



**615 Waterfront Drive, Suite 501
Allentown, PA 18102**

March 22, 2024

Dear Fellow Stockholder:

You are cordially invited to attend the Annual Meeting of Stockholders of American Bank Incorporated, which will be held at the Company's branch location at 4029 W. Tilghman Street, Allentown, PA 18104, at 8:00 a.m. Eastern Daylight Time on April 23, 2024.

The Annual Meeting will be held for the election of three directors to the Board of Directors and such other matters as may properly come before the Annual Meeting.

The Board of Directors has determined that the matter to be considered at the Annual Meeting is in the best interest of American Bank Incorporated and its stockholders. The Board of Directors unanimously recommends a vote "FOR" the matter to be considered.

I urge you to sign, date and return the enclosed proxy card as soon as possible, even if you plan to attend the Annual Meeting. This will not prevent you from voting in person, but will assure that your vote is counted if you are unable to attend the Annual Meeting.

Sincerely,

A handwritten signature in black ink that reads "Mark W. Jaindel". The signature is stylized with a large, looped "J" at the end.

Mark W. Jaindel
Chairman, President and Chief Executive Officer

American Bank Incorporated
615 Waterfront Drive, Suite 501
Allentown, Pennsylvania 18102
(610) 366-1800

NOTICE OF
ANNUAL MEETING OF STOCKHOLDERS
To Be Held on April 23, 2024

Notice is hereby given that the Annual Meeting of Stockholders of American Bank Incorporated will be held at the Company's branch location, 4029 W. Tilghman Street, Allentown, Pennsylvania, on April 23, 2024 at 8:00 a.m., Eastern Daylight Time.

A Proxy Card and a Proxy Statement for the Annual Meeting are enclosed.

The Annual Meeting is for the purpose of considering and acting upon:

1. The election of three Directors to the Board of Directors, and
2. Such other matters as may *properly* come before the Annual Meeting, or any adjournments thereof.

The Board of Directors is not aware of any other business to come before the Annual Meeting.

Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned. Stockholders of record at the close of business on March 12, 2024 are the stockholders entitled to vote at the Annual Meeting, and any adjournments thereof.

EACH STOCKHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE. A PROXY GIVEN BY A STOCKHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS EXERCISED. A PROXY MAY BE REVOKED BY FILING WITH THE SECRETARY OF AMERICAN BANK INCORPORATED A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE. ANY STOCKHOLDER PRESENT AT THE ANNUAL MEETING MAY REVOKE HIS OR HER PROXY AND VOTE PERSONALLY ON EACH MATTER BROUGHT BEFORE THE ANNUAL MEETING. HOWEVER, IF YOU ARE A STOCKHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM YOUR RECORD HOLDER IN ORDER TO VOTE PERSONALLY AT THE ANNUAL MEETING.

By Order of the Board of Directors,



Karina F. Behler, Corporate Secretary

Allentown, Pennsylvania
March 22, 2024

PROXY STATEMENT

American Bank Incorporated
615 Waterfront Drive, Suite 501
Allentown, Pennsylvania 18102
(610) 366-1800

ANNUAL MEETING OF STOCKHOLDERS

April 23, 2024

This Proxy Statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of American Bank Incorporated to be used at the Annual Meeting of Stockholders of American Bank Incorporated, which will be held at the Company's branch location, 4029 W. Tilghman Street, Allentown, Pennsylvania, on April 23, 2024, at 8:00 a.m., Eastern Daylight Time, and all adjournments of the Annual Meeting. The accompanying Notice of Annual Meeting of Stockholders and this Proxy Statement are first being mailed to stockholders on or about March 22, 2024.

REVOCATION OF PROXIES

Stockholders who execute proxies in the form solicited hereby retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by an executed proxy that is returned to the Company will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of the Board of Directors will be voted in accordance with the directions given thereon. **Where no directions are indicated, validly executed proxies that are returned to us will be voted "FOR" the proposal set forth in this Proxy Statement for consideration at the Annual Meeting.**

Proxies may be revoked by sending written notice of revocation to the Secretary of American Bank Incorporated, Karina F. Behler, at the address shown above, or by delivering a duly executed proxy bearing a later date. The presence at the Annual Meeting of any stockholder who has returned a proxy shall not revoke such proxy unless the stockholder delivers his or her ballot in person at the Annual Meeting or delivers a written revocation to our Secretary prior to the voting of such proxy.

