B.13-010 through 271B.13-310 of the KBCA will be entitled to demand and receive payment in cash of an amount equal to the fair value of the shareholder's shares of Peoples common stock.

Only a shareholder of record may assert dissenters' rights. A beneficial owner of shares held in a voting trust or by a nominee as the record shareholder (as in the case of shares held in a brokerage account) must direct the shareholder of record to assert dissenters' rights on behalf of the beneficial owner unless the right to dissent is granted to the beneficial owner by a nominee certificate on file with a corporation. A shareholder of record may assert dissenters' rights as to fewer than all of the shares registered in the shareholder's name only if the shareholder dissents with respect to all shares beneficially owned by any one beneficial owner and notifies Peoples in writing of the name and address of each person on whose behalf he or she asserts dissenters' rights. A beneficial owner may assert dissenters' rights only if the beneficial owner submits to Peoples the record shareholder's written consent to the dissent not later than the time the beneficial owner asserts dissenters' rights, and does so with respect to all shares of Peoples common stock of which he or she is the beneficial owner or over which he or she has power to direct the vote.

For the purpose of determining the amount to be received in connection with the exercise of statutory dissenters' rights, the fair value of a dissenting shareholder's common stock will equal the value of the shares immediately before consummation of the proposed merger, excluding any appreciation or depreciation in anticipation of the merger, unless such exclusion would be inequitable. Any shareholder desiring to receive payment of the fair value of such shareholder's shares of Peoples common stock must deliver to Peoples, prior to the shareholder vote at the Peoples special meeting, a written notice of intent to demand payment for his or her shares if the Merger is approved and consummated, must not vote his or her shares in favor of the Merger Agreement, and must comply with the payment demand and other procedural requirements of the KBCA described below.

All written communications from shareholders with respect to the assertion of dissenters' rights should be mailed to: Peoples Bancorp, Inc., 1612 Highway 44 East, Shepherdsville, Kentucky 40165, Attention: Corporate Secretary. Voting against, abstaining from voting or failing to vote on the proposal to approve the Merger Agreement is not enough to satisfy the requirements to assert dissenters' rights under the KBCA. You must also comply with all of the conditions relating to the separate written notice of intent to demand payment described above and the separate written demand for payment of the fair value of shares of Peoples common stock and the other procedural provisions described below.

Within 10 days after the approval of the Merger Agreement at the special meeting, Peoples will send a dissenters' notice to all shareholders who have timely provided a notice of intent to demand payment in accordance with the procedures described above. The dissenters' notice will state the dates and place for receipt of the payment demand and the deposit of Peoples stock certificates, inform holders of uncertificated shares to what extent transfer of the shares will be restricted after the payment demand is received, supply a form for demanding payment that includes the date of the first announcement to the news media or shareholders of the terms of the Merger and requires that the person asserting dissenters' rights certify whether or not he or she acquired beneficial ownership of his

Table of Contents

or her shares before that date, set a date by which Peoples must receive the payment demand, which date may not be fewer than 30 nor more than 60 days after the dissenters' notice is delivered, and be accompanied by a copy of the dissenters' rights provisions of the KBCA.

In order to receive the payment contemplated by the dissenters' rights provisions of the KBCA, shareholders who receive a dissenters' notice must demand payment, certify whether the holder acquired beneficial ownership of shares before the date of the first announcement to the news media or to shareholders of the terms of the Merger, and deposit their stock certificates with Peoples according to the terms of the dissenters' notice. If the consummation of the Merger does not occur within 60 days after the date set for demanding payment and depositing share certificates, Peoples will be required to return the deposited certificates and release the transfer restrictions imposed on uncertificated shares. If the Merger then later occurs, Peoples will be required to send a new dissenters' notice, and the payment demand procedures outlined above must be repeated.

As soon as the Merger occurs and Peoples receives a payment demand from a dissenting shareholder who has complied with the statutory requirements, Peoples will pay the dissenter the amount Peoples estimates to be the fair value of his or her shares, plus accrued interest. The Peoples payment will be accompanied by the balance sheet of Peoples as of the end of a fiscal year ended not more than 16 months before the date of payment; an income statement for that year; a statement of changes in shareholders' equity for that year and the latest available interim financial statements, if any; a statement of Peoples's estimate of the fair value of the shares; an explanation of how the interest was calculated; and a statement of the dissenter's right to demand payment of a different amount under Section 271B.13-280 of the KBCA.

After consummation of the Merger, Peoples may elect to withhold payment from a dissenter unless the dissenter was the beneficial owner of the shares before the date of the first announcement to the news media or Peoples shareholders of the terms of the Merger. If Peoples makes such an election, we will estimate the fair value of the shares, plus accrued interest, and send an offer to each such dissenter that includes the estimate of the fair value, an explanation of how the interest was calculated and a statement of the dissenter's right to demand payment of a different amount under Section 271B.13-280 of the KBCA. Peoples will pay the offer amount to each such dissenting shareholder who agrees to accept it in full satisfaction of his or her demand.

A dissenter may notify Peoples of the dissenter's own estimate of the fair value of the dissenter's shares and amount of interest due and demand payment of the dissenter's estimate, if:

- (i) the dissenter believes the amount Peoples paid or offered is less than the fair value of the dissenter's shares or that the interest due is incorrectly calculated;
- (ii) Peoples fails to make payment within 60 days after the date set for demanding payment; or
- (iii) Peoples, having failed to consummate the merger, does not return the deposited certificates or release the transfer restrictions imposed on uncertificated shares within 60 days after the date set for demanding payment.

A dissenter waives the right to demand payment unless he or she notifies Peoples of his or her demand in writing within 30 days after payment is made or offered for the dissenter's shares. If the demand for payment of the different amount remains unsettled, then Peoples, within 60 days after receiving the payment demand of a different amount from the dissenting shareholder, must file an action in Bullitt County, Kentucky circuit court, requesting that the fair value of the dissenting shareholder's shares be determined. Peoples must make all dissenting shareholders whose demands remain unsettled parties to the proceeding, and all parties will be served with a copy of the petition. Each dissenter made a party to the proceeding will be entitled to judgment for any amount by which the court finds the fair value of that dissenter's shares, plus interest, exceeds the amount Peoples paid, or for the fair value, plus accrued interest, of that dissenter's shares acquired after the date of the first

Table of Contents

public announcement of the terms of the Merger for which Peoples elected to withhold payment. If Peoples does not begin the proceeding within the 60-day period, it will be required to pay the amount demanded by each dissenting shareholder whose demand remains unsettled.

Shareholders should note that dissenting shareholders will recognize gain or loss for federal income tax purposes on cash paid to them in satisfaction of the fair value of their shares, and should consult their tax advisors accordingly. See "Material United States Federal Income Tax Consequences" beginning on page [ • ] of this proxy statement/prospectus.

