



FIRST BANKERS TRUSTSHARES, INC.

1201 Broadway
Quincy, Illinois 62301
(217) 228-8000

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 14, 2019

To the Stockholders of

FIRST BANKERS TRUSTSHARES, INC.

The Annual Meeting of Stockholders of First Bankers Trustshares, Inc., a Delaware corporation (the "Company"), will be held at the corporate office of First Bankers Trustshares, Inc., located at 1201 Broadway, Quincy, Illinois, on Tuesday, May 14, 2019, at 9:00 a.m. local time, for the following purposes:

1. To elect thirteen (13) members of the Board of Directors;
2. To ratify the appointment of RSM US LLP as independent public accountants for the Company for the fiscal year ending December 31, 2019; and
3. To transact such other business as may properly be brought before the meeting and any adjournments thereof.

The Board of Directors has fixed the close of business on Friday, March 15, 2019, as the record date for the determination of stockholders entitled to notice of, and to vote at, the meeting. This Proxy Statement (and the accompanying Proxy) is being mailed to all stockholders of the Company on or around the fifth of April 2019.

STOCKHOLDERS ARE CORDIALLY INVITED TO ATTEND THE MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, PLEASE MARK, SIGN AND DATE THE ENCLOSED PROXY AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE TO ENSURE THAT YOUR SHARES WILL BE REPRESENTED. IF YOU PREFER TO VOTE ELECTRONICALLY, PLEASE FOLLOW THE PROXY VOTING INSTRUCTIONS TO VOTE ONLINE. YOU HAVE THE POWER TO REVOKE YOUR PROXY AT ANY TIME PRIOR TO COMMENCEMENT OF THE ANNUAL MEETING, AND THE GIVING OF A PROXY WILL NOT AFFECT YOUR RIGHT TO ATTEND THE MEETING.

FIRST BANKERS TRUSTSHARES, INC.

1201 Broadway
Quincy, Illinois 62301
(217) 228-8000

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD MAY 14, 2019

This Proxy Statement is furnished in connection with the solicitation by the Board of Directors of the Company of proxies for use at the Annual Meeting of Stockholders of the Company to be held on Tuesday, May 14, 2019 at 9:00 a.m. local time, at the corporate office of First Bankers Trustshares, Inc., 1201 Broadway, Quincy, Illinois. On March 15, 2019, the Company had 3,087,488 shares of Common Stock, par value \$1.00 per share, issued and outstanding and entitled to vote at the Annual Meeting. Each issued and outstanding share of Common Stock is entitled to one vote on each matter to be considered at the Annual Meeting and the presence in person or by proxy, of a majority of outstanding shares of Common Stock shall constitute a quorum.

Your proxy is being solicited by the Board of Directors of the Company. The cost of soliciting proxies will be borne by the Company. In addition to use of the mail, proxies may be solicited personally, or by other means, by officers, directors and certain employees of the Company who will not be specially compensated for such soliciting. The Company will, at its expense, upon the receipt of a request from brokers and other custodians, nominees and fiduciaries, forward proxy soliciting material to the beneficial owners of shares held of record by such persons.

Stockholders are urged to specify the way they wish to vote their shares by marking the appropriate boxes on the enclosed proxy. Shares represented by proxies which are properly executed and returned will be voted at the Annual Meeting as specified on the proxy. If no choice is specified, the shares will be voted FOR the nominees listed under proposal 1 and FOR proposal 2, as described in this Proxy Statement. It is not anticipated that any business will be presented at the Annual Meeting other than the proposals set forth herein; proxies in the enclosed form, however, confer discretionary voting authority regarding any other matters which may properly come before the Annual Meeting on the proxy holders identified in the enclosed proxy.

All properly signed proxies that the Company receives prior to the meeting will be voted as indicated on the proxy unless the proxy is revoked. Any stockholder giving a proxy will have the right to revoke it at any time prior to the commencement of the Annual Meeting by filing a revoking instrument or a duly executed proxy bearing a later date with the Secretary of the Company. You have the unconditional right to revoke your proxy by (i) a written, dated instrument delivered to the Secretary of the Company at or prior to the commencement of the meeting stating that the proxy is revoked; or (ii) a subsequent proxy that is signed by the same person who signed the earlier proxy and is presented at or prior to the meeting. However, mere attendance at the Annual Meeting will not of itself revoke a proxy.

