

# BankFirst Capital Corporation

3159 JEFFERSON STREET  
MACON, MISSISSIPPI 39341  
(662) 328-2345

To Our Shareholders:

You are cordially invited to attend the 2022 Annual Meeting of Shareholders (the “Annual Meeting”) of BankFirst Capital Corporation (the “Company”) to be held at Lion Hills Center, 2331 Military Road, Columbus, Mississippi 39705 on Thursday, April 28, 2022, at 6:30 p.m., local time.

At the Annual Meeting you will be asked: (1) to elect three (3) directors for three (3) year terms until the 2025 annual meeting of shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal from office, and (2) to transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof. Your Board of Directors unanimously recommends that you vote **“FOR”** each of the proposals.

Enclosed with this letter, you will find the Notice of Annual Meeting which lists the matters to be considered at the Annual Meeting, as well as a Proxy Statement which describes these matters and provides you with additional information about the Company. Also enclosed you will find the Company’s 2021 Annual Report and your proxy card, which allows you to vote on these matters.

Your vote is very important, regardless of the number of shares of Company common stock you own. To vote your shares of Company common stock, you may follow the voting instructions included with the enclosed proxy card or attend the Annual Meeting and vote in-person. On behalf of the Company’s Board of Directors, I urge you to complete and return the enclosed proxy card by following the voting instructions included with the proxy card as soon as possible, even if you currently plan to attend the Annual Meeting in-person.

Thank you for your continued support of the Company.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Moak Griffin', with a stylized flourish at the end.

February 28, 2022

Moak Griffin  
President & Chief Executive Officer

**BankFirst Capital Corporation**  
**3159 JEFFERSON STREET**  
**MACON, MISSISSIPPI 39341**  
**(662) 328-2345**

**NOTICE OF 2022 ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD THURSDAY, APRIL 28, 2022 AT 6:30 P.M., LOCAL TIME**

To the Shareholders of BankFirst Capital Corporation:

Notice is hereby given that the 2022 Annual Meeting of Shareholders (the "Annual Meeting") of BankFirst Capital Corporation (the "Company") will be held on Thursday, April 28, 2022 at 6:30 p.m., local time, at Lion Hills Center, 2331 Military Road, Columbus, Mississippi 39705, for the purpose of considering and voting upon the following matters:

1. To elect the three (3) director nominees named in the accompanying proxy statement to serve a three (3) year term on the Board of Directors of the Company until the 2025 annual meeting of shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal from office; and
2. To transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

The Board of Directors of the Company has fixed February 21, 2022 as the record date for the Annual Meeting. Holders of shares of the Company's common stock at the close of business on February 21, 2022 are entitled to notice of and to vote at the Annual Meeting or at any adjournment(s) or postponement(s) of the Annual Meeting.

As described in the proxy materials accompanying this Notice of Annual Meeting, you are entitled to attend and participate in the Annual Meeting or at any adjournment(s) or postponement(s) of the Annual Meeting if you were a shareholder as of the close of business on February 21, 2022, the record date, or hold a legal proxy for the Annual Meeting. A list of shareholders entitled to vote at the Annual Meeting will be available for examination by any shareholder for any proper purpose during normal business hours at the offices of the Company beginning two (2) business days after notice of the Annual Meeting is given continuing through the date of the Annual Meeting. A list of shareholders entitled to vote at the Annual Meeting will also be available for examination at the Annual Meeting itself.

A copy of the minutes from last years' annual meeting of shareholders is included as Exhibit A of the Proxy Statement accompanying this Notice of Annual Meeting. If you would like to ask a question for discussion at the Annual Meeting, please submit your question to [BFCC@bankfirstfs.com](mailto:BFCC@bankfirstfs.com) by Wednesday, April 27, 2022 at 5:00 p.m. You will be also provided the opportunity to vote on matters submitted to the shareholders at the Annual Meeting in-person. Please note that the chairman of the Annual Meeting will only respond to questions pertinent to the business of the Annual Meeting.

Action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date to which the Annual Meeting may be adjourned or postponed. All shareholders are invited to attend the Annual Meeting in-person. However, you are urged to complete and return the enclosed proxy card by following the voting instructions included with the proxy card as soon as possible so that your shares may be represented and voted in accordance with your wishes and in order that the presence of a quorum may be assured at the Annual Meeting. This will not prevent you from voting in-person at the Annual Meeting but will assure that your vote is counted if you are unable to attend the Annual Meeting. Your proxy may be revoked by appropriate notice to E. G. Flora III, Secretary of the Company, at any time prior to the voting thereof. If you attend the Annual Meeting in-person, you may, if you wish, vote in-person on all matters brought before the Annual Meeting.