**Failure by any shareholder to follow the complex steps required by the KBCA for properly asserting dissenters' rights may result in the loss of those rights. If you are considering dissenting from the approval of the Merger Agreement and asserting your dissenters' rights under the KBCA, you should consult your legal advisor.**



Table of Contents

**EXPERTS**

The consolidated financial statements of First Capital for the twelve months ended December 31, 2014, and 2013, have been audited by Monroe Shine & Co., Inc., independent registered public accounting firm ("Monroe Shine"), as set forth in their report thereon set forth in this joint proxy statement/prospectus in reliance upon such report given on the authority of Monroe Shine as experts in accounting and auditing. The consolidated financial statements of Peoples for the twelve months ended December 31, 2014, have been audited by Crowe Horwath LLP independent auditors ("Crowe"), as set forth in their report thereon set forth in this joint proxy statement/prospectus in reliance upon such report given on the authority of Crowe as experts in accounting and auditing.

**LEGAL MATTERS**

Certain matters pertaining to the validity of the First Capital common stock to be issued in connection with the Merger will be passed upon by Krieg DeVault LLP, Indianapolis, Indiana. Certain matters pertaining to the federal income tax consequences of the Merger will be passed upon by Krieg DeVault LLP.

**SHAREHOLDER PROPOSALS FOR NEXT YEAR**

**First Capital**

If the Merger is completed, Peoples shareholders will become shareholders of First Capital. To be included in First Capital's proxy statement and voted on at First Capital's regularly scheduled 2016 annual meeting of shareholders, shareholder proposals must be submitted in writing by December 15, 2015, to First Capital's Secretary, 220 Federal Drive, N.W., P.O. Box 130, Corydon, Indiana 47112, which date is 120 calendar days before the date on which First Capital expects to release the proxy statement for its 2016 annual meeting to First Capital shareholders. If notice of any other shareholder proposal intended to be presented at the annual meeting is not received by First Capital on or before December 15, 2015, the proxy solicited by the First Capital board of directors for use in connection with that meeting may confer authority on the proxies to vote in their discretion on such proposal, without any discussion in the First Capital proxy statement for that meeting of either the proposal or how such proxies intend to exercise their voting discretion. Any such proposals will be subject to the requirements of the proxy rules and regulations adopted under the Exchange Act. If the date of the 2016 annual meeting is changed, the dates set forth above may change.

First Capital's Bylaws provide that, in order for a shareholder to make nominations for the election of directors or proposals for business to be brought before the annual meeting, a shareholder must deliver notice of such nominations and/or proposals to the Corporate Secretary not less than 90 nor more than 120 days before the date of the annual meeting; provided that if less than 100 days' notice of the annual meeting is given to shareholders, such notice must be delivered not later than the close of the tenth day following the day on which notice of the annual meeting was mailed to shareholders. A copy of the Bylaws may be obtained from First Capital.

**Peoples**

If the Merger occurs, there will be no Peoples annual meeting of shareholders for 2016. In that case, shareholder proposals must be submitted to First Capital in accordance with the procedures described above.

If the Merger is not completed, then Peoples will hold an annual meeting in 2016.

Table of Contents

**WHERE YOU CAN FIND MORE INFORMATION**

First Capital files annual, quarterly, and current reports, proxy statements, and other information with the Securities and Exchange Commission. You may read and copy any reports, statements, or other information that First Capital files at the Securities and Exchange Commission's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. First Capital's public filings also are available to the public from commercial document retrieval services and on the Internet site maintained by the Securities and Exchange Commission at "http://www.sec.gov." Shares of First Capital common stock are listed on the NASDAQ Capital Market under the symbol "FCAP."

First Capital has filed with the Securities and Exchange Commission a registration statement on Form S-4 under the Securities Act of 1933 with respect to the common stock of First Capital being offered in the Merger. This joint proxy statement/prospectus, which constitutes part of the registration statement, does not contain all of the information set forth in the registration statement. Parts of the registration statement are omitted from the joint proxy statement/prospectus in accordance with the rules and regulations of the Securities and Exchange Commission. For further information, your attention is directed to the registration statement. Statements made in this joint proxy statement/prospectus concerning the contents of any documents are not necessarily complete, and in each case are qualified in all respects by reference to the copy of the document filed with the Securities and Exchange Commission.

**You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is inconsistent with information contained in this document. This joint proxy statement/prospectus is not an offer to sell these securities in any state where the offer and sale of these securities is not permitted. The information in this joint proxy statement/prospectus is current as of the date it is mailed to security holders, and not necessarily as of any later date. If any material change occurs during the period that this joint proxy statement/prospectus is required to be delivered, this joint proxy statement/prospectus will be supplemented or amended.**

All information regarding First Capital in this joint proxy statement/prospectus has been provided by First Capital, and all information regarding Peoples in this joint proxy statement/prospectus has been provided by Peoples.

Table of Contents

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS  
(AUDITED AND UNAUDITED)**

	<b>Page</b>
<b>FIRST CAPITAL, INC.</b>	
<b>Audited Financial Statements as of and for the years ended December 31, 2014 and 2013</b>	
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F-3</u>
Consolidated Financial Statements	
<u>Consolidated Balance Sheets at December 31, 2014 and 2013</u>	<u>F-4</u>
<u>Consolidated Statements of Income for the years ended December 31, 2014 and 2013</u>	<u>F-5</u>
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2014 and 2013</u>	<u>F-6</u>
<u>Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2014 and 2013</u>	<u>F-7</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2014 and 2013</u>	<u>F-8</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-9</u>
<b>Unaudited Financial Statements as of and for the six months ended June 30, 2015 and June 30, 2014</b>	
Consolidated Financial Statements	
<u>Consolidated Balance Sheets as of June 30, 2015 and December 31, 2014 (unaudited)</u>	<u>F-53</u>
<u>Consolidated Statements of Income for the three months and six months ended June 30, 2015 and 2014 (unaudited)</u>	<u>F-54</u>
<u>Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2015 and 2014 (unaudited)</u>	<u>F-55</u>
<u>Consolidated Statements of Changes in Stockholders' Equity for the six months ended June 30, 2015 and 2014 (unaudited)</u>	<u>F-56</u>
<u>Consolidated Statements of Cash Flows for the six months ended June 30, 2015 and 2014 (unaudited)</u>	<u>F-57</u>
<u>Notes to Consolidated Financial Statements (unaudited)</u>	<u>F-58</u>
<b>PEOPLES BANCORP, INC. OF BULLITT COUNTY</b>	
<b>Audited Financial Statements as of and for the year ended December 31, 2014</b>	
<u>Independent Auditor's Report</u>	<u>F-87</u>
Consolidated Financial Statements	
<u>Consolidated Balance Sheet as of December 31, 2014</u>	<u>F-89</u>
<u>Consolidated Statement of Income for the year ended December 31, 2014</u>	<u>F-90</u>
<u>Consolidated Statement of Comprehensive Income for the year ended December 31, 2014</u>	<u>F-91</u>
<u>Consolidated Statement of Changes in Shareholders' Equity for the year ended December 31, 2014</u>	<u>F-92</u>
<u>Consolidated Statement of Cash Flows for the year ended December 31, 2014</u>	<u>F-93</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-94</u>
<b>Unaudited Financial Statements as of and for the year ended December 31, 2013</b>	
Consolidated Financial Statements	
<u>Consolidated Balance Sheet as of December 31, 2013</u>	<u>F-111</u>
<u>Consolidated Statement of Income for the year ended December 31, 2013</u>	<u>F-112</u>
<u>Consolidated Statement of Comprehensive Loss for the year ended December 31, 2013</u>	<u>F-113</u>
<u>Consolidated Statement of Changes in Shareholders' Equity for the year ended December 31, 2013</u>	<u>F-114</u>
<u>Consolidated Statement of Cash Flows for the year ended December 31, 2013</u>	<u>F-115</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F-116</u>