VOTING SECURITIES AND METHOD OF COUNTING VOTES

Holders of record of our shares of common stock, par value \$0.10 per share, as of the close of business on March 12, 2024 are entitled to one vote for each share then held. As of March 12, 2024, American Bank Incorporated had 6,323,934 shares of common stock issued and outstanding. The presence in person or by proxy of stockholders entitled to vote a majority of the outstanding shares of common stock is necessary to constitute a quorum at the Annual Meeting. Directors are elected by a plurality of votes cast, without regard to either broker non-votes, or proxies as to which the authority to vote for the nominees being proposed is withheld.

PROPOSAL I – ELECTION OF DIRECTORS

The Board of Directors consists of seven members. Our Bylaws provide that approximately one-third of the directors are elected annually. Our directors are generally elected to serve for a three-year period and until their respective successors are elected. Three directors will be elected at the Annual Meeting to serve for a three-year term and until their respective successors are elected. The Board of Directors has nominated John F. Eureyecko, John W. Galuchie, Jr. and Donald J. Whiting, Jr. to serve as directors for a three-year term. Each individual is currently a member of the Board of Directors.

The table below sets forth certain information, as of March 12, 2024, regarding members of our Board of Directors and executive officers. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to the nominees) will be voted at the Annual Meeting for the election of the nominees identified below. If a nominee is unable to serve, the shares represented by proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why the nominees might be unable to serve, if elected.

Name	Position(s) Held with American Bank Incorporated or American Bank	Age	Director Since ⁽¹⁾	Current Term Expires	Shares Beneficially Owned ⁽²⁾	Percent of Class
NOMINEES						
John F. Eureyecko	Director	76	2005	2024	20,768	*
John W. Galuchie, Jr.	Director	71	2005	2024	12,000	*
Donald J. Whiting, Jr.	Director	64	2005	2024	50,000	*
OTHER BOARD MEMBERS						
Mark W. Jaindl	Chairman, President and CEO of American Bank Incorporated	64	1996	2026	4,027,598 ⁽³⁾	63.4%
Michael D. Molewski	Director	61	2005	2026	12,184	*
Phillip S. Schwartz	Director	78	1996	2025	262,056	4.1%
Zachary J. Jaindl	Director	35	2016	2025	91,631	1.5%
EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS						
Karina F. Behler	Secretary, Senior Vice President and Chief Operating Officer	59	n/a	n/a	12,931 ⁽⁴⁾	*
Chris J. Persichetti	President of American Bank and Chief Lending Officer	61	n/a	n/a	49,614 ⁽⁵⁾	*
Toney C. Horst	Treasurer, Executive Vice President and Chief Financial Officer	56	n/a	n/a	27,486 ⁽⁶⁾	*
Brian P. Farrell	Senior Vice President and Chief Credit & Risk Officer	49	n/a	n/a	20,798 ⁽⁷⁾	*
Robert W. Turner	Senior Vice President and Chief Information Officer	62	n/a	n/a	30,810 ⁽⁸⁾	*
Louis Monaco, III	Senior Vice President and Regional President, Philadelphia Market Area	45	n/a	n/a	24,551 ⁽⁹⁾	*
All Directors and Executive Officers as a group (13 persons)					4,642,427	71.4%

* Less than 1%.

(1) Reflects initial appointment to the Board of Directors of American Bank Incorporated or American Bank.

(2) Includes shares owned by or for, among others, the spouse and/or minor children of the individual and any other relative who has the same home as such individual, as well as other shares as to which the individual has or shares voting or investment power, and shares that an individual may purchase under stock option(s) or acquire by the conversion of trust preferred securities exercisable or convertible within 60 days of the record date.