The 2018 Annual Report of the Company, including consolidated financial statements, with those of its subsidiaries, First Bankers Trust Company, N.A. (the "Bank"), First Bankers Trust Services, Inc. (the "Trust Services Company"), FBIL Statutory Trust II, and FBIL Statutory Trust III, is being transmitted to each stockholder on or about April 5, 2019, along with this Proxy Statement.

Votes cast by proxy or in person at the Annual Meeting will be tabulated by the Judges of Election appointed by the Board of Directors for the Annual Meeting who will determine whether a quorum is present. The Judges of Election will treat abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum but as unvoted for purposes of determining the approval of any matter submitted to the stockholders for a vote. If a broker indicates on the proxy that it does not have discretionary authority as to certain shares to vote on a particular matter, those shares will be counted as present for purposes of determining whether a quorum exists, but are not counted as votes cast at the Annual Meeting.

CORPORATE GOVERNANCE

Board Committees and Meetings

The Board of Directors has the ultimate authority for the management of the business of the Company. The Board of Directors selects the Company's executive officers, determines their assignments and monitors their performance. During 2018, the Company's Board of Directors held five (5) meetings.

The Company has a standing Audit Committee and Governance and Compensation Committee. The Company's entire Board of Directors addresses nomination matters.

In a meeting on February 28, 2019, the Board of Directors of the Company passed a resolution recommending the names listed on page four (4) of this proxy statement as the nominees standing for election to the Company's Board of Directors at the 2019 Annual Meeting of Stockholders of First Bankers Trustshares, Inc.

Audit Committee Report

The Audit Committee is comprised of independent Directors and assists the Board with its oversight of the systems and procedures relating to the Company's financial reporting process, internal accounting and financial controls, and risk management program. The Committee also assists with the administration and monitoring of the internal audit process, the annual independent audit of the Company's annual financial statements, and the Company's compliance with legal and regulatory requirements. The qualification, independence and performance of the Company's independent, registered public accounting firm, are also monitored by the Committee.

Through this monitoring, the Audit Committee recommends to the Board of Directors the appointment of the independent public accounting firm. The scope of the committee's examinations and the selection of areas to which resources should be directed are reviewed with the selected firm.

The Committee has also reviewed matters required to be communicated by AU-C 260 (The Auditor's Communication to Those Charged with Governance) and reviewed independence issues. Members of the Audit Committee are Mr. Williams, Mr. Greenbank, Ms. Hofmeister, and Dr. Sarraf.

The Audit Committee met five (5) times during 2018.

Submitted by the Audit Committee:

Dennis R. Williams, Chairman
Arthur E. Greenbank
Phyllis J. Hofmeister
Kemia M. Sarraf, M.D., M.P.H.

CORPORATE GOVERNANCE

Governance and Compensation Committee Report

The Governance and Compensation Committee exists to assist the Board with personnel related issues such as compensation, benefits, and all human resource policies applicable to the Company and its subsidiaries. They provide governance and uniformity to personnel related issues.

The Board has adopted a Director Nomination and Succession Policy which address filling a vacancy and/or to expand the number of Directors on the board. It also establishes a mandatory retirement age for Directors. Directors shall not stand for election after becoming seventy-two (72) years of age, with the exception for those directors who are determined as Founding directors of the Company. These select directors shall not stand for election after the age of eighty-two (82), or the later of five years beyond the effective date of the policy, February 2019.

The Governance and Compensations Committee met eight (8) times during 2018.

Submitted by the Governance and Compensation Committee:

Scott A. Cisel, Chairman
Carl W. Adams, Jr.
William D. Daniels
Steven E. Siebers

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

Election of Directors

In accordance with the Company's Bylaws, thirteen (13) Directors will be elected for a term of one year or until their successors are elected and qualified. The proxy provides instructions for voting for all Director nominees or for withholding authority to vote for one or more Director nominees. Unless instructed to the contrary, the persons acting under the proxy solicited hereby will vote for the nominees listed below. The Company has no knowledge that any of the nominees will refuse or be unable to serve, but if any of the nominees becomes unavailable for election, the holders of the proxies reserve the right to substitute another person of their choice as a nominee when voting at the Annual Meeting. To be elected a Director, each Director nominee must receive the favorable vote of a plurality of the shares represented and entitled to vote at the Annual Meeting.