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Table of Contents

	<b>Page</b>
<b>Unaudited Condensed Consolidated Financial Statements as of and for the six months ended June 30, 2015</b>	
Consolidated Financial Statements	
<u>Condensed Consolidated Balance Sheet as of June 30, 2015</u>	<u>F-133</u>
<u>Condensed Consolidated Statement of Income (Loss) for the six months ended June 30, 2015</u>	<u>F-134</u>
<u>Condensed Consolidated Statement of Comprehensive Income for the six months ended June 30, 2015</u>	<u>F-135</u>
<u>Condensed Consolidated Statement of Changes in Shareholders' Equity for the six months ended June 30, 2015</u>	<u>F-136</u>
<u>Condensed Consolidated Statement of Cash Flows for the six months ended June 30, 2015</u>	<u>F-137</u>
<u>Notes to Condensed Consolidated Financial Statements</u>	<u>F-138</u>

F-2

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Table of Contents

**Report of Independent Registered Public Accounting Firm**

Board of Directors and Stockholders

**First Capital, Inc.**

Corydon, Indiana

We have audited the accompanying consolidated balance sheets of **First Capital, Inc. and Subsidiaries** as of December 31, 2014 and 2013, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for the years then ended. The Company's management is responsible for these consolidated financial statements. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of **First Capital, Inc. and Subsidiaries** as of December 31, 2014 and 2013, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

New Albany, Indiana

March 27, 2015

Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS****DECEMBER 31, 2014 AND 2013**

<b>(In thousands, except share and per share data)</b>	<b>2014</b>	<b>2013</b>
<b>ASSETS</b>		
Cash and due from banks	\$ 13,653	\$ 10,058
Interest-bearing deposits with banks	865	467
Federal funds sold	18,725	611
<b>Total cash and cash equivalents</b>	<b>33,243</b>	<b>11,136</b>
Interest-bearing time deposits	8,270	4,425
Securities available for sale, at fair value	100,226	108,762
Securities held to maturity	6	9
Loans, net	300,603	288,506
Loans held for sale	1,608	1,611
Federal Home Loan Bank stock, at cost	2,241	2,820
Foreclosed real estate	78	466
Premises and equipment	10,208	10,347
Accrued interest receivable	1,580	1,716
Cash value of life insurance	6,161	6,332
Goodwill	5,386	5,386
Other assets	3,151	2,868
<b>Total Assets</b>	<b>\$ 472,761</b>	<b>\$ 444,384</b>
<b>LIABILITIES</b>		
Deposits:		
Noninterest-bearing	\$ 73,042	\$ 56,436
Interest-bearing	339,594	317,394
<b>Total deposits</b>	<b>412,636</b>	<b>373,830</b>
Retail repurchase agreements		9,310
Advances from Federal Home Loan Bank		5,500
Accrued interest payable	127	192
Accrued expenses and other liabilities	2,765	2,213
<b>Total liabilities</b>	<b>415,528</b>	<b>391,045</b>
<b>Commitments and Contingencies</b>		
<b>EQUITY</b>		
Preferred stock of \$.01 par value per share		
Authorized 1,000,000 shares; none issued		
Common stock of \$.01 par value per share		
Authorized 5,000,000 shares; issued 3,164,416 shares; outstanding 2,740,502 and 2,784,088 shares in 2014 and 2013, respectively	32	32
Additional paid-in capital	24,313	24,313
Retained earnings substantially restricted	40,229	36,947

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Accumulated other comprehensive income (loss)	800	(720)
Less treasury stock, at cost 423,914 shares (380,328 shares in 2013)	(8,253)	(7,345)
<b>Total First Capital, Inc. stockholders' equity</b>	<b>57,121</b>	<b>53,227</b>
Noncontrolling interest in subsidiary	112	112
<b>Total equity</b>	<b>57,233</b>	<b>53,339</b>
<b>Total Liabilities and Equity</b>	<b>\$ 472,761</b>	<b>\$ 444,384</b>

See notes to consolidated financial statements.

F-4

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Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF INCOME**  
**YEARS ENDED DECEMBER 31, 2014 AND 2013**

(In thousands, except per share data)	2014	2013
<b>INTEREST INCOME</b>		
Loans, including fees	\$ 15,937	\$ 15,833
Securities:		
Taxable	1,185	1,294
Tax-exempt	1,058	1,113
Federal Home Loan Bank dividends	114	99
Federal funds sold and interest-bearing deposits in banks	105	72
 Total interest income	 18,399	 18,411
<b>INTEREST EXPENSE</b>		
Deposits	1,127	1,474
Retail repurchase agreements	12	28
Advances from Federal Home Loan Bank	5	151
 Total interest expense	 1,144	 1,653
 Net interest income	 17,255	 16,758
Provision for loan losses	190	725
 Net interest income after provision for loan losses	 17,065	 16,033
<b>NONINTEREST INCOME</b>		
Service charges on deposit accounts	3,189	3,112
Commission and fee income	546	355
Gain on sale of securities	54	29
Gain on sale of mortgage loans	713	842
Mortgage brokerage fee income	45	48
Increase in cash value of life insurance	150	160
Other income	239	94
 Total noninterest income	 4,936	 4,640
<b>NONINTEREST EXPENSE</b>		
Compensation and benefits	7,661	7,143
Occupancy and equipment	1,198	1,166
Data processing	1,591	1,458
Professional fees	721	686
Advertising	288	262
Other expenses	2,623	2,616
 Total noninterest expense	 14,082	 13,331
 Income before income taxes	 7,919	 7,342
Income tax expense	2,312	2,255
 Net Income	 5,607	 5,087



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Less net income attributable to the noncontrolling interest in subsidiary	13	13
<b>Net Income Attributable to First Capital, Inc.</b>	\$ 5,594	\$ 5,074
<b>Earnings per common share attributable to First Capital, Inc.:</b>		
<b>Basic</b>	\$ 2.03	\$ 1.82
<b>Diluted</b>	\$ 2.03	\$ 1.82
<b>Dividends per share on common shares</b>	\$ 0.84	\$ 0.80

See notes to consolidated financial statements.

