### Annual Report of Holding Companies—FR Y-6

**Report at the close of business as of the end of fiscal year**

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850(a)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

**NOTE:** The Annual Report of Holding Companies must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

I, Ken L. Burgess, Jr.

Name of the Holding Company Director and Officer

Chief Executive Officer

Title of the Holding Company Director and Officer

attest that the Annual Report of Holding Companies (including the supporting attachments) for this report data has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 281, that the Reporter and individual consent to public release of all details in the report concerning that individual.

**Date of Report (top-tier holding company's fiscal year-end):**

December 31, 2017

**Month / Day / Year**

None

**Reportor's Name, Street, and Mailing Address**

First Bancshares of Texas, Inc.

Legal Title of Holding Company

310 W. Wall St., Suite 1200

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

Midland TX 79701

City State Zip Code

**Physical Location (If different from mailing address)**

**Person to whom questions about this report should be directed:**

Phyllis Bechner

CFO

Name Title

432-687-9166

Area Code / Phone Number / Extension

432-687-1712

Area Code / FAX Number

pbechner@fcbtexas.com

E-mail Address

www.firstbancshares.com

Address (URL) for the Holding Company's web page

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**For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:**

☑ Is Included with the FR Y-6 report

☒ will be sent under separate cover

☐ is not prepared

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**For Federal Reserve Bank Use Only**

RSSD ID

C.I.

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Public reporting burden for this information collection is estimated to vary from 1.3 to 101 hours per response, with an average of 5.50 hours per response, including time to gather and maintain data in the required form and to review instructions and complete the information collection. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden to: Secretary, Board of Governors of the Federal Reserve System, 20th and C Streets, NW, Washington, DC 20551, and to the Office of Management and Budget, Paperwork Reduction Project (7100-0297), Washington, DC 20503.

03/2018
First Bancshares of Texas, Inc.
Midland, Texas
Fiscal Year Ending December 31, 2017

Report Items 1 and 2a

1 First Bancshares of Texas, Inc. will hold its annual shareholder meeting May 26, 2018. The Annual Report will be forwarded to the District Federal Reserve Bank as soon as practicable.

2a Organization Chart

100% First Bancshares of Texas, Inc.
Midland, Texas
State of Incorporation - Texas

100% First Bancshares of Texas Statutory Trust I
Hartford, Connecticut
State of Incorporation – Connecticut
Non-bank subsidiary of First Bancshares of Texas, Inc.

FirstCapital Bank of Texas, N.A.
Midland, Texas
State of Incorporation – Texas
LEI #549300KYODJTW38SQV05
FirstCapital Bank of Texas, N.A. is a wholly owned bank subsidiary of First Bancshares of Texas, Inc.

50% FirstCapital GP, LLC
Midland, Texas
State of Incorporation - Texas
Non-bank subsidiary of First Bancshares of Texas, Inc in which First Bancshares of Texas, Inc. is a managing member
**Reconciliation and Verification Steps**

1. In the Data Action column of each branch row, enter one or more of the actions specified below.
2. If required, enter the date in the ‘Effective Date’ column.

**Actions**

- **Ok:** If the branch information is correct, enter ‘Ok’ in the Data Action column.
- **Change:** If the branch information is incorrect or incomplete, enter the date, then enter ‘Change’ in the Data Action column and the date when the information first became valid in the ‘Effective Date’ column.
- **Close:** If a branch listed was sold or closed, enter ‘Close’ in the Data Action column and the date of closure in the ‘Effective Date’ column.
- **Delete:** If a branch listed was never owned by this reporting institution, enter ‘Delete’ in the Data Action column.
- **Add:** If a reportable branch is missing, insert a row, add the branch data, then enter ‘Add’ in the Data Action column and the opening or acquisition date in the ‘Effective Date’ column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information.

If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the FR Y-10 reporting requirements, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a Data Action of Change, Close, Delete, or Add.

The FR Y-10 report may be submitted in a barclay format or via the FR Y-10 Online application - [https://y10online.federalreserve.gov](https://y10online.federalreserve.gov).

