



Cape Fear
Farm Credit

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Stockholder Information

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JOIN US FOR YOUR ANNUAL MEETING!

CAPE FEAR FARM CREDIT, ACA

A special invitation is extended to you and your family to attend the 2019 Annual Stockholders' Meeting of Cape Fear Farm Credit, ACA ("Association") on Tuesday, February 19, 2019. Dinner will be served at 6:00 P.M. prior to the business session. The meeting will be held at the Sampson County Exposition Center located at 414 Warsaw Road, Clinton, NC 28328.

The business session will begin at 6:45 P.M. All voting will be conducted by **mail ballot** following the meeting.

Attached is an annual meeting information statement for the Association. This statement includes information relevant to nominees for the 2020 Nominating Committee and nominees for the three Board of Director seats with terms expiring in 2019.

A postal reply card has been attached to this package for your convenience. Please remove and return this reply card by **February 13, 2019** indicating the number planning to attend, so we can make plans for the meal. Please plan to attend your annual meeting for good food, fellowship and a chance at winning one of our cash door prizes that will be awarded!

We look forward to seeing you at your annual meeting.

A handwritten signature in cursive script that reads "Gary Hendrix".

Gary Hendrix
Chairman

A handwritten signature in cursive script that reads "Brad Cornelius".

Brad Cornelius
Chief Executive Officer



**CAPE FEAR FARM CREDIT, ACA
2019 ANNUAL STOCKHOLDERS' MEETING**

INFORMATION STATEMENT

DATE: February 19, 2019
TIME: 6:00 P.M.
PLACE: Sampson County Agri-Exposition Center
 414 Warsaw Road
 Clinton, NC 28328

All stockholders of Cape Fear Farm Credit, ACA (the "Association") are invited and encouraged to attend their 2019 Annual Stockholders' Meeting at the time and place indicated above. Election of the nominating committee and directors will be conducted by **mail ballot** following the meeting.

VOTING SHAREHOLDERS

The Board of Directors of the Association ("Board") has established the close of business on October 31, 2018 as the record date for voting purposes. As of that date, there were 2,390 voting stockholders who are eligible to vote by mail ballot following the 2019 Annual Stockholders' Meeting.

Pursuant to the Association's bylaws, each voting stockholder shall be entitled to one vote regardless of the number of single or joint loans such voting stockholder may have with the Association. In the case of joint loans, the vote may be cast by only one of the joint holders designated and duly authorized by the other joint holder(s) in a writing filed with the Association. The vote of a voting stockholder that is a legal entity may be cast by an individual equity owner or officer of the entity, designated and duly authorized in a writing filed with the Association in accordance with the bylaws of the Association. In no event may an individual vote more than once.

The bylaws of the Association implement the following three Nominating Regions for the election of Stockholder-Elected Directors and members of the nominating committee to ensure that representation is distributed throughout the Association's 12-county chartered territory:

Nominating Region	Counties of North Carolina	Number of Voting Stockholders Entitled to Vote in the Nominating Region as of the October 31, 2018 Record Date
One	Duplin, Pender, Bladen, Brunswick, and New Hanover Counties	759
Two	Sampson and Harnett Counties	839
Three	Cumberland, Columbus, Scotland, Robeson and Hoke Counties	792

A voting stockholder who neither resides nor has its farm operations headquartered in the Association's chartered territory shall be treated as residing in Nominating Region Two but is not eligible to serve as a Stockholder-Elected Director or member of the nominating committee. Each voting stockholder, regardless of the location of the residence of the voting stockholder, is entitled to vote for each director and nominating committee position.

The mail ballots will be tabulated by an independent third party, Hutchens Law Firm, located in Fayetteville, N.C., who will be responsible for validating ballots and tabulating the voting results in accordance with FCA regulations and the Association's bylaws.