F-5

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Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**YEARS ENDED DECEMBER 31, 2014 AND 2013**

(In thousands)	2014	2013
<b>Net Income</b>	\$ 5,607	\$ 5,087
<b>OTHER COMPREHENSIVE INCOME (LOSS)</b>		
Unrealized gains (losses) on securities available for sale:		
Unrealized holding gains (losses) arising during the period	2,453	(3,797)
Income tax (expense) benefit	(897)	1,392
Net of tax amount	1,556	(2,405)
Less: reclassification adjustment for realized gains included in net income	(54)	(29)
Income tax expense	18	10
Net of tax amount	(36)	(19)
<b>Other Comprehensive Income (Loss), net of tax</b>	1,520	(2,424)
<b>Total Comprehensive Income</b>	7,127	2,663
Less: comprehensive income attributable to the noncontrolling interest in subsidiary	13	13
<b>Comprehensive Income Attributable to First Capital, Inc.</b>	\$ 7,114	\$ 2,650

See notes to consolidated financial statements.

Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY****YEARS ENDED DECEMBER 31, 2014 AND 2013**

(In thousands, except share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock	Noncontrolling Interest	Total
Balances at January 1, 2013	\$ 32	\$ 24,313	\$ 34,101	\$ 1,704	\$ (7,326)	\$ 112	\$ 52,936
Net income			5,074			13	5,087
Other comprehensive loss				(2,424)			(2,424)
Cash dividends			(2,228)			(13)	(2,241)
Purchase of 909 treasury shares					(19)		(19)
Balances at December 31, 2013	32	24,313	36,947	(720)	(7,345)	112	53,339
Net income			5,594			13	5,607
Other comprehensive income				1,520			1,520
Cash dividends			(2,312)			(13)	(2,325)
Purchase of 43,586 treasury shares					(908)		(908)
Balances at December 31, 2014	\$ 32	\$ 24,313	\$ 40,229	\$ 800	\$ (8,253)	\$ 112	\$ 57,233

See notes to consolidated financial statements.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**YEARS ENDED DECEMBER 31, 2014 AND 2013**

(In thousands)	2014	2013
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 5,607	\$ 5,087
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:		
Amortization of premium and accretion of discount on securities, net	699	903
Depreciation and amortization expense	698	707
Deferred income taxes	285	200
Increase in cash value of life insurance	(150)	(160)
Gain on life insurance	(129)	
Gain on sale of securities	(54)	(29)
Provision for loan losses	190	725
Proceeds from sale of loans	29,814	39,572
Loans originated for sale	(29,098)	(36,732)
Gain on sale of loans	(713)	(842)
Decrease in accrued interest receivable	136	41
Decrease in accrued interest payable	(65)	(98)
Net change in other assets/liabilities	(272)	449
<b>Net Cash Provided By Operating Activities</b>	<b>6,948</b>	<b>9,823</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Investment in interest-bearing time deposits	(4,820)	(3,025)
Proceeds from maturities and sales of interest-bearing time deposits	975	
Purchase of securities available for sale	(27,644)	(25,884)
Proceeds from maturities of securities available for sale	21,442	22,190
Proceeds from sales of securities available for sale	5,669	517
Principal collected on mortgage-backed obligations	10,824	12,691
Net increase in loans receivable	(12,402)	(9,346)
Proceeds from sale of foreclosed real estate	503	351
Proceeds from redemption of Federal Home Loan Bank stock	579	
Purchase of premises and equipment	(559)	(297)
Cost method equity investment	(171)	(540)
<b>Net Cash Used In Investing Activities</b>	<b>(5,604)</b>	<b>(3,343)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net increase (decrease) in deposits	38,806	(10,513)
Net decrease in retail repurchase agreements	(9,310)	(4,782)
Advances from Federal Home Loan Bank	10,000	5,500
Repayment of advances from Federal Home Loan Bank	(15,500)	(5,100)
Purchase of treasury stock	(908)	(19)
Dividends paid	(2,325)	(2,241)
<b>Net Cash Provided By (Used In) Financing Activities</b>	<b>20,763</b>	<b>(17,155)</b>
<b>Net Increase (Decrease) in Cash and Cash Equivalents</b>	<b>22,107</b>	<b>(10,675)</b>
Cash and cash equivalents at beginning of year	11,136	21,811
<b>Cash and Cash Equivalents at End of Year</b>	<b>\$ 33,243</b>	<b>\$ 11,136</b>

See notes to consolidated financial statements.

F-8

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Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Operations**

First Capital, Inc. (the Company) is the savings and loan holding company of First Harrison Bank (the Bank), a wholly-owned subsidiary. The Bank is a federally-chartered savings bank which provides a variety of banking services to individuals and business customers through twelve locations in southern Indiana. The Bank's primary source of revenue is real estate mortgage loans. The Bank originates mortgage loans for sale in the secondary market and also sells non-deposit investment products through a financial services division. First Harrison Investments, Inc. and First Harrison Holdings, Inc. are wholly-owned Nevada corporate subsidiaries of the Bank that jointly own First Harrison, LLC, a Nevada limited liability company that holds and manages an investment securities portfolio. First Harrison REIT, Inc. is a wholly-owned subsidiary of First Harrison Holdings, Inc. which holds a portion of the Bank's real estate mortgage loan portfolio. On September 23, 2014, the Company formed FHB Risk Mitigation Services, Inc. ("Captive"). The Captive is a wholly-owned insurance subsidiary of the Company that provides property and casualty insurance coverage to the Company, the Bank and the Bank's subsidiaries, and reinsurance to five other third party insurance captives, for which insurance may not be currently available or economically feasible in the insurance marketplace.

**Basis of Consolidation and Reclassifications**

The consolidated financial statements include the accounts of the Company and its subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States of America and conform to general practices in the banking industry. Intercompany balances and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year presentation.

**Statements of Cash Flows**

For purposes of the statements of cash flows, the Company has defined cash and cash equivalents as cash on hand, amounts due from banks (including cash items in process of clearing), interest-bearing deposits with other banks with an original maturity of 90 days or less, and federal funds sold.