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**Data Action** | **Effective Date** | **Branch Service Type** | **Branch ID - BOID** | **Popular Name** | **Street Address** | **City** | **State** | **Zip Code** | **County** | **Country** | **FDIC UNINCUM** | **Office Number** | **Head Office** | **Head Office ID - BOID** | **Comments**
--- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | ---
Full Service | 2/4/2016 | FIRSTCAPITAL BANK OF TEXAS, N.A. | 310 WEST MAIN STREET, SUITE 1200 | MIDLAND | TX | 79703 | MIDLAND | UNITED STATES | Not Required | Not Required | FIRSTCAPITAL BANK OF TEXAS, N.A. | 2746263 | | |
Full Service | 4/5/2016 | JAMES MCMULLEN BRANCH | 2301 JAMES MCMULLEN AVE. | MIDLAND | TX | 79703 | MIDLAND | UNITED STATES | Not Required | Not Required | FIRSTCAPITAL BANK OF TEXAS, N.A. | 2746263 | | |
Full Service | 4/5/2016 | JAMES MCMULLEN BRANCH | 2301 JAMES MCMULLEN AVE. | MIDLAND | TX | 79703 | MIDLAND | UNITED STATES | Not Required | Not Required | FIRSTCAPITAL BANK OF TEXAS, N.A. | 2746263 | | |
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### Report Item 3: Securities Holders

<table>
<thead>
<tr>
<th>(1)(a)</th>
<th>(1)(b)</th>
<th>(1)(c)</th>
<th>(2)(a)</th>
<th>(2)(b)</th>
<th>(2)(c)</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Name &amp; Address (City, State, Country)</strong></td>
<td><strong>Country of Citizenship or Incorporation</strong></td>
<td><strong>Number and Percentage of Each Class of Voting Securities</strong></td>
<td><strong>Name &amp; Address (City, State, Country)</strong></td>
<td><strong>Country of Citizenship or Incorporation</strong></td>
<td><strong>Number and Percentage of Each Class of Voting Securities</strong></td>
</tr>
<tr>
<td>Concho Trust</td>
<td>USA</td>
<td>150,000 - 1.19% Common Stock</td>
<td>None</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Teresa D. Wilkinson - Beneficial Owner</td>
<td>Midland, TX USA</td>
<td></td>
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<td></td>
</tr>
<tr>
<td>Teresa D. Wilkinson</td>
<td>Midland, TX USA</td>
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</tr>
<tr>
<td>Teresa M. Durkin Wilkinson Trust</td>
<td>USA</td>
<td>225,000 - 1.79% Common Stock</td>
<td></td>
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<tr>
<td>Jack B. Wilkinson, Trustee</td>
<td>Midland, TX USA</td>
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<tr>
<td>Lee Caldwell TR UA</td>
<td>USA</td>
<td>230,000 - 1.90% Common Stock</td>
<td></td>
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</tr>
<tr>
<td>Teresa D. Wilkinson - Beneficial Owner</td>
<td>Midland, TX USA</td>
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</tr>
<tr>
<td>Teresa Durkin Wilkinson GST Exempt Trust</td>
<td>USA</td>
<td>26,673 - .21% Common Stock</td>
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<tr>
<td>Teresa D. Wilkinson, Trustee</td>
<td>Midland, TX USA</td>
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</tr>
<tr>
<td>Patriot Financial Partners III, LP (1)</td>
<td>USA</td>
<td>1,000,000-7.94% Common Stock</td>
<td></td>
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<tr>
<td>Philadelphia, PA USA</td>
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<tr>
<td>Castle Creek Capital Partners VI, LP (2)</td>
<td>USA</td>
<td>1,000,000-7.94% Common Stock</td>
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<td></td>
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<tr>
<td>Rancho Santa Fe, CA USA</td>
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</tr>
</tbody>
</table>