NOMINATING COMMITTEE

By mail ballot following the 2019 Annual Stockholders' Meeting, the voting stockholders of the Association shall elect a nominating committee composed of eight (8) stockholders who own or jointly own Class C Common Stock of the Association or individuals

designated in accordance with the bylaws of the Association to vote the Class C Common Stock held by a voting stockholder. Of the eight (8) members of the nominating committee, six (6) of the nominating committee seats are designated as Region Seats, and two (2) nominating committee seats are designated as At-Large Seats. Each candidate for a Region Seat must be a resident of, or have the candidate's farm operations headquartered in, the Nominating Region corresponding to such seat. Each candidate for an At-Large Seat must be a resident of, or have the candidate's farm operations headquartered in, Nominating Region One, Two or Three.

An individual is deemed to reside where the individual maintains his or her primary residence. A stockholder who owns or jointly owns Class C Common Stock is deemed to reside where the individual designated to vote the Class C Common Stock of the stockholder in accordance with the Association's bylaws maintains his or her primary residence. The farm operations of a nominating committee member or candidate are deemed headquartered at the mailing address of record on file with the Association. An individual designated in accordance with the bylaws to vote the Class C Common Stock held by a voting stockholder may serve as a member of the nominating committee of the Association so long as that individual meets all of the other requirements for serving on the nominating committee of the Association.

Through a mail ballot process, the two candidates receiving the greatest number of votes for each Nominating Region shall be declared elected for a one-year term as Region Seat members of the 2020 Nominating Committee. In addition, the two candidates receiving the greatest number of votes for the At-Large Seats shall be declared elected for a one-year term as At-Large Seat members of the 2020 Nominating Committee. Each voting stockholder, regardless of the residence of the voting stockholder, is entitled to vote for each nominating committee seat.

Nominees for the 2020 Nominating Committee have been selected by the 2019 Nominating Committee. See [Exhibit B](#) for a list of the 2019 Nominating Committee Members. The nominees for election to the 2020 Nominating Committee are:

Nominating Region	Name	City of Residence or Business Headquarters
One	Bradley D. Kennedy	Deep Run, NC
One	Roderick H. Morris Jr.	Bladenboro, NC
One	Cindy B. Robinson	Kelly, NC
Two	Jeffrey A. Autry	Bunnlevel, NC
Two	James Lamb	Clinton, NC
Two	Thomas G. Strickland, Jr.	Dunn, NC
Three	Mary H. Ballard	Shannon, NC
Three	Samuel D. Walton	Lumberton, NC
Three	Seth T. Ward	Hallsboro, NC
At-Large	David Bruce Hudson	Dunn, NC
At-Large	James M. Powers	St. Pauls, NC
At-Large	William Wade Stanaland	Bladenboro, NC

Additional nominations for the 2020 Nominating Committee may be made from the floor at the 2019 Annual Meeting of Stockholders. Each nomination from the floor must be an eligible and qualified candidate who complies with the Nominating Region requirements to which the nominating committee seat is assigned. Floor nominations for the Region Seats will be conducted on a region-by-region basis. At the conclusion of the floor nominations for all the Region Seats, floor nominations for the At-Large Seats will be conducted. Each nominee must be a stockholder that owns or jointly owns the Class C Common Stock or an individual designated in accordance with the bylaws to vote the Class C Common Stock held by a voting stockholder. Nominators must be voting stockholders or individuals designated in accordance with the bylaws to vote the Class C Common Stock held by a voting stockholder.

The floor nominee must be physically present at the 2019 Annual Meeting of Stockholders to state whether he or she accepts the nomination. Nominations from the floor do not require a "second" before being placed on a ballot, although the chairman conducting the meeting, in his sole discretion, may permit voting stockholders to second a nomination to show support. Upon receiving a floor nomination, the Annual Meeting process will be stopped until initial eligibility is determined. After initial eligibility is determined, the meeting will proceed. Subsequent due diligence will be performed to determine if the nominee meets all the eligibility requirements imposed by the FCA regulations and the Association's bylaws and policies. Floor nominees meeting all eligibility requirements will be placed on the ballot mailed to the voting stockholders after the conclusion of the meeting.