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and the valuation of real estate acquired in connection with foreclosures or in satisfaction of loans. In connection with the determination of the allowance for loan losses and foreclosed real estate, management obtains independent appraisals for significant properties.

A majority of the Bank's loan portfolio consists of single-family residential and commercial real estate loans in the southern Indiana area. Accordingly, the ultimate collectability of a substantial portion of the Bank's loan portfolio and the recovery of the carrying amount of foreclosed real estate are susceptible to changes in local market conditions.

Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

While management uses available information to recognize losses on loans and foreclosed real estate, further reductions in the carrying amounts of loans and foreclosed real estate may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the estimated losses on loans and foreclosed real estate. Such agencies may require the Bank to recognize additional losses based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the estimated losses on loans and foreclosed real estate may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

**Investment Securities**

*Securities Available for Sale:* Securities available for sale consist primarily of mortgage-backed and other debt securities and are stated at fair value. The Company holds mortgage-backed securities and other debt securities issued by the Government National Mortgage Association (GNMA), a U.S. government agency, and the Federal National Mortgage Association (FNMA), the Federal Home Loan Mortgage Corporation (FHLMC), and the Federal Home Loan Bank (FHLB), government-sponsored enterprises (collectively referred to as government agencies), as well as collateralized mortgage obligations (CMOs) and other mortgage-backed securities. Mortgage-backed securities represent participating interests in pools of long-term first mortgage loans originated and serviced by the issuers of the securities. CMOs are complex mortgage-backed securities that restructure the cash flows and risks of the underlying mortgage collateral. The Company also holds debt securities issued by municipalities and political subdivisions of state and local governments.

Amortization of premiums and accretion of discounts are recognized in interest income using methods approximating the interest method over the period to maturity, adjusted for anticipated prepayments. Unrealized gains and losses, net of tax, on securities available for sale are included in other comprehensive income and the accumulated unrealized holding gains and losses are reported as a separate component of equity until realized. Realized gains and losses on the sale of securities available for sale are determined using the specific identification method and are included in other noninterest income and, when applicable, are reported as a reclassification adjustment, net of tax, in other comprehensive income.

*Securities Held to Maturity:* Debt securities for which the Company has the positive intent and ability to hold to maturity are reported at cost, adjusted for amortization of premiums and accretion of discounts that are recognized in interest income using methods approximating the interest method over the period to maturity, adjusted for anticipated prepayments. The Company classifies certain mortgage-backed securities as held to maturity.

Declines in the fair value of individual available for sale and held to maturity securities below their amortized cost that are other than temporary result in write-downs of the individual securities to their fair value. The related write-downs are included in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than amortized cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Bank to retain its investment for a period of time sufficient to allow for any anticipated recovery in fair value.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Investments in non-marketable equity securities such as FHLB stock and companies in which the Company has less than a 20% interest are carried at cost. Dividends received from these investments are included in dividend income, and dividends received in excess of the Company's proportionate share of accumulated earnings are applied as a reduction of the cost of the investment. Impairment testing on these investments is based on applicable accounting guidance and the cost basis is reduced when impairment is deemed to be other-than-temporary.

**Loans and Allowance for Loan Losses**

*Loans Held for Investment*

Loans are stated at unpaid principal balances, less net deferred loan fees and the allowance for loan losses. The Bank grants real estate mortgage, commercial business and consumer loans. A substantial portion of the loan portfolio is represented by mortgage loans to customers in southern Indiana. The ability of the Bank's customers to honor their contracts is dependent upon the real estate and general economic conditions in this area.

Loan origination and commitment fees, as well as certain direct costs of underwriting and closing loans, are deferred and amortized as a yield adjustment to interest income over the lives of the related loans using the interest method. Amortization of net deferred loan fees is discontinued when a loan is placed on nonaccrual status.

*Nonaccrual Loans*

The recognition of income on a loan is discontinued and previously accrued interest is reversed when interest or principal payments become 90 days past due unless, in the opinion of management, the outstanding interest remains collectible. Past due status is determined based on contractual terms. Generally, by applying the cash receipts method, interest income is subsequently recognized only as received until the loan is returned to accrual status. The cash receipts method is used when the likelihood of further loss on the loan is remote. Otherwise, the Company applies the cost recovery method and applies all payments as a reduction of the unpaid principal balance until the loan qualifies for return to accrual status. Interest income on impaired loans is recognized using the cost recovery method, unless the likelihood of further loss on the loan is remote.

A loan is restored to accrual status when all principal and interest payments are brought current and the borrower has demonstrated the ability to make future payments of principal and interest as scheduled, which generally requires that the borrower demonstrate a period of performance of at least six consecutive months.

*Impaired Loans*

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration



Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

Values for collateral dependent loans are generally based on appraisals obtained from independent licensed real estate appraisers, with adjustments applied for estimated costs to sell the property, costs to complete unfinished or repair damaged property and other factors. New appraisals are generally obtained for all significant properties when a loan is identified as impaired, and a property is considered significant if the value of the property is estimated to exceed \$200,000. Subsequent appraisals are obtained as needed or if management believes there has been a significant change in the market value of a collateral property securing a collateral dependent impaired loan. In instances where it is not deemed necessary to obtain a new appraisal, management bases its impairment and allowance for loan loss analysis on the original appraisal with adjustments for current conditions based on management's assessment of market factors and management's inspection of the property.

*Troubled Debt Restructurings*

Modification of a loan is considered to be a troubled debt restructuring (TDR) if the debtor is experiencing financial difficulties and the Company grants a concession to the debtor that it would not otherwise consider. By granting the concession, the Company expects to obtain more cash or other value from the debtor, or to increase the probability of receipt, than would be expected by not granting the concession. The concession may include, but is not limited to, reduction of the stated interest rate of the loan, reduction of accrued interest, extension of the maturity date or reduction of the face amount of the debt. A concession will be granted when, as a result of the restructuring, the Company does not expect to collect all amounts due, including interest at the original stated rate. A concession may also be granted if the debtor is not able to access funds elsewhere at a market rate for debt with similar risk characteristics as the restructured debt. The Company's determination of whether a loan modification is a TDR considers the individual facts and circumstances surrounding each modification.

A TDR can involve loans remaining on nonaccrual, moving to nonaccrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. A TDR on nonaccrual status is restored to accrual status when the borrower has demonstrated the ability to make future payments in accordance with the restructured terms, which generally requires that the borrower demonstrate a period of performance of at least six consecutive months in accordance with the restructured terms including consistent and timely payments.

*Allowance for Loan Losses*

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The Company uses a disciplined process and methodology to evaluate the allowance for loan losses on at least a quarterly basis that is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific and general components. The specific component relates to loans that are individually evaluated for impairment or loans otherwise classified as doubtful, substandard, or special mention. For such loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan.

