



MERCHANTS & MARINE BANCORP, INC.

MERCHANTS & MARINE BANCORP, INC.

3118 Pascagoula Street
Pascagoula, Mississippi 39567
228-762-3311

April 2, 2026

Dear Shareholder:

You are cordially invited to attend our 2026 annual meeting of shareholders, which will be held at Pelican Landing Conference Center, 6217 Highway 613, Moss Point, Mississippi 39563, on May 7, 2026. We sincerely hope that you will be able to attend the meeting, and we look forward to seeing you. We will also livestream the meeting over the Internet. The morning of the event, a link will be provided on the Investor Relations page of the Bank's website at www.mandmbank.com/investor-relations/ to a live stream of the annual meeting where you will be able to view the meeting virtually. You will not be able to vote your proxy on the virtual live stream of the annual meeting.

The attached notice of the annual meeting and proxy statement describes the formal business to be transacted at the meeting. We will also report on our operations for the year ended December 31, 2025, as well as our plans for the future. Your attention is directed to the proxy statement accompanying this letter. Please take this opportunity to be involved in the affairs of Merchants & Marine Bancorp, Inc.

Whether or not you expect to be present at the meeting, please vote and submit your proxy as soon as possible. You may vote by mailing the enclosed proxy card (which you must sign) to us in the envelope provided or over the Internet or by telephone, in each case by following the instructions in the enclosed proxy card. This will not prevent you from voting in person at the meeting but will help to secure a quorum and avoid added solicitation costs. If you submit your proxy and later decide to attend the meeting in person, you may withdraw your proxy at any time and vote your shares in person at the meeting. In addition, this will not prevent you from changing your vote. If you submit your proxy and later decide to change your vote, you may revoke your proxy at any time as provided in the accompanying proxy statement.

Thank you for your continued support.

Sincerely,

Clayton L. Legear
Chairman of the Board of Directors

MERCHANTS & MARINE BANCORP, INC.

3118 Pascagoula Street
Pascagoula, Mississippi 39567
228-762-3311

NOTICE OF THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD MAY 7, 2026

The annual meeting (together with any adjournment or postponement thereof, the "Meeting") of shareholders of Merchants & Marine Bancorp, Inc. (the "Company") will be held on May 7, 2026, at 10:00 A.M. Central Daylight Time at Pelican Landing Conference Center, 6217 Highway 613, Moss Point, Mississippi 39563, for the following purposes:

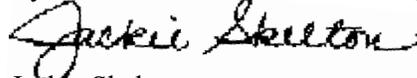
1. To elect three nominees to the Company's Board of Directors to serve for a term of office expiring at the 2029 Annual Meeting of Shareholders, and, in each case, until their respective successors are duly elected and qualified;
2. To ratify the appointment of T.E. Lott & Company as the Company's independent auditor for the year ending December 31, 2026; and
5. To transact such other business as may properly come before the Meeting.

The Company's Board of Directors has set the close of business on March 18, 2026, as the record date for determining the shareholders who are entitled to notice of, and to vote at the Meeting or any postponement or adjournment thereof.

The Company hopes that you will be able to attend the Meeting. The Company asks, however, whether or not you plan to attend the Meeting that you **vote and submit your proxy as soon as possible. You may vote by mailing the enclosed proxy card (which you must sign) to the Company in the envelope provided or you may vote over the Internet or by telephone, in each case by following the instructions in the enclosed proxy card.** Promptly voting and submitting your proxy will help ensure that the greatest number of shareholders are present whether in person or by proxy.

If you attend the Meeting in person, you may revoke your proxy at the Meeting and vote your shares in person. You may revoke your proxy at any time before the proxy is exercised. Should you desire to revoke your proxy other than in person at the Meeting, you may do so as provided in the accompanying proxy statement.

By order of the Board of Directors,



Jackie Skelton

Secretary to the Board of Directors

Pascagoula, Mississippi
April 2, 2026

**PROXY STATEMENT
FOR
ANNUAL MEETING OF SHAREHOLDERS
OF MERCHANTS & MARINE BANCORP, INC.**

TO BE HELD ON MAY 7, 2026

INTRODUCTION

This proxy statement is furnished to shareholders of Merchants & Marine Bancorp, Inc., a Mississippi corporation (the “Company”), in connection with the solicitation of proxies by the Company’s Board of Directors (the “Board of Directors” or the “Board”) for use at the Company’s 2026 Annual Meeting of Shareholders to be held at 10:00 A.M. Central Daylight Time at Pelican Landing Conference Center, 6217 Highway 613, Moss Point, Mississippi 39563 on May 7, 2026, and at any adjournments or postponements thereof (the “Annual Meeting”), for the purposes set forth in the foregoing Notice of the Annual Meeting of Shareholders. This proxy statement was mailed to shareholders of the Company on or about April 2, 2026.