Each member of the nominating committee may serve no more than one consecutive term and can only serve once every five years. The bylaws of the Association also provide that no person shall be nominated, elected or appointed, or allowed to continue to serve as a member of the nominating committee of the Association, if that person is the spouse, parent, sibling, natural or adopted child, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law of a: (i) director of the Association, (ii) nominee

for election to the Board, (iii) member of the nominating committee of the Association, (iv) nominee for election to the nominating committee of the Association, or (v) salaried officer of the Association.

STOCKHOLDER-DIRECTOR ELECTIONS TO OCCUR IN 2019

The Board consists of twelve (12) directors, of which nine (9) directors are Stockholder-Elected Directors, and three (3) directors are appointed by the Board (“Outside Directors”). Of the nine (9) Stockholder-Elected Director positions, six (6) positions are designated as Region Seats, and three (3) Stockholder-Elected Director positions are designated as At-Large Seats. In order to stand for election to a Stockholder-Elected Director position, the candidate must be a resident of, or have the candidate’s farm operations headquartered in, the Nominating Region corresponding to such seat. An individual is deemed to reside where the individual maintains his or her primary residence. A stockholder who owns or jointly owns Class C Common Stock is deemed to reside where the individual designated to vote the Class C Common Stock of the voting stockholder in accordance with the Association’s bylaws maintains his or her primary residence. The farm operations of a stockholder or candidate is deemed headquartered at the mailing address of record on file with the Association.

The Stockholder-Elected Director seats are listed below.

Stockholder elected Director Seat	Type of Seat	Nominating Regions Region One – Duplin, Pender, Bladen, Brunswick, New Hanover Counties Region Two – Sampson, Harnett Counties Region Three – Cumberland, Columbus, Scotland, Robeson, Hoke Counties	Number of Voting Stockholders Entitled to Vote in the Nominating Region as of the October 31, 2018 Record Date
1	Region Seat	One	759
2	Region Seat	One	759
3	Region Seat	Two	839
4	Region Seat	Two	839
5	Region Seat	Three	792
6	Region Seat	Three	792
7	At-Large Seat	One, Two, or Three	
8	At-Large Seat	One, Two, or Three	
9	At-Large Seat	One, Two, or Three	

By mail ballot following the 2019 Annual Stockholders’ Meeting, the voting stockholders of the Association shall elect individuals to serve as Stockholder-Elected Directors for the two (2) Stockholder-Elected Director seats designated as Seats No. 8 and 9 described above.

The nominees for the two (2) Stockholder-Elected Director seats selected by the 2019 Nominating Committee are identified in the attached Exhibit A. Additional nominations for the Stockholder-Elected Director seats may be made from the floor at the 2019 Annual Meeting of Stockholders. Each nomination from the floor must meet the same eligibility and qualification requirements as candidates nominated by the nominating committee. Each nominee must be a stockholder that is an owner or joint owner of the Class C Common Stock of the Association or an individual designated in accordance with the bylaws of the Association to vote the Class C Common Stock held by a voting stockholder. Each nominator must be a voting stockholder or an individual designated in accordance with the bylaws to vote the Class C Common Stock held by a voting stockholder.

The floor nominee must be physically present at the 2019 Annual Meeting of Stockholders to state whether he or she accepts the nomination. Nominations from the floor do not require a “second” before being placed on a ballot, although the chairman conducting the meeting, in his sole discretion, may permit voting stockholders to second a nomination to show support. Upon receiving a floor nomination, the Annual Meeting process will be stopped until initial eligibility is determined. After initial eligibility is determined, the meeting will proceed. Subsequent due diligence will be performed to determine if the nominee meets all the eligibility requirements imposed by the FCA regulations and the Association’s bylaws and policies.