(3) Includes 14,542 shares that can be acquired pursuant to the conversion of trust preferred securities, 5,337 shares held in the Employee Stock Ownership Plan, and 10,976 shares held in the Senior Executive Retirement Plan Trust. Also includes 988,785 shares held by the Family Trust of Frederick J. Jaindl, of which Mark W. Jaindl is a Co-Trustee. Also includes 52,849 shares as to which Mark W. Jaindl is a trustee.

(4) Includes 6,000 shares that can be acquired pursuant to the exercise of options, 1,515 shares held in the Employee Stock Ownership Plan, and 416 shares held in the Senior Executive Retirement Plan Trust.

- (5) Includes 29,000 shares that can be acquired pursuant to the exercise of options, 3,811 shares held in the Employee Stock Ownership Plan, and 10,247 shares held in the Senior Executive Retirement Plan Trust.
- (6) Includes 24,000 shares that can be acquired pursuant to the exercise of options, 789 shares held in the Employee Stock Ownership Plan, and 2,297 shares held in the Senior Executive Retirement Plan Trust.
- (7) Includes 16,000 shares that can be acquired pursuant to the exercise of options, 1,332 shares held in the Employee Stock Ownership Plan, and 3,415 shares held in the Senior Executive Retirement Plan Trust.
- (8) Includes 21,000 shares that can be acquired pursuant to the exercise of options, 2,730 shares held in the Employee Stock Ownership Plan, and 4,798 shares held in the Senior Executive Retirement Plan Trust.
- (9) Includes 21,000 shares that can be acquired pursuant to the exercise of options, 1,185 shares held in the Employee Stock Ownership Plan, and 1,544 shares held in the Senior Executive Retirement Plan Trust.

Directors and Executive Officers

The business experience for at least the past five years for each of American Bank Incorporated's directors and executive officers is as follows:

Mark W. Jaindl. Mr. Jaindl has served as the Chairman of the Board of American Bank Incorporated and American Bank since April 2004, Chief Executive Officer of American Bank since 1997, and President and Chief Executive Officer of American Bank Incorporated since its formation in 2001. Mr. Jaindl is a Trustee for the Jaindl Foundation, a philanthropic organization benefiting charitable causes in the Lehigh Valley. Mr. Jaindl served on the Advisory Council of the Dean of Business and Economics of Lehigh University from 2011 to 2018. Mr. Jaindl served on the Founding Board of Building 21, an innovative, career-based high school located in Allentown, in 2015. Mr. Jaindl has served on the Board of Directors of Camelot for Children since 2017, most recently as Director Emeritus. Mr. Jaindl served as the President of Camelot from 2018 through 2021. For over 30 years, Camelot has provided care to thousands of children suffering from pediatric cancer, cystic fibrosis, cerebral palsy, Down syndrome and other developmental disorders. Mr. Mark W. Jaindl is the father of Mr. Zachary J. Jaindl.

Zachary J. Jaindl. Mr. Jaindl became a director of American Bank Incorporated and American Bank in December 2016. Based in Allentown, PA, he is a Lehigh Valley businessman known for his strategic leadership and innovative approaches to finance and real estate development. As the principal and co-founder of Jaindl Enterprises, he oversees all company operations, including acquisitions, strategic planning, marketing, leasing, and sales. His expertise in financial services and commitment to sustainable development have earned him recognition in the business community. Zachary's vision extends to philanthropy, where he supports local initiatives, enhancing community well-being for non-profits such as Good Shepherd Pediatrics, Leukemia & Lymphoma Society, and more. Mr. Zachary Jaindl is the son of Mr. Mark W. Jaindl.