The Board of Directors recommends a vote FOR each of the nominees to serve until the next Annual Meeting.

Nominees

The following nominees, if elected at the Annual Meeting of Stockholders, will serve as Directors until the next annual meeting or until their successors are elected and qualified.

Name(1)	Age	Director Since	Position with the Company, Bank, or Trust Services Company, and Principal Occupation for the Last Five Years
Carl W. Adams, Jr. ⁽²⁾	71	2000	Director of the Company, Bank, and Trust Services Company; President, Illinois Ayers Oil Company.
Scott A. Cisel	65	2012	Director of the Company and Bank; Retired Chairman/President/CEO, Ameren Illinois.
William D. Daniels ⁽²⁾	70	1989	Chairman of the Board of the Company and Bank; Director of the Company and Bank; Member, Harborstone Group, LLC.
Mark E. Freiburg ⁽²⁾	66	2000	Director of the Company and Bank; Owner, Freiburg Insurance Agency and Freiburg Development Company and President, Freiburg, Inc.,
Charles M. Gnuse	52	2018	Director of the Company and Bank; President/CEO, Security Officer, and Board Member of United State Bank, Lewistown, Missouri. President/CEO, Treasurer, and Board Member of River Valley Bancshares, Inc; Owner of Fabius River Gnuse Farms; Owner of Fabius River Outfitters; Board Member Missouri Bankers Association
Arthur E. Greenbank	65	2003	Director of the Company and Bank; Former President and Chief Executive Officer of the Company and of the Bank.
Phyllis J. Hofmeister ⁽²⁾	80	2000	Director of the Company, Bank, and Trust Services Company; Secretary, Robert Hofmeister Farm.
John E. Laverdiere	64	2012	Director of the Company and Bank; President, Laverdiere Construction, Inc.; VP/Mgn, LCI Concrete, Inc.
Kemia M. Sarraf, M.D., M.P.H.	46	2015	Director of the Company and Bank; President & Founder of genHKids, Inc. CEO, Lodestar Consulting & Executive Coaching
Richard W. Schulte	50	Standing For Election	Director of the Bank; Owner, Attorney, Wright & Schulte, LLC.
Allen W. Shafer	57	2016	Director of the Company and Bank; President and Chief Executive Officer of the Company; President and Chief Executive Officer of the Bank. Formerly Executive Vice President of Support Services for Great Western Bank.
Steven E. Siebers ⁽²⁾	64	1988	Secretary and Director of the Company, Bank, and Trust Services Company; Attorney, Scholz, Loos, Palmer, Siebers and Duesterhaus.
Dennis R. Williams ⁽²⁾	79	1989	Director of the Company and Bank; Chairman of the Board of Quincy Media, Inc.

- (1) All of the Company's Directors hold office for the terms indicated and all of the executive officers hold office until the officer's death, resignation, or removal from office or until their respective successors is duly elected and qualified. There are no arrangements or understandings between any of the Directors, executive officers or any other person pursuant to which any of the Company's Directors or executive officers have been selected for their respective positions.
- (2) Directors who have been identified as Founding Directors.

PROPOSAL NO. 2
RELATIONSHIP WITH INDEPENDENT PUBLIC ACCOUNTANTS

RSM US LLP performed an audit of the Company during 2018 and provided an unmodified opinion on the consolidated financial statements as of and for the year ended December 31, 2018. RSM US LLP also performed various tax, compliance and planning services as well as various other items. Stockholders will be asked to approve the appointment of RSM US LLP as the Company's independent public accountants for the year ending December 31, 2019. Representatives of RSM US LLP are expected to be present at the Annual Meeting and will be given the opportunity to make a statement and will be available to respond to appropriate questions.

The Board of Directors recommends a vote FOR the appointment of RSM US LLP as the Company's independent public accountants for the year ending December 31, 2019.