By Order of the Board of Directors



E. G. Flora III  
Secretary

February 28, 2022  
Macon, Mississippi

**BankFirst Capital Corporation**  
**Macon, Mississippi**

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**PROXY STATEMENT FOR**  
**THE 2022 ANNUAL MEETING OF SHAREHOLDERS**  
**TO BE HELD ON THURSDAY, APRIL 28, 2022**

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*When we refer in this document to “BankFirst Capital Corporation,” “the Company,” “we,” “our” and “us,” we are referring to BankFirst Capital Corporation, unless the context indicates otherwise. When we refer in this document to “the Bank” or “our banking subsidiary,” we are referring to BankFirst Financial Services, unless the context indicates otherwise.*

This document serves as the proxy statement (the “Proxy Statement”) for the 2022 annual meeting of the shareholders (the “Annual Meeting”) of BankFirst Capital Corporation, Macon, Mississippi. This Proxy Statement and the accompanying proxy card are being furnished to the shareholders of the Company in connection with the solicitation of proxies by the Board of Directors of the Company for use at the Annual Meeting to be held on Thursday, April 28, 2022 at 6:30 p.m., local time, at Lion Hills Center, 2331 Military Road, Columbus, Mississippi 39705, and at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the accompanying Notice of 2022 Annual Meeting, and listed below under the caption “**THE ANNUAL MEETING.**” This Proxy Statement will be first mailed to shareholders of the Company on or about February 28, 2022.

At the Annual Meeting, the holders of the Company’s common stock will be asked (1) to elect the three (3) director nominees named in this Proxy Statement to serve a three (3) year term on the Board of Directors of the Company until the 2025 annual meeting of shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal from office, and (2) to transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

**The date of this Proxy Statement is February 21, 2022**

## **SPECIAL NOTE REGARDING PARTICIPATION AT THE ANNUAL MEETING**

A list of shareholders entitled to vote at the Annual Meeting will be available for examination by any shareholder for any proper purpose during normal business hours at the offices of the Company beginning two (2) business days after notice of the Annual Meeting is given continuing through the date of the Annual Meeting. A list of shareholders entitled to vote at the Annual Meeting will also be available for examination at the Annual Meeting itself.

A copy of the minutes from last years' annual meeting of shareholders is included as Exhibit A of this Proxy Statement. If you would like to ask a question for discussion at the Annual Meeting, please submit your question to [BFCC@bankfirstfs.com](mailto:BFCC@bankfirstfs.com) by Wednesday, April 27, 2022 at 5:00 p.m. You will be also provided the opportunity to vote on matters submitted to the shareholders at the Annual Meeting in-person, in accordance with Mississippi law. Please note that the chairman of the Annual Meeting will only respond to questions pertinent to the business of the Annual Meeting.

## **RECENT DEVELOPMENTS**

### **Completion of Merger with The Citizens Bank of Fayette, Fayette, Alabama.**

As previously announced, the Company and the Bank entered into an Agreement and Plan of Merger (the "Merger Agreement") with F.B.H. Corporation and The Citizens Bank of Fayette, Fayette, Alabama ("Citizens Bank") on October 13, 2021. On December 31, 2021, the Company completed its acquisition of Citizens Bank. The Company anticipates the core data processing systems conversion will be completed on or about July 15, 2022. The acquisition resulted in the Company having 32 locations serving Mississippi and Alabama, and, as of December 31, 2021, the combined company had total assets of approximately \$2.0 billion, gross loans of approximately \$1.2 billion and total deposits of approximately \$1.8 billion.

### **Eligibility to Participate in the Emergency Capital Investment Program**

As previously announced, the Company received a letter, dated December December 14, 2021, from the U. S. Department of the Treasury ("Treasury") indicating that it is eligible to participate in the Emergency Capital Investment Program ("ECIP"). Established by the Consolidated Appropriations Act, 2021, the ECIP was created to encourage low- and moderate-income community financial institutions, such as the Bank, and minority depository institutions to augment their efforts to support small and minority-owned businesses and consumers in their communities. Treasury's news release regarding ECIP is available at: <https://home.treasury.gov/news/press-releases/jy0530>.

Upon the complete execution of ECIP investment and program documentation by the Company and Treasury, preview copies of which were recently released publicly by Treasury, the Company may receive an ECIP investment in an amount up to \$175.0 million in exchange for the issuance by the Company of senior perpetual noncumulative preferred stock to Treasury on terms

to be established by Treasury. In its letter to the Company, Treasury indicated that it would provide further information concerning the ECIP process, including, but not limited to, the fulfillment of certain unspecified closing conditions and additional documentation. Any ECIP investment from Treasury would be intended to qualify as Tier 1 capital of the Bank.