(1) Patriot Financial Partners is represented on the board by Jim Deutsch

(2) Castle Creek is represented on the board by Tony Scavuzzo
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
<th>Principal Occupation if other than with Bank Holding Company</th>
<th>Title &amp; Position with Subsidiaries (include names of subsidiaries)</th>
<th>Title &amp; Position with Other Businesses (include names of other businesses)</th>
<th>Percentage of Voting Securities in Bank Holding Company</th>
<th>Percentage of Voting Securities in Subsidiaries (include names of subsidiaries)</th>
<th>List names of other companies (includes partnerships) if 25% or more of voting securities are held (List names of companies and percentage of voting securities held)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael J Canon</td>
<td>Midland, TX USA</td>
<td>Attorney</td>
<td>Chairman &amp; Director (FirstCapital Bank of Texas)</td>
<td>Attorney: Michael J Canon, PC Chairman: Phygit</td>
<td>1.23%</td>
<td>None</td>
<td>Michael J Canon, PC-100% Phygit - 25%</td>
</tr>
<tr>
<td>Kenneth L Burgess Jr</td>
<td>Horseshoe Bay, TX USA</td>
<td>None</td>
<td>CEO &amp; Director (FirstCapital Bank of Texas)</td>
<td>Chairman, American Bankers Association</td>
<td>1.15%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Brad D. Burgess</td>
<td>Lubbock, TX USA</td>
<td>None</td>
<td>Vice President &amp; Director (FirstCapital Bank of Texas)</td>
<td>Manager, Brookchase, Ltd.; Board Member, Independent Bankers Association of Texas</td>
<td>0.95%</td>
<td>None</td>
<td>Brookchase, Ltd. - 99%</td>
</tr>
<tr>
<td>Tracy Bacon</td>
<td>Midland, TX USA</td>
<td>None</td>
<td>Treasurer &amp; Director (FirstCapital Bank of Texas)</td>
<td>Sr. Vice President (FirstCapital Bank of Texas)</td>
<td>0.27%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Robin Richey</td>
<td>Midland, TX USA</td>
<td>None</td>
<td>Secretary (FirstCapital Bank of Texas)</td>
<td>Managing Partner, RichTree Farms</td>
<td>0.20%</td>
<td>None</td>
<td>RichTree Farms - 25%</td>
</tr>
<tr>
<td>Tevis Herd</td>
<td>Midland, TX USA</td>
<td>Attorney</td>
<td>Director (FirstCapital Bank of Texas)</td>
<td>President, Five H Fund President, H&amp;F Partners, Ltd.</td>
<td>1.36%</td>
<td>None</td>
<td>Five H Fund, 30% Herd Securities, LLC - 25.7%</td>
</tr>
<tr>
<td>(1)</td>
<td>(2)</td>
<td>(3)(a)</td>
<td>(3)(b)</td>
<td>(3)(c)</td>
<td>(4)(a)</td>
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</table>
| Subodh Patel | Hospitality | Director | Director (First Capital Bank of Texas) | President of: ICNP Investments Inc. | 0.71% | None | ICNP Investments Inc. - 100%  
Inn of the South Plains LLC - 100%  
M&M Hospitality LLC - 37.5%  
Ishwarprem Hospitality LLC - 100%  
Seminole Hospitality LLC - 50%  
Maheshwari Hospitality LLC - 50%  
Bluebonnet Hospitality Management, LLC - 50%  
Bluebonnet SW Bagels LLC - 50%  
Bhadane - 50%  
P&B Lodging LLC - 25%  
SPHG Management LLC - 100%  
IC Investments LLC - 100%  
Big Spring Hospitality LLC - 50%  
SSNBM, LLC - 42%  
PD Hospitality, LLC - 42%  
Starlight Conference Center, LLC - 42%  
Rash Kismat Inv. - 100%  
MJS Royalty LLC - 33.33% |
| James W. Ramsey | Petroleum Engineer | Director | None | Vice President & Director: Riverhill Energy Corporation  
Partner: Chestnut Hill Capital Ltd.  
President & Director: Cinnabar Management Corporation & Dos Perros Energy Corporation | 0.30% | None | Cinnabar Management Corporation - 100%  
Chestnut Hill Capital Ltd - 99%  