The following proposals will be considered and voted upon at the Annual Meeting:

- (1) Election of three nominees to the Company’s Board of Directors, each to serve for a term of office expiring at the 2029 Annual Meeting of Shareholders, and, in each case, until their respective successors are duly elected and qualified;
- (2) Ratification of the appointment of T.E. Lott & Company as the Company’s independent auditor for 2026; and
- (3) Transaction of such other business as may properly come before the Annual Meeting.

IMPORTANT MEETING AND VOTING INFORMATION

Proxy Voting Procedures

If you vote and submit and do not revoke your proxy, the persons appointed as proxies will vote your shares according to the instructions you have specified on the proxy card. If you submit your executed proxy card but do not specify how the persons appointed as proxies are to vote your shares, your proxy will be voted as follows:

- FOR the election of all nominees for election as directors;
- FOR the ratification of T.E. Lott & Company as the Company’s independent auditor for the year ending December 31, 2026; and
- In the best judgment of the persons appointed as proxies as to all other matters properly brought before the Annual Meeting.

If any nominee for election to the Board named in this proxy statement becomes unavailable to serve for any reason, the proxy may be voted FOR a substitute nominee selected by the Board or a vacancy will occur on the Board of Directors, which, if not eliminated by the directors by reducing the size of the Board, may be filled later by action of the shareholders.

You can revoke your proxy at any time before it is voted by (i) delivering to Jackie Skelton, Secretary, Merchants & Marine Bancorp, Inc., either a written revocation of the proxy or a duly executed proxy card bearing a later date or (ii) submitting a new proxy over the Internet or by telephone (only your last proxy submitted prior to the Annual Meeting will count). You may also revoke your proxy by attending the Annual Meeting in person and voting by written ballot.

Quorum Requirements

The presence, in person or by proxy, of the holders of at least a majority of the shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting will constitute a quorum for the transaction of business at the Annual Meeting. The aggregate number of votes entitled to be cast by all shareholders present in person or represented by proxy at the Annual Meeting, whether those shareholders vote "for", "against", "withhold authority" or "abstain" from voting, will be counted for purposes of determining whether a quorum is present.

Impact of Broker Non-Votes

A "non-vote" occurs when a nominee holding shares for a beneficial owner votes on one (1) proposal, but does not vote on another proposal because the nominee does not have discretionary voting power and has not received instructions from the beneficial owner. Pursuant to the rules of the New York Stock Exchange (the "NYSE"), if you hold your shares in "street name" through a broker or other nominee and your broker does not receive voting instructions from you, your broker will not be able to vote your shares in the election of directors, resulting in a broker non-vote on this proposal. So long as a quorum is present, a "non-vote" will have no effect on the approval of the nominees to the Company's Board of Directors or the approval of any other proposal that properly comes before the Annual Meeting. Approval of the ratification of T. E. Lott & Company as the Company's independent auditor is a routine matter on which brokers may vote without specific instructions from shareholders.

Shareholder Proposals for Next Year's Meeting

Shareholders that desire to submit director nominees or matters for consideration at a meeting of shareholders must comply with the Company's bylaws. To be timely with respect to the 2027 annual meeting of shareholders, a shareholder's notice must be delivered to the Secretary of the Company not later than the close of business on February 6, 2027, nor earlier than the close of business on January 7, 2027. If any proposal is not provided by that date, the Chief Executive Officer or President of the Company or the Chairman of the 2027 annual meeting of shareholders may exclude such proposal from being acted upon at such annual meeting. In addition, the Board of Directors may exclude shareholder proposals that it does not believe are proper.