The Company has not yet determined whether it will accept the offer to receive the ECIP investment from Treasury. BankFirst cannot provide any assurance or guarantee concerning whether it will ultimately participate in the ECIP, what the actual amount of ECIP investment, if any, from Treasury it will ultimately accept, what the actual terms, conditions and preferences of the senior perpetual noncumulative preferred stock to be issued to Treasury will be or whether such terms will be acceptable to the Company.

## **THE ANNUAL MEETING**

### **Date, Time and Place of the Annual Meeting**

The Annual Meeting will be held on Thursday, April 28, 2022 at 6:30 p.m., local time, at Lion Hills Center, 2331 Military Road, Columbus, Mississippi 39705.

### **Purpose of the Annual Meeting**

At the Annual Meeting, you will be asked to consider and vote on the following proposals:

1. To elect the three (3) director nominees named in this Proxy Statement to serve a three (3) year term on the Board of Directors of the Company until the 2025 annual meeting of shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal from office; and
2. To transact such other business as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

### **Record Date for the Annual Meeting**

The close of business on February 21, 2022 is the record date (the “Record Date”) for determining holders of outstanding shares of the Company’s common stock entitled to notice of, and to vote at, the Annual Meeting. Only holders of the Company’s common stock of record on the books of the Company at the close of business on the Record Date are entitled to vote at the Annual Meeting or at any adjournment(s) or postponement(s) thereof. As of the Record Date, there were 5,284,525 shares of Company common stock issued and outstanding, each of which is entitled to one vote on all matters.

### **Voting Rights at the Annual Meeting; Proxies**

In order for business to be conducted at the Annual Meeting, a quorum must be present. A quorum consists of a majority of our shares of common stock entitled to vote and present in-person or by proxy at the Annual Meeting, or 2,642,263 shares. Our shares of common stock represented at the Annual Meeting in-person or by a properly executed proxy (including shares that abstain or do not vote with respect to one or more of the matters to be acted upon) will be counted for purposes of determining whether a quorum exists. Abstentions will each be counted as present for determining the presence of a quorum. If a quorum does not exist, the Annual Meeting will be adjourned until a quorum is obtained. Accordingly, we urge you to vote by proxy even if you plan to attend the Annual Meeting in-person so that we will know as soon as possible that enough votes will be present for us to hold the Annual Meeting.

You may vote by following the voting instructions included with the enclosed proxy card or by voting in-person at the Annual Meeting. The proxy card accompanying this Proxy Statement is solicited on behalf of our Board of Directors for use at the Annual Meeting. We encourage you to attend the Annual Meeting, and your completion of the enclosed proxy card will not affect your right to attend the Annual Meeting and vote in-person. However, to ensure that your shares are

voted in accordance with your wishes and that a quorum is present at the Annual Meeting so that we can transact business, we urge you to complete and return the enclosed proxy card by following the voting instructions included with the proxy card as soon as possible. Your prompt response will help reduce proxy costs, which are paid for by us.

Voting by Proxy. Shares of the Company's common stock represented by properly executed proxies will be voted in accordance with the instructions indicated on the proxies. If you complete and return a proxy card in accordance with the voting instructions included with the proxy card, but do not specify a choice with respect to the proposal to be considered at the Annual Meeting, your proxy will be voted "**FOR**" the election of the three (3) director nominees who have been nominated by the Company's Board of Directors for a three (3) year term, and in the discretion of the proxy holders as to any other matter which may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

Please follow the voting instructions included with the enclosed proxy card. If you choose to execute and return a proxy card by mail, please complete, sign, date and return the accompanying proxy card in the enclosed self-addressed envelope. All properly signed proxies that we receive before the vote being taken at the Annual Meeting will be voted as you have indicated on the proxy unless you revoke the proxy before its exercise.

Voting In-Person. If you attend the Annual Meeting in-person, you may vote in-person at the Annual Meeting. If you do not wish to cast your vote in-person at the Annual Meeting, please date, sign and promptly return the enclosed proxy card as soon as possible.

Revocation of Proxy. Mere attendance at the Annual Meeting will not itself revoke a proxy. A shareholder who has given a proxy may revoke it at any time before it is voted by filing with E. G. Flora III, Secretary of the Company, a notice in writing revoking it or a duly executed proxy bearing a later date. Mr. Flora may be contacted at 900 Main Street, Columbus, Mississippi 39701, telephone number (662) 328-2345.

### **Vote Required to Approve the Proposals**

If a quorum is present at the Annual Meeting, a majority of the votes cast, whether in-person or by proxy, is necessary to elect the nominees to the Board of Directors. This means that the number of votes "**FOR**" a nominee must exceed the number of votes "**AGAINST**" that nominee. In accordance with our Articles of Incorporation and Bylaws, shareholders are entitled to cumulate their votes in the election of directors.