The general component covers non-classified loans and classified loans that are found, upon individual evaluation, to not be impaired. Such loans are pooled by segment and losses are modeled using annualized historical loss experience adjusted for qualitative factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Company over the prior five years unless the historical loss experience is not considered indicative of the level of risk in the remaining balance of a particular portfolio segment, in which case an adjustment is determined by management. The Company's historical loss experience is then adjusted by an overall loss factor weighting adjustment based on a qualitative analysis prepared by management and reviewed on a quarterly basis. The overall loss factor considers changes in underwriting standards, economic conditions, changes and trends in past due and classified loans and other internal and external factors. Prior to 2014, management used a three-year historical loss period as the basis for its allowance for loan loss methodology. However, based on the Company's loss history and changes in the loan portfolio, management determined that a five-year loss history was appropriate and updated its methodology in 2014.

Management also applies additional loss factor multiples to loans classified as watch, special mention and substandard that are not individually evaluated for impairment. The loss factor multiples for classified loans are based on management's assessment of historical trends regarding losses experienced on classified loans in prior periods. See Note 4 for additional discussion of the qualitative factors utilized in management's allowance for loan losses methodology at December 31, 2014 and 2013.

Management exercises significant judgment in evaluating the relevant historical loss experience and the qualitative factors. Management also monitors the differences between estimated and actual incurred loan losses for loans considered impaired in order to evaluate the effectiveness of the estimation process and make any changes in the methodology as necessary.

The following portfolio segments are considered in the allowance for loan loss analysis: residential real estate, land, construction, commercial real estate, commercial business, home equity and second mortgage, and other consumer loans.

Residential real estate loans primarily consist of loans to individuals for the purchase or refinance of their primary residence, with a smaller portion of the segment secured by non-owner-occupied residential investment properties and multi-family residential investment properties. The risks associated with residential real estate loans are closely correlated to the local housing market and general economic conditions, as repayment of the loans is primarily dependent on the borrowers' or tenants' personal cash flow and employment status.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Land loans primarily consist of loans secured by farmland and vacant land held for investment purposes. The risks associated with land loans are related to the market value of the property taken as collateral and the underlying cash flows for loans secured by farmland, and general economic conditions.

The Company's construction loan portfolio consists of single-family residential properties, multi-family properties and commercial projects, and includes both owner-occupied and speculative investment properties. Risks inherent in construction lending are related to the market value of the property held as collateral, the cost and timing of constructing or improving a property, the borrower's ability to use funds generated by a project to service a loan until a project is completed, movements in interest rates and the real estate market during the construction phase, and the ability of the borrower to obtain permanent financing.

Commercial real estate loans are comprised of loans secured by various types of collateral including office buildings, warehouses, retail space and mixed use buildings located in the Company's primary lending area. Risks related to commercial real estate lending are related to the market value of the property taken as collateral, the underlying cash flows and general economic condition of the local real estate market. Repayment of these loans is generally dependent on the ability of the borrower to attract tenants at lease rates that provide for adequate debt service and can be impacted by local economic conditions which impact vacancy rates. The Company generally obtains loan guarantees from financially capable parties for commercial real estate loans.

Commercial business loans includes lines of credit to businesses, term loans and letters of credit secured by business assets such as equipment, accounts receivable, inventory, or other assets excluding real estate and are generally made to finance capital expenditures or fund operations. Commercial loans contain risks related to the value of the collateral securing the loan and the repayment is primarily dependent upon the financial success and viability of the borrower. As with commercial real estate loans, the Company generally obtains loan guarantees from financially capable parties for commercial business loans.

Home equity and second mortgage loans and other consumer loans consist primarily of home equity lines of credit and other loans secured by junior liens on the borrower's personal residence, home improvement loans, automobile and truck loans, boat loans, mobile home loans, loans secured by savings deposits, credit cards and other personal loans. The risk associated with these loans is related to the local housing market and local economic conditions including the unemployment level.

*Loan Charge-Offs*

For portfolio segments other than consumer loans, the Company's practice is to charge-off any loan or portion of a loan when the loan is determined by management to be uncollectible due to the borrower's failure to meet repayment terms, the borrower's deteriorating or deteriorated financial condition, the depreciation of the underlying collateral, the loan's classification as a loss by regulatory examiners, or for other reasons. A partial charge-off is recorded on a loan when the uncollectibility of a portion of the loan has been confirmed, such as when a loan is discharged in bankruptcy, the collateral is liquidated, a loan is restructured at a reduced principal balance, or other identifiable events that lead management to determine the full principal balance of the loan will not be repaid. A specific reserve is recognized as a component of the allowance for estimated losses on loans individually evaluated for impairment. Partial charge-offs on nonperforming and impaired loans are included in the

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Company's historical loss experience used to estimate the general component of the allowance for loan losses as discussed above. Specific reserves are not considered charge-offs in management's evaluation of the general component of the allowance for loan losses because they are estimates and the outcome of the loan relationship is undetermined.

During 2014 and 2013, the Company recognized partial charge-offs totaling \$67,000 and \$68,000, respectively. At December 31, 2014, the Company had 12 loans with an aggregate recorded investment of \$757,000 and an aggregate unpaid principal balance of \$1.4 million on which partial charge-offs of \$472,000 had been recorded. At December 31, 2013, the Company had 11 loans with an aggregate recorded investment of \$900,000 and an aggregate unpaid principal balance of \$1.4 million on which partial charge-offs of \$446,000 had been recorded

Consumer loans not secured by real estate are typically charged off at 90 days past due, or earlier if deemed uncollectible, unless the loans are in the process of collection. Overdrafts are charged off after 45 days past due. Charge-offs are typically recorded on loans secured by real estate when the property is foreclosed upon.

**Foreclosed Real Estate**

Foreclosed real estate includes formally foreclosed property held for sale. At the time of foreclosure, foreclosed real estate is recorded at fair value less estimated costs to sell, which becomes the property's new basis. Any write-downs based on the property's fair value at the date of acquisition are charged to the allowance for loan losses. After foreclosure, valuations are periodically performed by management and property held for sale is carried at the lower of the new cost basis or fair value less cost to sell. Costs incurred in maintaining foreclosed real estate and subsequent impairment adjustments to the carrying amount of a property, if any, are included in other noninterest expense.

**Premises and Equipment**

Premises and equipment are stated at cost less accumulated depreciation. The Company uses the straight line method of computing depreciation at rates adequate to amortize the cost of the applicable assets over their estimated useful lives. Maintenance and repairs are expensed as incurred. The cost and related accumulated depreciation of assets sold, or otherwise disposed of, are removed from the related accounts and any gain or loss is included in earnings.