Any voting stockholder desiring to be nominated as a candidate for director from the floor shall be responsible for providing to the Association such nominee’s biographical and disclosure information no later than three (3) business days after the nomination. In the event a nominee’s biographical and disclosure information is not received in proper form by the Association before the expiration of such three (3) business day period, the nominee shall be removed from the ballot. Floor nominees meeting all eligibility requirements will be placed on the ballot mailed to the voting stockholders after the conclusion of the meeting.

Each voting stockholder, regardless of the residence of the voting stockholder, is entitled to vote for a candidate for each director position. Through the mail ballot process, the candidate receiving the greatest number of votes for each director position shall be declared elected.

A stockholder who neither resides nor has its farm operations headquartered in the Association's chartered territory is not eligible to serve as a Stockholder-Elected Director. The bylaws of the Association provide that no person shall be nominated, elected or appointed, or allowed to continue to serve as a Stockholder-Elected Director, if that person is the spouse, parent, sibling, natural or adopted child, mother-in-law, father-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law of a: (i) director of the Association, (ii) nominee for election to the Board, (iii) member of the nominating committee of the Association, (iv) nominee for election to the nominating committee of the Association, or (v) salaried officer of the Association.

BOARD OF DIRECTORS CURRENTLY SERVING

Name	Stockholder Elected Director Seat Number	Position
Gary A. Hendrix	6	Chairman / Stockholder-Elected Director
Jonathan (Jon) A. Pope	4	Vice Chairman / Stockholder-Elected Director
Alton (Al) D. Bain	Outside Director	Outside Director
David R. Gooden	2	Stockholder-Elected Director
Anthony T. Grant	Outside Director	Outside Director
Nash Johnson II	3	Stockholder-Elected Director
Adrian B. Locklear	5	Stockholder-Elected Director
Paul M. Maguire	7	Stockholder-Elected Director
T. Morris Murphy	1	Stockholder-Elected Director
Gary L. Rouse ²	Outside Director	Outside Director
Michael T. (Bo) Stone	8	Stockholder-Elected Director
Alfred K. Wooten	9	Stockholder-Elected Director

¹ Mr. Gooden also served as a director of the Association from 2005 to 2008.

² Designated financial expert and serves on the Audit Committee.

³ Mr. Stone also served as a director of the Association from 2007 to 2013.

No incumbent directors attended less than 75% of total Board meetings and/or any committee meetings on which he or she served during the fiscal year. No director resigned or declined to stand for re-election since the Association's last Annual Meeting because of policy disagreements with the Board of Directors.

DISCLOSURE INFORMATION

The 2017 Annual Report for Cape Fear Farm Credit, as published and sent to each stockholder, is incorporated herein by reference. The 2017 Annual Report was also made available on www.capefearfarmcredit.com within 75 days of year-end. Stockholders should review the information contained in the report. You may also request a copy by contacting Cape Fear Farm Credit at 333 E. Russell Street, Fayetteville, N.C. 28301 or calling 910-323-9188.

This 2019 Annual Meeting Information Statement was mailed to all voting stockholders on or about January 25, 2019, and it was posted on www.capefearfarmcredit.com simultaneous with its mailing. It will be available on Cape Fear Farm Credit's website for not less than thirty days. Copies of the 2019 Annual Meeting Information Statement are also available for inspection at all offices of Cape Fear Farm Credit.

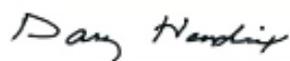
There are no other business matters to be discussed at the meeting except listed herein upon which a stockholder vote is required.

During the preceding year, the Association had loans outstanding to its senior officers and directors, their immediate family members, or organizations with which such senior officers or directors are affiliated. All such loans were made in the ordinary course of business and were made on the same terms, including interest rate, amortization schedule, and collateral, as those prevailing at the time for comparable transactions with other persons. No such loans involved more than the normal risk of collectability.