Abstentions, which are counted as present for determining the presence of a quorum, will not be counted as a vote "**FOR**" or "**AGAINST**" the proposals. If you return a completed proxy card in accordance with the voting instructions included with the proxy card, but do not indicate how you want to vote, the persons named in the enclosed proxy card will vote the shares represented by the proxy "**FOR**" the proposals presented at the Annual Meeting, unless you withhold authority to vote for the election of any of the nominees as directors by marking your proxy to that effect.

We know of no other business that is likely to be brought before the Annual Meeting. If any other matters are properly brought before the Annual Meeting, or any adjournment(s) or

postponement(s) thereof, the persons named in the proxies, acting under the proxy, will have discretion to vote on those matters in accordance with their best judgment.

### **Solicitation of Proxies**

The Company will bear the costs of soliciting proxies from its shareholders. In addition to the use of the mail, proxies may be solicited by the directors, officers and employees of the Company in person, or by telephone, fax, or e-mail. Such directors, officers and employees will not be additionally compensated for such solicitation.

### **Our Board of Directors' Recommendation**

Our Board of Directors has unanimously approved the nominees to the Board of Directors. Our Board of Directors further recommends that you vote “**FOR**” the proposals considered at this year’s Annual Meeting.

### **PROPOSAL 1: ELECTION OF DIRECTORS**

The Board of Directors by resolution has fixed the number of directors at thirteen (13), and the Board of Directors is divided into three (3) classes. Each class is nominated for election for a three (3) year term. The Board of Directors has nominated the following three (3) individuals to serve as directors of the Company until the 2025 annual meeting of shareholders or until their successors are elected and qualified or until their earlier death, resignation or removal from office:

<b><u>Nominee Name</u></b>	<b><u>Director Since</u></b>
Haley Reeves Fisackerly	2013
Camille Scales Young	2016
Melinda W. Pilkinton	2021

Each of the three (3) above-listed nominees currently serves as directors of the Company and also serves as a director of the Bank. The above-listed nominees have indicated a willingness to serve, if elected, but if any nominee should be unable or unwilling to serve, proxies may be voted for a substitute nominee designated by the Board of Directors.

Directors not standing for election due to three (3) year terms are:

<b><u>Director</u></b>	<b><u>Director Since</u></b>	<b><u>Term Expires</u></b>
Moak Griffin	2012	2024
Phillip O. “Buz” McGuire, Sr.	1992	2024
Gregory C. Rader	2017	2024
George D. Sherman	2008	2024
Rickey J. McCreless, Sr.	2021	2024
Charles David Barge	2002	2023
Joe D. Hollis	1995	2023
E. Frank Hopper	1999	2023



Edwin C. Mauck	1995	2023
J. Robert “Bob” Shearer	2017	2023

### **Vote Required to Elect Nominees**

If a quorum is present at the Annual Meeting, a majority of the votes cast, whether in-person or by proxy, is necessary to elect the nominees to the Board of Directors. This means that the number of votes “FOR” a nominee must exceed the number of votes “AGAINST” that nominee. In accordance with our Articles of Incorporation and Bylaws, shareholders are entitled to cumulate their votes in the election of directors.

**Our Board of Directors unanimously recommends that you vote “FOR” the proposal to elect the nominees listed above to our Board of Directors.** If you return a completed proxy card, the persons named in the enclosed proxy card will vote “FOR” the proposal to elect the nominees listed above to our Board of Directors, unless you withhold authority to vote “FOR” the proposal to elect the nominees listed above to our Board of Directors by marking your proxy card to that effect.

Biographical information for each of the nominees standing for election at the Annual Meeting is set forth below:

***Haley Reeves Fisackerly – Director.*** Mr. Fisackerly was first elected to the Board in 2013. Mr. Fisackerly has over 20 years’ experience in the utilities industry and is currently the president and chief executive officer of Entergy Mississippi, Inc., a regulated electric utility that operates in 45 of Mississippi’s 82 counties. In addition, Mr. Fisackerly serves on the board of directors of the Foundation for Mississippi History, the Mississippi Energy Institute, the Woodward Hines Education Foundation, the Mississippi State University College of Business Advisory Board and the Mississippi Chapter of The Nature Conservancy. He is also a past chairman of the Mississippi Economic Council, the Mississippi Partnership for Economic Development and the USA International Ballet Competition. Mr. Fisackerly graduated from Mississippi State University with a Bachelor of Business Administration and from George Washington University with a Masters of Public Administration.

***Camille Scales Young – Director.*** Mrs. Young was first elected to the Board in 2016. Mrs. Young is a Principal and Director of Cornerstone Government Affairs in Jackson, Mississippi, and has over 24 years of experience as a lobbyist to the Mississippi Legislature, statewide officials and agencies and Congressional members. In addition, Mrs. Young serves on the Board of Trustees of the 4-H Foundation, the Board of Directors of the Greater Jackson Chamber Partnership, the Board of Directors of the Mississippi Children’s Museum and the Board of Directors of Mississippi Power Company. She also is a past president of the Mississippi State University National Alumni Association. Mrs. Young graduated from Mississippi State University with a Bachelor of Arts in Communication Management and a Master of Science in Education. Mrs. Young is a native of Shannon, Mississippi, in Lee County.