Michael D. Molewski. Mr. Molewski has served as a director of American Bank Incorporated and American Bank since October 2005. Mr. Molewski is a Principal, Financial Advisor of CAPTRUST Financial Partners, in Allentown, Pennsylvania, offering private wealth and institutional advisory services. In addition, Mr. Molewski leads the Strategic Advisor Group, an independently operated division of CAPTRUST. The Strategic Advisor Group is a Member Firm of M Financial Group. Mr. Molewski is a Chartered Financial Consultant (ChFC®) and Certified Financial Planner (CFP®). Mr. Molewski has served on the Board of M Financial Holdings, Inc., and M Life, where he served on the Nominating Committee and chaired the Wealth Advisory Solutions Committee. Mr. Molewski serves on the board of King's College, the Advisory Council for the McGowan School of Business and the Northampton Community College Foundation Board. At Northampton Community College, he has served as Chairman of the Foundation Board and a member of the Executive Committee. Mr. Molewski is Co-Chairman of the Lehigh Valley Food and Wine Festival, which benefits the Northampton Community College Foundation. He currently serves as a member on the Valley Youth House Board of Governors. In addition, Mr. Molewski serves as a Board Member of the Pennsylvania Society. He was also Co-Chairman of the Tocqueville Society of the Greater Lehigh Valley United Way.

John F. Eureyecko. Mr. Eureyecko has served as a director of American Bank Incorporated and American Bank since April 2005. Mr. Eureyecko is President and Chief Executive Officer of Belhaven Capital Group, Inc., Bethlehem, Pennsylvania, which owns and manages commercial and residential real estate properties throughout the Lehigh Valley. From 1991 to 2001, Mr. Eureyecko served in various positions with Piercing Pagoda, Inc. including President, Chief Financial Officer and Chief Operating Officer from 1996 through 2001. Mr. Eureyecko serves on the board of Albarell Electric, Northampton Community College, WLVT-TV39 and is a member of the Bethlehem South Side Vision Task Force.

Additionally, Mr. Eureyecko served on the boards of Moravian Academy, the Finance Committee of Hillside School and American Home Partners, Inc.

John W. Galuchie, Jr. Mr. Galuchie has served as a director of American Bank Incorporated and American Bank since April 2005. Mr. Galuchie, a private investor, is currently a General Partner of Galuchie Partners, and the Managing Member of several limited liability companies investing in various businesses. Mr. Galuchie also serves on the Board of Trustees for Catholic Charities, Trenton, NJ, their Finance Committee and their Ocean County Advisory Board. From 1989 until his retirement in 2020, Mr. Galuchie was the President and Chief Operating Officer of T. R. Winston & Company, LLC, a registered securities broker-dealer located in Bedminster, New Jersey. Mr. Galuchie is a Certified Public Accountant and has been designated the Audit Committee Financial Expert.

Donald J. Whiting, Jr. Mr. Whiting has served as a director of American Bank Incorporated and American Bank since October 2005. Mr. Whiting is the President and CEO of Whiting Door Manufacturing Corp, Akron, New York, a manufacturer of doors for trailers, truck bodies and containers. Mr. Whiting served as a member of the Board of Directors of the Bank of Akron, Akron, New York, from 1998 until 2005, where he was a member of the Loan Committee and Chairman of the Compensation Committee. Since 2013, Mr. Whiting has served as a Director of Presidio Holdings LTD and Presidio Insurance LTD, both located in the Cayman Islands engaged in the captive insurance business.

Phillip S. Schwartz. Mr. Schwartz has served as a director of American Bank since 1996 and of American Bank Incorporated since its formation in 2001. He is the President of Schwartz Heating & Plumbing, Inc., which specializes in plumbing installation for new residential and light commercial construction, since 1980 and is the President of Spring Mill Limited, a land development company, since 2011. Mr. Schwartz serves on the President's Council of DeSales University and was a member of the PNC Bank Regional Board from 1993 until the fall of 1996.

Karina F. Behler. Ms. Behler has been employed by American Bank since 1999, most recently as Senior Vice President, Chief Operating Officer and Secretary, and serves as Secretary of American Bank Incorporated. She has over 30 years of experience in banking, specializing in Deposit and Loan Operations.

Chris J. Persichetti. Mr. Persichetti has been employed by American Bank since 1999, currently as President and Chief Lending Officer. He has over 35 years of banking experience. Mr. Persichetti currently serves as the Treasurer of the Foundation Board for LifePath Inc., Board Member and Treasurer for Lehigh Valley Economic Investment Corporation, and volunteers with Big Brothers Big Sisters in their Sports Buddy program.