ITEM 1 – ELECTION OF DIRECTORS

The Company's Articles of Incorporation currently provide for a Board consisting of at least five members. The Board of Directors has the authority, from time to time, to change the number of directors so long as there is a minimum of five directors. The Company's current Board of Directors consists of nine members. Pursuant to the classified board provision of the Company's Articles of Incorporation, the Board is divided into three classes, with directors of one of the three classes elected annually for three-year terms. The term of three directors of the class elected in 2023 to serve until 2026 is due to expire with the Annual Meeting. All of the directors currently serving in this class have been nominated by the Board for reelection for terms that will expire at the 2029 annual meeting of shareholders and until their successors are duly elected and qualified. These nominees are Abe L. Harper, Jr., Alan K. Sudduth and Henry G. (Hank) Torjusen, Jr.

Should any nominee be unable to serve as a director for any reason, of which none is presently foreseen, it is intended that the proxies will be voted “FOR” the election of such substitute nominee(s) as the current Board may designate. Alternatively, the Board may determine to reduce the size of the board by the number of persons who become unable to serve to eliminate such vacancies. If the Board does not take either such action, any such vacancies may be filled by later action of the shareholders.

The following table sets forth certain information regarding the three nominees for election to the Board at the Annual Meeting and the incumbent directors whose terms of office will continue after the Annual Meeting.

DIRECTORS

<u>Name and Principal Occupation (if other than with Company)</u>	<u>Age</u>	<u>Company Position</u>	<u>Director Since</u>	<u>Term Expires</u>
Abe L. Harper, Jr. President Harper Technologies, LLC	43	Director	2021	2026
Alan K. Sudduth Public & Government Affairs Manager Chevron Pascagoula Refinery	58	Director	2016	2026
Henry G. (Hank) Torjusen, Jr. Co-owner Fletcher Construction Co., Inc.	58	Director	2016	2026
Diann M. Payne Executive Director LifeWise	68	Director	2009	2027
Julius A. (Jay) Willis, Jr., D.M.D. Owner Willis & Associates, LLC	73	Director	2007	2027
Clayton L. Legear	41	President and Chief Executive Officer of the Company; Director	2022	2027
William Russell Buster, IV Owner C-Sharpe Co, LLC	46	Director	2018	2028
Frank J. Hammond, III Attorney Watkins & Eager PLLC	72	Director	1997	2028
T. Bragg Van Antwerp, Jr. Managing Director Mitchell McLeod Pugh & Williams	49	Director	2024	2028

Information concerning the nominees for election as the Company's directors at the Annual Meeting and the incumbent directors whose term of office will continue after the Annual Meeting is set forth below. The information describing the current position and prior business experience of each of the nominees and continuing directors below contains information regarding the person's service as a director, public reporting company director positions held currently or at any time during the last five years and the experiences, qualifications, attributes or skills that caused the Board to determine that the person should serve as a director for the Company.

Abe L. Harper, Jr. – Mr. Harper is President of Harper Technologies, LLC and is skilled in many different areas of the Information Technology industry, including Data Analytics, Cyber Security/Forensics, IT Consulting, and Infrastructure Construction. Mr. Harper graduated from the Alabama School of Math and Science and later attended both Florida A&M University and the University of South Alabama before venturing out as an entrepreneur and launching Harper Technologies. His community involvement includes serving as a Board Member for Innovate Alabama (Formerly The Alabama Innovation Corporation) as an appointee of Governor Kay Ivey. He is also active with City Hope Church as an Elder, Chairman of Prichard Preparatory School, Board Member for The Innovation Portal, as well as a Board Member for the Mobile Airport Authority. Mr. Harper served as an Advisory Member of the Board from 2018 until becoming a Director of the Company in April 2021. He currently serves as Chairman of the Information Technology Committee. Mr. Harper provides the Board with valuable entrepreneurial experience, technology expertise and insight.

Alan K. Sudduth – Mr. Sudduth holds a Bachelor of Science degree in Industrial Engineering from Mississippi State University, a Juris Doctor from the University of Mississippi, and a Master of Business Administration from William Carey University. He represents Chevron as the Corporate Affairs Manager in Mississippi and Southeast United States. In this role, Mr. Sudduth manages a full range of public and government affairs activities, including media relations, community engagement, political advocacy, crisis communication, external and internal communications, and business development. Mr. Sudduth previously served as Special Counsel to the Jackson County Board Attorney and formerly practiced law with Brown, Watt, & Buchanan in Pascagoula. He has also served as a Sergeant with the Mississippi Army National Guard, 134th Engineering Company, and was activated during Desert Storm/Shield. Mr. Sudduth currently serves on the Executive Committees of the Mississippi Business Alliance, the Southeast Oil & Gas Association, the Mississippi Energy Institute, The Nature Conservancy of Mississippi, and the United Way for Jackson, George and Greene Counties. He is also a member of the William Carey University Board of Trustees, and the Mississippi Department of Environmental Quality's Title V Air Advisory Council and the Pascagoula Redevelopment Authority. Mr. Sudduth received the Jackson County Chamber of Commerce's Jolly P. McCarty Excellence in Leadership Award in 2025, was selected as one of the Top 50 Most Influential Mississippians in 2023 and was recognized as a Distinguished Fellow of Mississippi State University's Bagley College of Engineering in 2022. He has also been inducted into the William Carey University Alumni Hall of Fame in 2016 and was selected for the Mississippi Gulf Coast Chamber of Commerce's "One Coast Community Leader" Class of 2015. Mr. Sudduth served as an Advisory Member of the Board from August 6, 2013, until becoming a Director of the Company in April 2016.