***Melinda W. Pilkinton – Director.*** Dr. Pilkinton was first elected to the Board in 2021. Dr. Pilkinton is a retired professor with over 20 years of experience as a social science researcher and professor at the Mississippi State University Department of Sociology, Social Work Program.

Prior to her time in academia, Dr. Pilkinton was an inpatient social worker, outpatient therapist, and Coordinator of Clinical Services for Baptist Memorial Hospital Behavioral Health Facility. Dr. Pilkinton was also a gubernatorial appointee to the Mississippi Board of Examiners for Social Workers and Marriage and Family Therapists for eight years, and was also elected to the Association of Social Work Boards. With an extensive volunteer history in the area of human services and community work, Dr. Pilkinton continues her most recent experience at Noxubee Correctional Facility where she conducts classes and counseling with inmates who have substance abuse issues. Dr. Pilkinton is a native of Mississippi and graduated from Mississippi State University with a Bachelor's degree in Social Work, from the University of Southern Mississippi with a Master's degree in Social Work and from Jackson State University with a Ph.D. in Social Work.

Biographical information about each of our other directors not standing for election at the Annual Meeting due to three (3) year terms is set forth below:

***Charles David Barge – Chairman of the Board.*** Mr. Barge was first elected to the Board in 2002 and has served as the Chairman of the Board of the Company and the Bank since 2012. Mr. Barge is a registered forester in the State of Mississippi with over 43 years of experience in the forestry and timberland industry, serving as president of Barge Forest Products Co. since 1998 and as president of Barge Timberland Management Inc. since 2009. Mr. Barge is a member of the Society of American Foresters, the Mississippi Manufacturing Association, and the Macon, Mississippi Rotary Club. Mr. Barge is also the past executive committee member of the Mississippi Forest Association and, in 2013, Mr. Barge was named the Mississippi State University College of Forest Resources Alumnus of the Year. Mr. Barge graduated from Mississippi State University with a Bachelor of Science in Forestry and a Masters of Forestry in Forestry Business.

***Moak Griffin – Director, President & Chief Executive Officer.*** Mr. Griffin was first elected to the Board in 2012 and has served as the President and Chief Executive Officer of the Company and the Bank since 2012. From 2001 to 2012, Mr. Griffin served in various roles at the Company and the Bank, including Executive Vice President and CEO-Elect, Senior Vice President of Commercial Lending, President of BankFirst Insurance Services, Inc., and Director of Marketing and Business Development. He is a past member of the Mississippi Bankers Association Board of Directors, the Frank P. Phillips YMCA Board of Directors and is a past president and campaign chairman of the United Way of Lowndes County, Mississippi. Mr. Griffin graduated from Mississippi State University with a Bachelor of Arts and is a graduate of the Mississippi School of Banking, the American Bankers Association Commercial Lending School, and the American Bankers Association Stonier Graduate School of Banking.

***Joe D. Hollis – Director.*** Mr. Hollis was first elected to the Board in 1995. Mr. Hollis has owned and operated Hollis Roofing, Inc. in Columbus, Mississippi since 1969. In addition, Mr. Hollis serves the community by volunteering with the Salvation Army, the Last House on the Block, and the YMCA. Mr. Hollis is a graduate of Mississippi State University.

***E. Frank Hopper – Director.*** Mr. Hopper was first elected to the Board in 1999. Mr. Hopper is the president of Ellis Steel Company, Inc. in West Point, Mississippi, and has nearly 50 years of experience in the steel industry. In addition, Mr. Hopper serves on the West Point School

Board, the West Point Housing Authority, the Association of Builders and Contractors Board, and was a commissioned officer in the U.S. Army Reserve. He is also the chairman of the board of directors of West Point United Methodist Church and serves on the board of directors of Old Waverley Golf Club in West Point, Mississippi. Mr. Hopper graduated from the University of West Alabama with a Bachelor of Science.

***Edwin C. Mauck – Director.*** Mr. Mauck was first elected to the Board in 1995. Mr. Mauck has over 47 years' experience as an independent insurance agent as the owner of Hopkins Insurance LLC in Columbus, Mississippi. Mr. Mauck also has extensive experience with franchisees of National Car Rental. In addition, Mr. Mauck has served as past president of Northeast Mississippi Independent Agent Association, past president of the Columbus, Mississippi Rotary Club, past member of the Columbus Chamber of Commerce, and is a past board member of National Car Rental Franchise Owners Association. Mr. Mauck graduated from Mississippi State University with a Bachelor of Science in Banking and Finance.