Audit and Non-Audit Fees
for Years Ending December 31, 2018 and 2017

	<u>Company</u> <i>2018</i>	<u>Bank</u> <i>2018</i>	<u>Trust Services</u> <i>2018</i>
Audit	\$ 90,500.00	--	--
Tax	\$ 27,157.00	\$ 3,245.00	\$ 1,230.00
All Other	--	\$ 3,120.00	\$ 985.00
Total	\$117,657.00	\$ 6,365.00	\$ 2,215.00
	<i>2017</i>	<i>2017</i>	<i>2017</i>
Audit	\$ 88,875.00	--	--
Tax	\$ 15,491.00	\$ 6,654.00	--
All Other	\$ 903.00	\$ 6,025.00	\$ 2,295.00
Total	\$105,269.00	\$12,679.00	\$ 2,295.00

The Audit Committee has determined that the provision of non-audit services for the 2018 fiscal year by RSM US LLP is compatible with maintaining that firm's independence as an independent accountant.

STOCKHOLDER PROPOSALS AND NOMINATIONS

The Certificate of Incorporation of the Company provides that no person (other than a person nominated by or on behalf of the Board of Directors) shall be eligible for election as a Director at any annual or special meeting of stockholders unless a written request that such person's name be placed in nomination is received from a Stockholder of record by the Secretary of the Company not less than 14 nor more than 60 days prior of the date fixed for the meeting, together with (1) the name, age, business address and, if known, residence address of each nominee, (2) the principal occupation of each nominee for the past five years, and (3) the number of shares of Common Stock beneficially owned by each nominee and the nominating stockholder.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Directors and officers of the Company and the subsidiaries, and their associates were customers of and had transactions with the Bank and the Trust Services Company during 2018. Additional transactions may be expected to take place in the future. All outstanding loans, commitments to loans, transaction in repurchase agreements and certificates of deposit, depository relationships, and fiduciary services were made in the ordinary course of business, on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and did not involve more than the normal risk of collectability or present other unfavorable features. See also the Company's Annual Report, Note 3 of Notes to the audited consolidated financial statements.

OTHER BUSINESS

It is not anticipated that any action will be asked of the stockholders other than that set forth above, but if other matters properly are brought before the meeting, the persons named in the proxy will vote in accordance with their best judgment.

ALL STOCKHOLDERS ARE URGED TO VOTE THEIR PROXIES PROMPTLY

Other Supplemental Information

SECURITY OWNERSHIP OF MANAGEMENT

The following table sets forth, as of February 14, 2019, the total number of shares of Common Stock of the Company beneficially owned, and the percent of the outstanding Common Stock of the Company so owned, by each Director of the Company and by all Directors and officers of the Company as a group:

Name of Individual or Number of Persons in Group	Amount and Nature of Beneficial Ownership⁽¹⁾	Percent Of Class
Carl W. Adams, Jr.	203,897	6.60%
Scott A. Cisel	975	0.03%
William D. Daniels	107,658 ⁽²⁾	3.49%
Mark E. Freiburg	135,235	4.38%
Charles M. Gnuse	120,052 ⁽³⁾	3.89%
Arthur E. Greenbank	80,784	2.62%
Phyllis J. Hofmeister	177,792	5.76%
John J. Laverdiere	6,900	0.22%
Kemia M. Sarraf, M.D., M.P.H.	200	0.01%
Allen W. Shafer	8,167 ⁽⁴⁾	0.32%
Steven E. Siebers	114,994	3.72%
Dennis R. Williams	<u>196,200</u>	<u>6.35%</u>
Total	1,152,854	37.39%
Directors of Subsidiaries (not listed above)		
Donald K. Gnuse	142,042	4.60%
Richard W. Schulte	0	0.00%
Brian A. Ippensen	2,927	0.09%
Other Executive Officers	<u>869⁽⁵⁾</u>	<u>0.03%</u>
Total for all Directors & Executive Officers	145,838	4.72%

(1) The information contained in this column is based upon information furnished to the Company by the persons named above and the members of the designated group. The nature of beneficial ownership for shares shown in this column is sole voting and investment power, except as set forth in the footnotes below. The above amounts include shares held in joint tenancy with certain members of the families of the Directors. Shares so held are deemed to be shared as to voting and investment power.

(2) Includes 12,000 shares held in Daniels Investment Trust FBO Connor Daniels and 1,500 for his wife.

(3) Includes 114,232 shares held by River Valley Bancshares, Inc., a Delaware corporation and registered bank holding company.

(4) Includes 7,967 shares that are restricted and 100 shares held for his wife.

(5) Includes Jason Duncan, Thomas Frese, David Rakers, and James Whitaker.