Toney C. Horst. Ms. Horst has been employed by American Bank since 2015, most recently as Executive Vice President, Chief Financial Officer and Treasurer, and also serves as Treasurer of American Bank Incorporated. She is a Certified Public Accountant and has over 30 years of experience in finance/accounting and banking. Ms. Horst has been a Board member of Camelot for Children since 2017, most recently as Director Emeritus. Ms. Horst served as Treasurer of Camelot from 2021 through 2023.

Brian P. Farrell. Mr. Farrell has been employed by American Bank since 2006, most recently as Senior Vice President, Chief Credit & Risk Officer. He has over 20 years of financial services and banking experience. Mr. Farrell currently serves as a Board Member for the East Central Chapter of the Risk Management Association and a Board Member and Treasurer of the Upper Macungie Township Community Fund.

Robert W. Turner. Mr. Turner has been employed by American Bank since 2001, most recently as Senior Vice President and Chief Information Officer. He has over 40 years of experience in information technology, with over 31 years within the financial services industry.

Louis Monaco, III. Mr. Monaco has been employed by American Bank since 2012, most recently as Senior Vice President and Regional President, Philadelphia Market Area. He has over 14 years of banking experience. Mr. Monaco is a youth basketball coach for St. Ignatius of Antioch School and a youth baseball coach for Pennsbury Athletic Association.

Meetings and Committees of the Board of Directors

The business of American Bank Incorporated is conducted at regular and special meetings of the full Board and its standing committees. The standing committees are the Executive Committee, the Audit Committee, the Compensation Committee and the Nominating Committee. During the year ended December 31, 2023, the Board of Directors met at twelve regular meetings and one special meeting.

Executive Committee. During 2023, the Executive Committee consisted of Directors Mark W. Jaindl (Chairman), John F. Eureyecko, John W. Galuchie, Jr., Donald J. Whiting, Jr. and Zachary J. Jaindl. The Executive Committee meets as necessary when the Board is not in session to exercise general control and supervision in all matters pertaining to the interests of American Bank Incorporated, subject at all times to the direction of the Board of Directors. The Executive Committee did not meet during 2023.

Audit Committee. During 2023, the Audit Committee consisted of Directors John W. Galuchie, Jr. (Chairman), Michael D. Molewski, John F. Eureyecko and Donald J. Whiting, Jr. The Audit Committee met five times during 2023.

The duties and responsibilities of the Audit Committee include, among other things:

- retaining, overseeing and evaluating the independent registered public accounting firm to audit the annual financial statements;
- reviewing the financial statements and the audit report with management and the independent registered public accounting firm; and
- consulting with the internal audit staff and reviewing management's administration of the system of internal accounting controls.

Compensation Committee. The Compensation Committee consists of Donald J. Whiting, Jr. (Chairman), John W. Galuchie, Jr., Michael D. Molewski and Phillip S. Schwartz. The Compensation Committee meets annually to review the performance of the Chief Executive Officer and other executive officers, and approves changes to the base compensation, as well as the level of bonus, if any, to be awarded to such officers. The Compensation Committee meets when needed to review all employment policies and the performance and remuneration of the officers and employees of American Bank, and to review and approve all compensation and benefit programs implemented by American Bank and all matters relating to pension plan administration. The Compensation Committee met two times during the year ended December 31, 2023.

Nominating Committee. The independent members of the Board of Directors act as the Nominating Committee for American Bank Incorporated. The Nominating Committee consists of Phillip S. Schwartz (Chairman), John W. Galuchie, Jr., Michael D. Molewski, John F. Eureyecko and Donald J. Whiting, Jr. In lieu of a separate Nominating Committee meeting, the Committee met one time in a full Board meeting during the year ended December 31, 2023.

The functions of the Nominating Committee include the following:

- leading the search for individuals qualified to become members of the Board and selecting director nominees to be presented for stockholder approval; and
- developing and recommending to the Board criteria for the selection of individuals to be considered for election or re-election to the Board.