***Rickey J. McCreless, Sr. – Director.*** Mr. McCreless was first elected to the Board in 2021 after the Company's acquisition of Traders & Farmers Bancshares, Inc. and its wholly-owned subsidiary, Traders & Farmers Bank. Prior to the Company's acquisition of Traders, Mr. McCreless served as Chief Executive Officer of Traders & Farmers Bank and has over 43 years of banking experience. Mr. McCreless also serves as a member and treasurer of the Industrial Development Board of the City of Haleyville, Alabama and is a member of the Civitan Club in Haleyville, Alabama. In addition, Mr. McCreless has served as past president of the Winston County Hospital Board, past president of the Haleyville, Alabama Chamber of Commerce, and past board member of the local American Cancer Society. Mr. McCreless graduated from the University of North Alabama with a Bachelor's degree and is a graduate of the Alabama Banking School and the Graduate School of Banking at Louisiana State University.

***Philip O. "Buz" McGuire, Sr. – Director.*** Mr. McGuire was first elected to the Board in 1992. For over 35 years, Mr. McGuire has owned and operated McGuire's Jewelry Store in Macon, Mississippi and has been the owner of Magnolia Self Storage in Macon, Mississippi for over 10 years. In addition, Mr. McGuire serves as an at-large Alderman for the City of Macon, is a member of the City of Macon Utility Board, is a board member of the Noxubee Alliance, and is a member of the Noxubee County Branch of the NAACP. He is also a past chairman of the Macon-Noxubee Chamber of Commerce. Mr. McGuire graduated from Mississippi State University with a Bachelor of Arts.

***Gregory C. Rader – Director.*** Mr. Rader was first elected to the Board in 2018. Mr. Rader has served as chief executive officer of Columbus Recycling Corporation in Columbus, Mississippi since 2014, overseeing the growth of that business from a single location into a market leader with 12 locations across five states in the Southeastern U.S. Prior to that role, Mr. Rader was chief executive officer of Columbus Scrap Material Company, Inc. from 1996 to 2014. Throughout his career, Mr. Rader has demonstrated an ability for business growth and development, both organically and through strategic acquisitions. In 2020, Mr. Rader was named the Mississippi State University Bagley College of Engineering's Alumnus of the Year. Mr. Rader graduated from Mississippi State University with a Bachelor of Science in Petroleum Engineering.

***J. Robert “Bob” Shearer – Director.*** Mr. Shearer, who was first elected to the Board in 2017, is a retired public accounting firm partner who has over 40 years of experience primarily focused on providing audit, tax and consulting services to financial institutions of all sizes from privately-held community banks to public companies whose securities are registered with the Securities and Exchange Commission. Mr. Shearer is a member of the American Institute of Certified Public Accountants and the Mississippi Society of Certified Public Accountants. He graduated from Mississippi State University with a Bachelor of Science in Mathematics and a Master of Business Administration.

***George D. Sherman – Director.*** Mr. Sherman was first elected to the Board in 2008. Mr. Sherman has owned and operated George Sherman Clothiers in Starkville, Mississippi since 1970. In addition, Mr. Sherman is a member of the Rotary Club, the St. Vincent de Paul Catholic Charity Group, and the St. Joseph Catholic Church and is a member of the Board of Directors of the Catholic Foundation. Mr. Sherman graduated from Mississippi State University with a Bachelor of Arts.

## **DESCRIPTION OF COMPANY STOCK**

The following is a brief description of the rights and limitations of the common stock of the Company under the Mississippi Business Corporation Act and the current Articles of Incorporation and Bylaws of the Company. This section is qualified in its entirety by reference to the text of the Articles of Incorporation and Bylaws of the Company, copies of which may be obtained from Moak Griffin, 900 Main Street, Columbus, Mississippi 39701.

### **Authorized Shares of Capital Stock**

The Company’s Articles of Incorporation currently authorize the issuance of 15,000,000 shares of voting common stock, par value \$0.30 per share, 5,284,525 of which are currently outstanding, and 300,000 shares of preferred stock, none of which are outstanding.

### **Dividend Rights**

Holders of the Company’s common stock are entitled to receive such dividends as may be declared, from time to time, by the Board of Directors out of funds legally available therefor.

### **Voting Rights**

Holders of the Company’s common stock shall possess all voting rights. In accordance with our Articles of Incorporation and Bylaws, shareholders are entitled to cumulate their votes in the election of directors.

### **Listing on OTCQX**

The Company’s shares of common stock are quoted on the OTCQX under the symbol “BFCC.” Additional information regarding the Company, including recent press releases and financial disclosures made by the Company, may be found at the Company’s profile on the OTC Markets Group website, available at <https://www.otcm Markets.com/stock/BFCC/profile>.