Henry G. (Hank) Torjusen, Jr. – Mr. Torjusen is co-owner of Fletcher Construction Co., Inc. which provides him with an exceptional small business perspective. He has over 30 years construction experience and provides the Company with solid occupational business insight. He received a degree in Construction Engineering Technology from the University of Southern Mississippi. He resides in Pascagoula with his wife and children. Mr. Torjusen served as an Advisory Member of the Board from July 16, 2013, until becoming a Director of the Company in April 2016.

Diann M. Payne – Ms. Payne served as the executive director of the Jackson County Civic Action Committee for over twenty years, receiving awards for her leadership abilities and volunteer activities.

With a Bachelor of Science in accounting and Master of Business Administration in finance, her experience in the banking industry as a bank examiner for the Federal Deposit Insurance Corporation (the “FDIC”) and later an analyst for a financial institution provides the Board with valuable insight. She began her career in nonprofit work as a finance director in 1984 and served as a fiscal officer for thirteen years. Ms. Payne served as an Advisory Member of the Board from July 2007 until becoming a Director of the Company in April 2009. She currently serves as Chairperson of the Governance Succession and Compensation Committee.

Julius A. (Jay) Willis Jr., D.M.D. – Currently Mayor of the City of Pascagoula, Dr. Jay Willis practiced dentistry in the community for 35 years before retiring to form Willis & Associates, a dental practice transition consulting and brokerage firm that matches sellers and buyers of dental practices across Mississippi, Alabama, and Louisiana. Dr. Willis is a frequent guest lecturer in the area of practice management at the University of Mississippi School of Dentistry. A lifelong resident of our community, Dr. Willis offers valuable business experience from his many years as a small businessman and owner of a successful dental practice and from his service as an involved civic leader in various capacities. He served as a member and president of the local school board of the Pascagoula Municipal Separate School District, guiding the district’s operations including a successful bond issue campaign and the construction of two new high schools for our community. His leadership experience includes participation as a member of the boards of directors of the Jackson County Economic Development Foundation, the local Chamber of Commerce, the United Way, the Regional YMCA, the Gulf Coast Community Foundation and First Presbyterian Church. He has also served as President of the Coast Dental Society and the University of Mississippi School of Dentistry Alumni Association. Dr. Willis has been a Director of the Company since 2007.

Clayton L. Legear – Mr. Legear has served as President and Chief Executive Officer of the Company and its wholly owned bank subsidiary Merchants & Marine Bank (the “Bank”) since July 2019. He joined the Bank in 2011, having previously served as Compliance Manager, Chief Risk Officer, Chief Operating Officer and President. Prior to joining the Bank, he served as a Financial Institution Examiner and Deposit Insurance Claims Specialist for the FDIC. Mr. Legear holds a Bachelor of Science Degree in Business Administration from Troy University, where he graduated with Magna Cum Laude honors. He is also a graduate of the Graduate School of Banking of the South at Louisiana State University. Mr. Legear is an alumnus of both Leadership Jackson County and Leadership Mississippi, and he has been recognized as one of the Top 10 Business Leaders Under 40 by the Mississippi Gulf Coast Chamber of Commerce. He serves as Chairman of the Federal Reserve Bank of Atlanta’s Community Depository Institution Advisory Council, Vice Chairman of the Mississippi Board of Banking Review, Vice Chairman of Membership for the Mobile Area Chamber of Commerce, as a member of the Conference of State Bank Supervisors Bankers Advisory Board. He is actively engaged in numerous other professional, civic, trade and charitable organizations throughout the Company’s footprint. Mr. Legear provides the board with valuable knowledge and insight into the day-to-day operations of the Company and its banking and non-banking divisions. He has served as a Director of the Company since May 2022, and as Chairman since May 2025.