Type(s) of Agriculture	Age	Term of Office	Period Served
Cotton, row crops, swine, timber	58	2018 to 2022	11 years
Poultry, tobacco, row crops, cattle, hay	44	2017 to 2021	9 years
	58	2017 to 2021	4 years
Row crops, hay, strawberries, cattle, timber, swine, poultry, sweet corn	69	2018 to 2022	4 years ¹
	60	2013 to 2019	5 years
Swine, poultry, row crops	60	2017 to 2021	2 years
Row crops, corn, soybeans, wheat	39	2017 to 2020	2 years
Cattle, poultry, hay, timber	64	2018 to 2022	4 years
Tobacco, row crops, swine, poultry, sweet potatoes, cucumbers	58	2016 to 2020	3 years
	65	2017 to 2021	4 years
Row crops, swine, cattle, strawberries, sweet corn	47	2015 to 2019	3 years ³
Sod, blueberries, timber, row crops	64	2015 to 2019	14 years

CERTIFICATION

The undersigned certify that we have reviewed the 2019 Annual Meeting Information Statement and that the report has been prepared in accordance with all applicable statutory and regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Gary Hendrix
Chairman



Brad Cornelius
Chief Executive Officer



Evan Kleinhans
Chief Financial Officer

January 25, 2019

Exhibit A: Nominees for Stockholder-Elected Director Positions

Director Seat #8 –Term Expiring in 2023 AT LARGE SEAT – All Counties

SEAT # 8, NOMINEE 1	
RUBY W. BULLARD Primary Business Address: P. O. Box 1662, Fayetteville, NC 28302 Home Address: 882 Three Wood Dr., Fayetteville, NC 28312	
Age:	61
County:	Cumberland, 26 years
Business and Employment Experience:	Attorney, 37 years; Part-time farmer, 28 years
Farm Credit Experience:	Member, 20 years
Type(s) of Agriculture:	Row Crops and Landlord
Other Business Interests and Other Boards on Which the Nominee Serves:	N.C. Marriage and Family Therapy Licensing Board (former Secretary and Board Member); Fayetteville Academy Board of Trustees (former Secretary and Board Member, education)
Other Organizations:	Salem United Methodist Church, member, Sunday School superintendent
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which she is affiliated. The family members are the nominee's spouse.</i>	

SEAT # 8, NOMINEE 2	
JENNIFER B. DANIELS Primary Business Address: 1220 Howard Rd, Autryville, NC 28318 Home Address: 1310 Howard Rd, Autryville, NC 28318	
Age:	48
County:	Sampson, 42 years
Business and Employment Experience:	Full-time farmer, 5 years
Farm Credit Experience:	Member, 20 years
Type(s) of Agriculture:	Swine, Poultry, Row Crops
Other Business Interests and Other Boards on Which the Nominee Serves:	Tobacco Trust Fund Commission (member, agriculture); Smithfield Grower's Council (member, agriculture)
Other Organizations:	Union Grove Baptist Church, choir director, Sunday School teacher, member; 2018 Tobacco Leader Program award recipient
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which she is affiliated. The family members are the nominee's spouse, father-in-law, and mother-in-law.</i>	

SEAT # 8, NOMINEE 3	
MICHAEL T. "BO" STONE Primary Business Address: 903 Ashpole Church Rd., Rowland, NC 28383 Home Address: 525 Ashpole Church Rd., Rowland, NC 28383	
Age:	47
County:	Robeson, lifetime resident
Business and Employment Experience:	Full-time farmer, 23 years
Farm Credit Experience:	Member, 23 years; Director of Cape Fear Farm Credit, years
Type(s) of Agriculture:	Row Crops, Swine, Cattle, Produce
Other Business Interests and Other Boards on Which the Nominee Serves:	AgFirst Farm Credit Bank (board member, agriculture); Farm Credit Council (board member, ag promotion); Dillion Christian School (board member, education); Southeastern Health (board member, healthcare)
Other Organizations:	1st Baptist Church, member, Deacon
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which he is affiliated. The family members are the nominee's spouse, father and mother.</i>	