## **STOCK OWNERSHIP OF MANAGEMENT**

As of the Record Date, the Company's and the Bank's directors and senior executive management and their families and affiliates collectively beneficially held 1,624,243 shares or 30.74% of our common stock.

## **CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This Proxy Statement includes various forward looking statements. These forward-looking statements reflect our current views with respect to, among other things, the ongoing COVID-19 pandemic and other future events. These statements are often, but not always, made through the use of words or phrases such as “may,” “might,” “should,” “could,” “predict,” “potential,” “believe,” “expect,” “continue,” “will,” “anticipate,” “seek,” “estimate,” “intend,” “plan,” “strive,” “projection,” “goal,” “target,” “aim,” “would,” “annualized” and “outlook,” or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions, estimates and uncertainties that are difficult to predict. Therefore, readers are cautioned not to place undue reliance on the forward-looking statements contained in this Proxy Statement. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. Any forward-looking statements presented herein are made only as of the date of this Proxy Statement, and we do not undertake any obligation to update or revise any forward-looking statements to reflect changes in assumptions, new information, the occurrence of unanticipated events, or otherwise, except as required by law. All forward-looking statements, express or implied, included in this Proxy Statement are qualified in their entirety by this cautionary statement.

## **COST OF ANNUAL MEETING AND SOLICITATION OF PROXIES**

We will pay the expenses associated with the Annual Meeting and with preparing, assembling, printing and mailing this Proxy Statement and the materials used for the solicitation of proxies to be voted at the Annual Meeting. In addition to soliciting proxies through the mail, directors, officers and other employees of the Company may solicit proxies in person, by telephone or by facsimile. None of these persons will receive additional compensation for their efforts during this solicitation, but may be reimbursed for out-of-pocket expenses incurred in connection with the solicitation. After the original mailing of the proxy cards and other solicitation materials, we request that brokers, custodians, nominees and other record holders of common stock forward copies of this Proxy Statement, proxy card and solicitation materials to beneficial owners for whom they hold shares.

## **OTHER MATTERS**

As of the date of this Proxy Statement, the Board of Directors of the Company knows of no matters which will be presented for consideration at the Annual Meeting other than as set forth

in the Notice of 2022 Annual Meeting attached to this Proxy Statement. However, if any other matters shall come before the Annual Meeting or any adjournment(s) or postponement(s) thereof to be voted upon, the enclosed proxy card shall be deemed to confer discretionary authority to the individuals named as proxies therein to vote the shares represented by such proxy as to any such matters.

### **PLEASE CALL IF YOU HAVE QUESTIONS**

If you have any questions or require any assistance, please contact Moak Griffin, President and Chief Executive Officer, BankFirst Capital Corporation, 900 Main Street, Columbus, Mississippi 39701. Mr. Griffin may be reached by telephone at (662) 328-2345.

### **APPROVAL OF THE BOARD OF DIRECTORS**

The contents of this Proxy Statement have been approved by your Board of Directors and your Board of Directors has authorized the mailing thereof to our shareholders.

Shareholders are urged to complete and return the enclosed proxy card as soon as possible by following the voting instructions included with the proxy card, which is solicited on behalf of the Board of Directors.

BY ORDER OF THE BOARD OF DIRECTORS  
BankFirst Capital Corporation, Macon, Mississippi  
February 16, 2022

## **EXHIBIT A**

### **MINUTES OF THE 2021 ANNUAL MEETING OF SHAREHOLDERS**

BankFirst Capital Corporation  
Shareholder's Meeting  
April 22, 2021

The annual meeting of the BankFirst Capital Corporation (Company) shareholders was held virtually on April 22, 2021 due to government guidelines relating to the COVID-19 pandemic. Chairman David Barge called the meeting to order and welcomed those who participated in the meeting virtually.

Barge then recognized Moak Griffin President & CEO of the Company. E. G. Flora, III opened the meeting with prayer.

Corporate Secretary E. G. Flora, III reported on the number of shares present by proxy. He reported that 3,847,606 shares which represents 73% of the Company's 5,270,323 outstanding shares were represented by proxy. Flora declared that this number constituted a quorum according to the Company's By-Laws.

Phillip McGuire moved, seconded by William Freeman, to dispense with the reading of the minutes of the April 23, 2020 meeting and approve the minutes as presented in the proxy materials. The motion was unanimously approved.

Secretary Flora reviewed the proxy materials and reminded those participating that the Company's board of directors recommended the approval of each item.

Moak Griffin then asked Flora to report on the results of the votes by proxy. Flora asked if any shareholders wished to withdraw their proxies for any reason or if anyone participating who did not vote by proxy wished to vote their shares in person; there being none, he proceeded to give the results of the voting as follows:

Item 1. Election of five (5) nominees for the Board of Directors for a three-year term.