**Goodwill and Other Intangibles**

Goodwill recognized in a business combination represents the excess of the cost of the acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed. Goodwill is carried at its implied fair value and is evaluated for possible impairment at least annually or more frequently upon the occurrence of an event or change in circumstances that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Such circumstances could include, but are not limited to: (1) a significant adverse change in legal factors or in business climate, (2) unanticipated competition, or (3) an adverse action or assessment by a regulator. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss is recognized in earnings equal to that excess amount. The loss recognized cannot exceed the carrying amount of goodwill. After a goodwill impairment loss is recognized, the adjusted carrying amount of goodwill is its new accounting basis.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Other intangible assets consist of acquired core deposit intangibles. Core deposit intangibles are amortized over the estimated economic lives of the acquired core deposits. The carrying amount of core deposit intangibles and the remaining estimated economic life are evaluated annually or whenever events or circumstances indicate the carrying amount may not be recoverable or the remaining period of amortization requires revision. After an impairment loss is recognized, the adjusted carrying amount of the intangible asset is its new accounting basis. All core deposit intangibles had been fully amortized as of December 31, 2012.

**Securities Lending and Financing Arrangements**

Securities purchased under agreements to resell (reverse repurchase agreements) and securities sold under agreements to repurchase (repurchase agreements) are treated as collateralized lending and borrowing transactions, respectively, and are carried at the amounts at which the securities were initially acquired or sold.

**Mortgage Banking Activities**

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or market value. Aggregate market value is determined based on the quoted prices under a "best efforts" sales agreement with a third party. Net unrealized losses are recognized through a valuation allowance by charges to income. Realized gains on sales of mortgage loans are included in noninterest income. Mortgage loans are sold with servicing released.

Commitments to originate mortgage loans held for sale are considered derivative financial instruments to be accounted for at fair value. The Bank's mortgage loan commitments subject to derivative accounting are fixed-rate mortgage loan commitments at market rates when initiated. At December 31, 2014, the Bank had commitments to originate \$306,000 in fixed-rate mortgage loans intended for sale in the secondary market after the loans are closed. Fair value is estimated based on fees that would be charged on commitments with similar terms.

**Cash Surrender Value of Life Insurance**

The Bank has purchased life insurance policies on certain directors, officers and key employees to offset costs associated with the Bank's compensation and benefit programs. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contracts at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

**Stock-Based Compensation**

The Company has adopted the fair value based method of accounting for stock-based compensation prescribed in Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 718 for its stock plans.

**Advertising Costs**

Advertising costs are charged to operations when incurred.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Income Taxes**

When income tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while other positions are subject to some degree of uncertainty regarding the merits of the position taken or the amount of the position that would be sustained. The Company recognizes the benefits of a tax position in the consolidated financial statements of the period during which, based on all available evidence, management believes it is more-likely-than-not (more than 50 percent probable) that the tax position would be sustained upon examination. Income tax positions that meet the more-likely-than-not threshold are measured as the largest amount of income tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with the income tax positions claimed on income tax returns that exceeds the amount measured as described above is reflected as a liability for unrecognized income tax benefits in the consolidated balance sheet, along with any associated interest and penalties that would be payable to the taxing authorities, if there were an examination. Interest and penalties associated with unrecognized income tax benefits are classified as additional income taxes in the statement of income.

Income taxes are provided for the tax effects of the transactions reported in the financial statements and consist of taxes currently due plus deferred income taxes. Income tax reporting and financial statement reporting rules differ in many respects. As a result, there will often be a difference between the carrying amount of an asset or liability as presented in the accompanying consolidated balance sheets and the amount that would be recognized as the tax basis of the same asset or liability computed based on the effects of tax positions recognized, as described in the preceding paragraph. These differences are referred to as temporary differences because they are expected to reverse in future years. Deferred income tax assets are recognized for temporary differences where their future reversal will result in future tax benefits. Deferred income tax assets are also recognized for the future tax benefits expected to be realized from net operating loss or tax credit carryforwards. Deferred income tax liabilities are recognized for temporary differences where their future reversal will result in the payment of future income taxes. Deferred income tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred income tax assets will not be realized. Deferred tax assets and liabilities are reflected at income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

**Earnings per Common Share**

Basic earnings per common share is computed by dividing net income available to common shareholders by the weighted average number of shares of common stock outstanding during the periods presented. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock options, restricted stock and other potentially dilutive securities outstanding. Earnings and dividends per share are restated for stock splits and dividends through the date of issuance of the financial statements.

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**Comprehensive Income**

Comprehensive income consists of reported net income and other comprehensive income. Other comprehensive income refers to revenue, expenses, gains and losses that are recorded as an element of equity but are excluded from reported net income. Other comprehensive income includes changes in the unrealized gains and losses on securities available for sale.

**Loss Contingencies**

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated.

**Recent Accounting Pronouncements**

The following are summaries of recently issued or adopted accounting pronouncements that impact the accounting and reporting practices of the Company:

In January 2014, the FASB issued Accounting Standards Update (ASU) No. 2014-04, *Receivables Troubled Debt Restructurings by Creditors (Subtopic 310-40), Reclassification of Residential Real Estate Collateralized Consumer Mortgage Loans upon Foreclosure*. The objective of the amendments in this update is to reduce diversity in practice by clarifying when an in-substance repossession or foreclosure occurs, that is, when a creditor should be considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan such that the loan receivable should be derecognized and the real estate property recognized. The amendments in the update clarify that an in-substance repossession or foreclosure occurs, and a creditor is considered to have received physical possession of residential real estate property collateralizing a consumer mortgage loan, upon either (1) the creditor obtaining legal title to the residential real estate property upon completion of a foreclosure, or (2) the borrower conveying all interest in the residential real estate property to the creditor to satisfy that loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Additionally, the amendments require interim and annual disclosure of both (1) the amount of foreclosed residential real estate property held by the creditor, and (2) the recorded investment in consumer mortgage loans collateralized by residential real estate property that are in the process of foreclosure according to local requirements of the applicable jurisdiction. The amendments in the update are effective for public business entities for annual periods, and interim periods within those annual periods, beginning after December 15, 2014. The adoption of this update is not expected to have a material impact on the Company's financial position or results of operations.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. The update provides a five-step revenue recognition model for all revenue arising from contracts with customers and affects all entities that enter into contracts to provide goods or services to their customers (unless the contracts are included in the scope of other standards). The guidance requires an entity to recognize the revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. For public entities, the guidance is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period, and must be applied either retrospectively or using the modified retrospective approach. Early adoption is not permitted. Management is evaluating the new guidance, but does not expect the adoption of this

Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

guidance to have a material impact on the Company's consolidated financial position or results of operations.