Dos Perros Energy Corporation - 53% |
| C. Todd Sparks | Oil & Gas Producer | Director | Director (First Capital Bank of Texas) | Director & Officer: Discovery Operating Inc.  
Director: Sparro Producing Inc.  
Director: Triumph Savings Bank  
Director: Triumph Bank, Inc.  
Director: JKTS Corp  
Director: Patriot Drilling LLC  
Managing member: SBP Aviation LLC | 2.56% | None | JKTS Corp - 33%  
SPARCO Producing - 33%  
Dig 'em Deep LTD - 25%  
Patriot Drilling LLC - 30% |
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<tr>
<td>Teresa D. Wilkinson</td>
<td>Investments</td>
<td>Director</td>
<td>Director (FirstCapital Bank of Texas) &amp; Manager (FirstCapital GP, LLC)</td>
<td>Partner, Ben-mar Partners</td>
<td>5.09%</td>
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<tr>
<td>Midland, TX USA</td>
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<td>Ben-mar Partners - 50% JB Sterling LLC - 100%</td>
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</tr>
<tr>
<td>Jay Issacs</td>
<td>None</td>
<td>Director</td>
<td>President (FirstCapital Bank of Texas)</td>
<td>None</td>
<td>1.06%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Midland, TX USA</td>
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</tr>
<tr>
<td>Breck Colquett</td>
<td>Business Owner</td>
<td>Director</td>
<td>None</td>
<td>Partner: Black Diamond Slip Form and Paving</td>
<td>2.24%</td>
<td>None</td>
<td>Raider Manufacturing-100% Brexon Machinery &amp; Leasing - 100% Triple C Concrete - 49% Christmas Trees and More - 50% Black Diamond Slip Form and Paving - 25% Southwest Fab - 100%</td>
</tr>
<tr>
<td>Lubbock, TX USA</td>
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<td></td>
<td>President: Southwest Fab</td>
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</tr>
<tr>
<td>Allen Pruitt</td>
<td>Finance</td>
<td>Director</td>
<td>Director (FirstCapital Bank of Texas)</td>
<td>Partner, Texcap Land &amp; Minerals 3 and Texcap Land &amp; Minerals 4; Asset and Finance Management for Warren Charitable Foundation, Warren Ventures, Ltd., Warren Management, LLC</td>
<td>0.18%</td>
<td>None</td>
<td>None</td>
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<td>Midland, TX USA</td>
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<tr>
<td>Don Cosby</td>
<td>None</td>
<td>President and Director</td>
<td>Director (FirstCapital Bank of Texas)</td>
<td>None</td>
<td>0.79%</td>
<td>None</td>
<td>None</td>
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<tr>
<td>Ft Worth, TX USA</td>
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</tr>
<tr>
<td>Jim Deutsch</td>
<td>Finance</td>
<td>Director</td>
<td>Director (FirstCapital Bank of Texas)</td>
<td>Partner: Patriot Financial Partners LP</td>
<td>7.94%</td>
<td>None</td>
<td>Colton LLC - 50% Sarilly LLC - 100%</td>
</tr>
<tr>
<td>Philadelphia, PA USA</td>
<td></td>
<td></td>
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</tr>
<tr>
<td>Tony Scavuzzo</td>
<td>Finance</td>
<td>Director</td>
<td>Director (FirstCapital Bank of Texas)</td>
<td>Principal: Castle Creek Capital Partners</td>
<td>7.94%</td>
<td>None</td>
<td>None</td>
</tr>
<tr>
<td>Dallas, TX USA</td>
<td></td>
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</tbody>
</table>

1 As reported on Item 3, the 5.09% is the sum of: Concho Trust, Teresa D. Wilkinson, Teresa M. Durkin Wilkinson Trust, Lee Caldwell TR UA, Teresa Durkin Wilkinson GST Exempt Trust and Jack B. Wilkinson is the spouse of Teresa Wilkinson.