Stockholder Communications with the Board

A stockholder of American Bank Incorporated who wants to communicate with the Board of Directors may do so by e-mail at boardofdirectors@ambk.com or by writing to:

American Bank Incorporated
Attention: Board of Directors
Mr. Mark W. Jaindl, Chairman
615 Waterfront Drive, Suite 501
Allentown, Pennsylvania 18102

The communication should indicate that the author is a stockholder and if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, the Chairman of the Board will:

- forward the communication to the Director(s) to whom it is addressed;
- attempt to handle the inquiry directly, for example where it is a request for information about American Bank Incorporated or it is a stock-related matter; or
- not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

Employee Benefit Plans

Non-Qualified Stock Option Plan. American Bank adopted a Non-Qualified Stock Option Plan, which was succeeded to, by American Bank Incorporated. The Non-Qualified Stock Option Plan includes officers and independent directors. The shares of stock that may be issued under the Plan will not exceed 6.5% of the Company's common stock outstanding. Options granted under this plan will have an option price at least equal to the fair market value of the common stock on the date of the grant. At December 31, 2023, 5,000 options were outstanding under the Plan, and stock options will no longer be granted under this Plan.

On October 16, 2018, the Board of Directors approved the 2018 Stock Option Plan ("2018 Plan"). The 2018 Plan includes employees and directors of the Company and allows stock options to be granted as an incentive stock option (an "ISO") or as a non-qualified option. Options granted under the 2018 Plan will have an option price at least equal to the fair market value of the common stock on the date of the grant. The maximum number of shares of stock that may be issued under the 2018 Plan is 375,000 shares, all of which may be granted as ISOs. At December 31, 2023, 175,000 options were outstanding under the 2018 Plan, all of which were ISOs. Options available for grant at December 31, 2023 were 195,000 under the 2018 Plan.

The weighted-average remaining contractual life of the outstanding options under both plans at December 31, 2023 was approximately 6.0 years.

Employee Stock Ownership Plan. American Bank has established an employee stock ownership plan. Employees with at least one year of employment with American Bank and who have attained age 21 are eligible to participate. Participants in the employee stock ownership plan receive credit for vesting purposes for each calendar year of continuous employment with American Bank in which the employee completed 1,000 hours of service prior to the effective date of the employee stock ownership plan. A participant is 20% vested in his or her benefits after two years of service and an additional 20% for each subsequent year until a participant is 100% vested after six years. A participant is also 100% vested in his or her benefits upon normal retirement (as defined in the employee stock ownership plan), early retirement, disability or death. A participant who terminates employment before becoming fully vested will forfeit his or her non-vested benefits under the employee stock ownership plan. Benefits are payable in the form of common stock and cash or, at the election of the participant, in common stock only or cash only, upon separation from service. American Bank's contributions to the

employee stock ownership plan are discretionary and, therefore, benefits payable under the employee stock ownership plan cannot be estimated.

In connection with the establishment of the employee stock ownership plan, American Bank appointed a committee of non-employee directors to administer the employee stock ownership plan, and to appoint a trustee. The employee stock ownership plan trustee, subject to its fiduciary duty, must vote all allocated shares held in the employee stock ownership plan in accordance with the instructions of participating employees. Under the employee stock ownership plan, nondirected shares will be voted in a manner calculated to most accurately reflect the instructions it has received from participants regarding the allocated stock so long as such vote is in accordance with the provisions of ERISA.

Employment Agreements. American Bank Incorporated and American Bank have entered into an amended and restated employment agreement with their Chief Executive Officer, and American Bank has entered into employment agreements with its President and its Regional President, Philadelphia Area Market (“Regional President”). The employment agreements have a three-year term, a one-year term, and a one-year term, respectively, which automatically extend by one day for each day of the contract term. Under the terms of the employment agreements, American Bank can terminate the executive’s employment for cause at any time without obligation under the agreement. If employment is terminated without cause or for good reason (as defined in the employment agreement), American Bank shall pay the executive’s base salary for the remaining term of the agreement; however, if the executive is terminated without cause or terminates for good reason within two years following a change in control, the Chief Executive Officer will be entitled to a lump sum cash payment equal to three times his highest rate of base salary plus his highest annual bonus paid over the prior three-year period, and the President and the Regional President will be entitled to a lump sum cash payment equal to his base salary over the remaining term of his employment agreement, plus each executive will be entitled to continued life and non-taxable medical coverage for the remaining unexpired term of their employment agreements. The employment agreements include restrictions on competition and confidentiality following termination of employment.