In August 2014, the FASB issued ASU No. 2014-14, *Trouble Debt Restructurings by Creditors (Subtopic 310-40)*. The update addresses the classification of certain foreclosed mortgage loans held by creditors that are either fully or partially guaranteed under government programs (e.g. FHA, VA, HUD). For public entities, the guidance is effective for annual reporting periods, and interim periods within those annual periods, beginning after December 15, 2014. The adoption of this update is not expected to have a material impact on the Company's consolidated financial position or results of operations.

**(2) RESTRICTION ON CASH AND DUE FROM BANKS**

The Bank is required to maintain reserve balances on hand and with the Federal Reserve Bank which are noninterest bearing and unavailable for investment. The average amount of those reserve balances for the years ended December 31, 2014 and 2013 was approximately \$805,000 and \$731,000, respectively.



Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(3) INVESTMENT SECURITIES**

Debt and equity securities have been classified in the consolidated balance sheets according to management's intent. Investment securities at December 31, 2014 and 2013 are summarized as follows:

(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2014:</b>				
Securities available for sale:				
Agency mortgage-backed securities	\$ 32,135	\$ 240	\$ 79	\$ 32,296
Agency CMO	14,461	74	150	14,385
Other debt securities:				
Agency notes and bonds	18,136	32	48	18,120
Municipal obligations	32,178	1,242	78	33,342
Subtotal debt securities	96,910	1,588	355	98,143
Mutual funds	2,083			2,083
Total securities available for sale	\$ 98,993	\$ 1,588	\$ 355	\$ 100,226
Securities held to maturity:				
Agency mortgage-backed securities	\$ 6	\$	\$	\$ 6
Total securities held to maturity	\$ 6	\$	\$	\$ 6
<b>December 31, 2013:</b>				
Securities available for sale:				
Agency mortgage-backed securities	\$ 18,408	\$ 205	\$ 244	\$ 18,369
Agency CMO	20,486	96	341	20,241
Other debt securities:				
Agency notes and bonds	31,594	49	729	30,914
Municipal obligations	36,200	778	938	36,040
Subtotal debt securities	106,688	1,128	2,252	105,564
Mutual funds	3,238		40	3,198
Total securities available for sale	\$ 109,926	\$ 1,128	\$ 2,292	\$ 108,762
Securities held to maturity:				
Agency mortgage-backed securities	\$ 9	\$	\$	\$ 9

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Total securities held to maturity	\$	9	\$	\$	9
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The amortized cost and fair value of debt securities as of December 31, 2014, by contractual maturity, are shown below. Expected maturities of mortgage-backed securities and CMO may differ

F-20

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Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(3) INVESTMENT SECURITIES (Continued)**

from contractual maturities because the mortgages underlying the obligations may be prepaid without penalty.

(In thousands)	Securities Available for Sale		Securities Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due in one year or less	\$ 120	\$ 121	\$	\$
Due after one year through five years	15,679	15,786		
Due after five years through ten years	20,366	20,852		
Due after ten years	14,149	14,703		
	50,314	51,462		
Mortgage-backed securities and CMO	46,596	46,681	6	6
	\$ 96,910	\$ 98,143	\$ 6	\$ 6

At December 31, 2013, certain investment securities were pledged under retail repurchase agreements and to secure FHLB advances. (See Notes 9 and 10)

Information pertaining to investment securities available for sale with gross unrealized losses at December 31, 2014, aggregated by investment category and the length of time that individual investment securities have been in a continuous loss position, follows. At December 31, 2014, the Company did not have any securities held to maturity with an unrealized loss.

(Dollars in thousands)	Number of Investment Positions	Fair Value	Gross Unrealized Losses
Continuous loss position less than twelve months:			
Agency mortgage-backed securities	7	\$ 5,925	\$ 21
Agency CMO	2	1,317	21
Agency notes and bonds	2	1,198	2
Municipal obligations	9	2,291	8
Total less than twelve months	20	10,731	52
Continuous loss position more than twelve months:			
Agency mortgage-backed securities	6	5,986	58
Agency CMO	9	7,306	129
Agency notes and bonds	7	7,586	46
Municipal obligations	9	4,146	70
Total more than twelve months	31	25,024	303
Total securities available for sale	51	\$ 35,755	\$ 355

Management evaluates securities for other-than-temporary impairment at least quarterly, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost,

(2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain

F-21

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Table of Contents

**FIRST CAPITAL, INC. AND SUBSIDIARIES**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**(3) INVESTMENT SECURITIES (Continued)**

its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

At December 31, 2014, the municipal obligations and U.S. government agency debt securities, including agency mortgage-backed securities, agency CMOs, and agency notes and bonds, in a loss position had depreciated approximately 1.0% from the amortized cost basis. All of the U.S. government agency securities and municipal securities are issued by U.S. government agencies, government-sponsored enterprises, or municipal governments, and are secured by first mortgage loans and municipal project revenues. These unrealized losses related principally to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government, its agencies or other governments, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. As the Company has the ability to hold the U.S. government agency debt securities and municipal securities in an unrealized loss position until maturity, no declines are deemed to be other-than-temporary.

While management does not anticipate any credit-related impairment losses at December 31, 2014, additional deterioration in market and economic conditions may have an adverse impact on the credit quality in the future.

During the year ended December 31, 2014, the Company realized gross gains on sales of available for sale municipal obligations and U.S. government agency mortgage-backed securities of \$98,000 and \$7,000, respectively, and gross losses on the sale of municipal obligations, U.S. government agency mortgage-backed securities and mutual funds of \$31,000, \$3,000 and \$17,000, respectively. During the year ended December 31, 2013, the Company realized gross gains on sales of available for sale municipal obligations and U.S. government agency mortgage-backed securities of \$22,000 and \$7,000, respectively.

In June 2014, the Company acquired 31,750 shares of common stock in another financial institution, in addition to the 100,000 shares acquired in 2013, representing approximately 9% of the outstanding common stock of the entity, for a total investment of \$711,000. The investment is accounted for using the cost method of accounting and is included in other assets in the consolidated balance sheet.

Table of Contents**FIRST CAPITAL, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****(4) LOANS AND ALLOWANCE FOR LOAN LOSSES**

Loans at December 31, 2014 and 2013 consisted of the following:

<b>(In thousands)</b>	<b>2014</b>	<b>2013</b>
Real estate mortgage loans:		
Residential	\$ 106,679	\$ 107,029
Land	11,028	10,309
Residential construction	10,347	14,423
Commercial real estate	78,314	76,496
Commercial real estate construction	1,422	1,715
Commercial business loans	28,282	21,956
Consumer loans:		
Home equity and second mortgage loans	37,513	34,815
Automobile loans	25,274	23,983
Loans secured by savings accounts	1,018	1,138
Unsecured loans	3,316	3,541
Other consumer loans	5,075	