**Director Seat # 9 –Term Expiring in 2023
AT LARGE SEAT – All Counties**

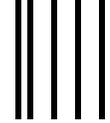
SEAT # 9, NOMINEE 1	
DEAN C. HILTON Primary Business Address: P.O. Box 535, Elizabethtown, NC 28337 Home Address: 540 White Lake Dr., Elizabethtown, NC 28337	
Age:	40
County:	Bladen, lifetime resident
Business and Employment Experience:	Real Estate, 22 years; Farmer, 14 years
Farm Credit Experience:	Member, 15 years
Type(s) of Agriculture:	Swine, Poultry
Other Business Interests and Other Boards on Which the Nominee Serves:	North Carolina Rural Infrastructure Authority (board member, NC grants); Emerau Charter School (director, education)
Other Organizations:	Foundation Bible Church, member; Town of White Lake Planning Board, chairman; Bladen Community College Foundation Board, member
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which he is affiliated. The family members are the nominee's spouse, father and mother.</i>	

SEAT # 9, NOMINEE 3	
HENRY E. MOORE III Primary Business Address: PO Box 1101, Clinton, NC 28329 Home Address: 3080 Garland Hwy, Clinton, NC 28328	
Age:	49
County:	Sampson, lifetime resident
Business and Employment Experience:	Full-time farmer, 31 years
Farm Credit Experience:	Member, 21 years
Type(s) of Agriculture:	Swine, Poultry, Row Crops, Cattle, Timber
Other Business Interests and Other Boards on Which the Nominee Serves:	Bobcat Farms, LLC (member-manager, agriculture) Bobcat Farms Land, LLC (member-manager, agriculture); Bad Branch Land, LLC (member-manager, agriculture); Long Leaf Poultry, LLC (member, agriculture); Harrells Christian Academy; (member, education); Sampson Soil and Water Advisory (member, conservation)
Other Organizations:	First Baptist Church in Clinton, member
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which he is affiliated. The family members are the nominee's spouse, father and mother.</i>	

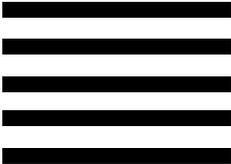
SEAT # 9, NOMINEE 2	
G. BURON LANIER, JR. Primary Business Address: 2877 Piney Woods Road, Burgaw, NC 28425 Home Address: 2877 Piney Woods Road, Burgaw, NC 28425	
Age:	54
County:	Pender, lifetime resident
Business and Employment Experience:	Lanier Hardware and Rental, 26 years; Farmer, 12 years
Farm Credit Experience:	Member, 7 years
Type(s) of Agriculture:	Beef cattle
Other Business Interests and Other Boards on Which the Nominee Serves:	Lanier Hardware and Rental (owner, retail store); Coastal Carolina Cattle Alliance (chairman, livestock association); Pender County Farm Bureau (vice president, insurance); North Carolina Farm Bureau Cattle Advisory (board member, agriculture); NC Cattleman's Association (board member, agriculture)
Other Organizations:	North Carolina Forage and Grassland Council, past president; Westview Methodist Church, member; Pender County Voluntary Ag District, member
<i>Cape Fear Farm Credit has loans outstanding to members of the nominee's family or organizations with which he is affiliated. The family members are the nominee's spouse, sister, and brother-in-law.</i>	

Exhibit B: 2019 Nominating Committee

Name	Branch Office
Willis Bill Edmund	Whiteville
David Bruce Hudson	Harnett
James Lamb	Clinton
John Mark Roberts	Lumberton
Steven C. Smith	Whiteville



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**Cape Fear Farm Credit, ACA 2019 Annual Stockholders' Meeting
RSVP CARD**

Please reserve _____ places for our family for the dinner to be served at the Annual Stockholders' Meeting on **Tuesday, February 19, 2019** to be held at the Sampson County Agri-Exposition Center in Clinton, NC.

Name _____

Branch _____

Please respond by February 13, 2019

Please fill out card and return only if
you plan to attend or you may email
Stemple@capefearfc.com