Non-Qualified Deferred Compensation Plan for Senior Employees. American Bank established a Non-Qualified Deferred Compensation Plan for Senior Employees, effective January 1, 2003, for senior employees designated by the Board of Directors. Each year, we may, but are not required to, make discretionary contributions to the plan on behalf of participants. Contributions made in the form of cash shall be credited to participants’ cash accounts, and contributions that are converted to shares of employer stock shall be credited to participants’ stock accounts, respectively. The rate of return credited to participants’ cash accounts each year is equal to the one-year treasury yield, unless, in the Board of Directors’ sole discretion, a higher rate of earnings shall be credited. A participant will vest in his account at the rate of 10% per year, beginning the first day of the second year following the initial contribution, and become fully vested after ten years of participation in the plan. A participant’s account will become fully vested upon a participant’s death, disability, retirement at or after attaining age 65, or due to a change in control. In the event a participant is terminated for cause or violates the plan’s provisions on non-disclosure, trade secrets and non-solicitation, his account would be forfeited. Upon the later of the participant’s attainment of age 65 or termination of services due to retirement, or at such other date as approved by the Board of Directors, we will distribute the amount credited to the participant’s account, commencing within 60 days following the last day of the month of such termination, or within a reasonable period of time thereafter as American Bank and the participant will determine. Benefits under the plan will be paid in five approximately equal annual installments commencing within 60 days following the later of the last day of the month of the participant’s attainment of age 65 or separation of service. In the event of a participant’s death or disability, we will commence distribution within 60 days of notice of the participant’s death or determination of disability and shall make such payments in five approximately equal annual installments. For as long as the participant participates in the plan as an employee of American Bank or while receiving benefits under the plan, the participant will be bound by the non-disclosure/trade secret and non-solicitation provisions of the plan.

Incentive Compensation

Incentive compensation bonuses paid to executive officers, other officers and staff are determined and paid at the sole discretion of the Board of Directors. Bonuses are paid on an annual basis in the first quarter following the end of the calendar year. Total incentive compensation bonuses earned by all employees for the years ended December 31, 2023 and 2022 were \$252,517 and \$497,745, respectively.

Director Compensation

Each non-employee Director receives \$40,000 per year for attendance at Board and Committee meetings. For the year ended December 31, 2023, directors as a group received \$240,000 in fees for their services.

Transactions with Certain Related Persons

American Bank has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its executive officers, directors, principal stockholders, their immediate families and affiliated companies (commonly referred to as related parties), on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others and have not involved more than the normal risk of collectability or present other unfavorable features.

STOCKHOLDER PROPOSALS

Under our Bylaws, certain procedures are provided which a stockholder must follow to introduce an item of business at an Annual Meeting of stockholders. These procedures provide, generally, that stockholders desiring to bring a proper subject of business before the meeting must have given timely notice thereof in writing to our Secretary. To be timely a stockholder's notice must be delivered to or mailed and received at our principal executive offices not later than ninety (90) days prior to the anniversary date of our mailing of proxy materials in connection with our immediately preceding Annual Meeting of stockholders. A stockholder's notice to the Secretary shall set forth as to each matter the stockholder proposes to bring before the Annual Meeting (a) a brief description of the business desired to be brought before the Annual Meeting, (b) the name and address, as they appear on our books, of the stockholder proposing such business, (c) the class and number of our shares which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. The Chairman of the Annual Meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of our Bylaws, and if he should so determine, he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

OTHER MATTERS

The Board of Directors is not aware of any business to come before the Annual Meeting other than the matter described above in the Proxy Statement. However, if any other matter should properly come before the Annual Meeting, it is intended that holders of the proxies will act as directed by a majority of the Board of Directors, except for matters related to the conduct of the Annual Meeting, as to which they shall act in accordance with their best judgment.

BY ORDER OF THE BOARD OF DIRECTORS



Karina F. Behler
Corporate Secretary

Allentown, Pennsylvania
March 22, 2024