	For	Against	Abstain
Moak Griffin	3,831,505	13,673	2,428
Phillip O. "Buz" McGuire	3,825,336	18,430	3,840
Gregory C. Rader	3,823,825	19,353	4,428
George D. Sherman	3,816,317	28,049	3,240
Rickey J. McCreeless, Sr.	3,754,979	3,003	89,624

Item 2. Transaction of any other business properly presented for action at the Annual Meeting.

For	Against	Abstain
3,754,947	15,673	6,986

Both of the items passed.

A motion by William Freeman seconded by Edwin Mauck ratifying and approving the actions of the board of directors and the officers of the Company and of the Bank for the past year was approved.

Moak Griffin made brief remarks thanking all those who participated in the meeting and stating his hope that the shareholders can hold an informal gathering later in the year. He also briefly reviewed the events of the last year and plans for the future of the Company.

The meeting was then adjourned by Chairman Barge.

David Barge  
Chairman

Moak Griffin  
President & CEO

E. G. Flora, III  
Secretary



**BANKFIRST CAPITAL CORPORATION**  
**2022 ANNUAL MEETING OF SHAREHOLDERS**  
**to be held on Thursday, April 28, 2022**

**THIS REVOCABLE PROXY IS SOLICITED BY**  
**THE BOARD OF DIRECTORS OF BANKFIRST CAPITAL CORPORATION**

The undersigned shareholder of BankFirst Capital Corporation (the "Company") hereby appoints Moak Griffin and E. G. Flora III, and either of them, with full power to act alone and with full power of substitution and revocation, as Proxies of the undersigned to attend the 2022 Annual Meeting of Shareholders of the Company to be held on Thursday, April 28, 2022 at 6:30 p.m., local time, at Lion Hills Center, 2331 Military Road, Columbus, Mississippi 39705 (the "Annual Meeting"), and any adjournment(s) or postponement(s) thereof, and to vote the number of shares the undersigned would be entitled to vote if present at the Annual Meeting upon the following items and to vote according to their discretion on any other matter which may properly be presented for action at the Annual Meeting or any adjournment(s) or postponement(s) thereof:

1. To elect the following three (3) nominees as directors of the Company to hold office until the 2025 annual meeting of shareholders, or until their respective successors have been duly elected and qualified or until their earlier death, resignation, or removal from office.

Haley Fisackerly

Camille Young

Melinda Pilkinton

☐ **FOR ALL**

☐ **AGAINST ALL**

☐ **ABSTAIN**

☐ **FOR ALL, EXCEPT FOR THE FOLLOWING:** \_\_\_\_\_

2. To transact any and all other business that may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

☐ **FOR**

☐ **AGAINST**

☐ **ABSTAIN**

The undersigned hereby revokes any and all proxies with respect to such shares heretofore given by the undersigned. The undersigned hereby ratifies and confirms all that said Proxies, or either of them or their substitutes, may lawfully do or cause to be done by virtue hereof, and acknowledges receipt of the Notice of 2022 Annual Meeting of Shareholders and the Proxy Statement accompanying it. If properly executed, this proxy will be voted as specified by you above, or if no choice is specified, this proxy will be voted "FOR" the proposals set forth above.

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING OR ANY ADJOURNMENT(S) OR POSTPONEMENT(S) THEREOF INCLUDING THE ELECTION OF ANY DIRECTOR FOR WHICH A BONA FIDE NOMINEE IS NAMED IN THE NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND SUCH NOMINEE IS UNABLE TO SERVE OR FOR GOOD CAUSE REFUSES TO SERVE, EXCEPT SUCH DISCRETIONARY AUTHORITY TO VOTE SHALL BE LIMITED TO MATTERS OF WHICH THE COMPANY DID NOT HAVE NOTICE A REASONABLE TIME BEFORE MAILING OF THE NOTICE OF ANNUAL MEETING OF SHAREHOLDERS AND THIS PROXY.

Please sign exactly as name appears on your Company stock certificates. When shares are held by joint tenants, both should sign. When signing as attorney-in-fact, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please provide full corporate name and name and capacity of the authorized officer signing on behalf of such corporation. If a partnership, please provide partnership name and name and capacity of the person signing on behalf of such partnership.

Dated: \_\_\_\_\_, 2022

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Signature: \_\_\_\_\_

(If held jointly)

Printed Name: \_\_\_\_\_

(If held jointly)

**THIS PROXY MAY BE REVOKED AT ANY TIME BEFORE IT IS VOTED AT THE ANNUAL MEETING. SHAREHOLDERS ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THIS PROXY IN THE ENVELOPE PROVIDED, WHICH REQUIRES NO POSTAGE IF MAILED IN THE UNITED STATES.**