William Russell Buster, IV – Mr. Buster owns and manages C-Sharpe Co. which is a general contractor specializing in complex building restoration. He holds a Bachelor of Science degree in Building Science from Auburn University. He resides in Fairhope, Alabama with his wife and five children. He currently serves on the board at Bayside Academy. Mr. Buster’s associations in the Baldwin County area provide valuable insight about the retail and industrial sectors of the community and his experience as a business owner gives Mr. Buster a clear view into all aspects of strategic planning, operations and administration. He has served as a Director of the Company since April 2018.

Frank J. Hammond, III – Mr. Hammond is a member of Watkins & Eager, PLLC, a law firm in Jackson, Mississippi. He has degrees in accounting, law and a Master of Laws in Taxation. Mr. Hammond has practiced law for almost fifty years in Pascagoula and Jackson, Mississippi and has represented a broad array of corporations and individuals with an emphasis on banking, business and estate planning. He is able to contribute to the Board through the breadth and depth of his experience in a broad range of business, corporations, real estate, legal and regulatory matters. Mr. Hammond has been a Director of the Company since 1997.

T. Bragg Van Antwerp, Jr. – Mr. Van Antwerp was born in Mobile, Alabama. He and his family also lived in Pascagoula, Mississippi for three years. After graduating from the University of Virginia in 2000, Mr. Van Antwerp pursued a career on Wall Street, accepting a position with Deutsche Bank in New York, New York as an Associate in global, institutional equity sales and trading before being promoted to Vice President in 2003. In June of 2004, Mr. Van Antwerp accepted a job with Alliance Bernstein, also in New York. At Alliance Bernstein, he continued to work in equity sales and trading before ultimately assuming relationship management responsibilities for a diverse group of institutional clients, including traditional money managers, quantitative investment managers, hedge funds and state pension funds. He was named a director at Alliance Bernstein in 2011. In 2013, Mr. Van Antwerp returned to Mobile and joined Mitchell McLeod Pugh & Williams (“MMPW”) as an Investment Advisor. He is now a shareholder and Managing Director of the firm. MMPW currently manages over \$2.75 billion in assets for clients across the country. Mr. Van Antwerp serves on the Board of Trustees at St. Paul’s Episcopal School in Mobile and is also President of the Mobile Carnival Association. He and his wife have three sons and one daughter. Mr. Van Antwerp brings valuable insight into the business community in Mobile and relationships with clients of the Bank. Mr. Van Antwerp served as an Advisory Member of the Board of the Company from April 2018 until becoming a Director of the Company in May 2024. Mr. Van Antwerp provides the Board with financial management and client advisory experience as well as expertise related to securities trading and capital markets. He currently serves as Chairman of the Audit Committee.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE “FOR” EACH OF THE NOMINEES.

Directors are elected by a plurality of the votes cast. A properly executed proxy marked “WITHHOLD AUTHORITY” with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted in determining whether there is a quorum. Therefore, so long as a quorum is present, withholding authority will have no effect on whether one or more directors are elected.

BOARD COMPOSITION AND EXPERIENCE

The Governance, Succession & Compensation Committee, and the full Board, routinely evaluate the size of the Board and whether to add new directors, including as existing Board members reach 72 years of age, the age at which a Board member may not stand for re-election.

The Board believes that having a diverse mix of directors with complementary qualifications, expertise, and attributes, a majority of whom are independent, is essential to meeting its oversight responsibility.

Set forth below is a summary of Board members' experience in various areas. A mark indicates a specific area of focus or expertise on which the Board particularly relies. Not having a mark does not mean the director does not possess that qualification or skill. Our director nominees' and incumbent directors' biographies appearing elsewhere in this proxy statement describe each director's background and relevant experience in more detail.

Experience	Buster	Hammond	Harper	Legear	Payne	Sudduth	Torjusen	Willis	Van Antwerp
Senior Leadership	•	•	•	•	•	•	•	•	•
IT/Technical			•	•					
Financial Expertise		•		•	•			•	•
Banking Operations		•		•	•				•
Small Business Operations	•		•				•	•	
Business Development and M&A		•		•		•		•	•
Cybersecurity/Information Security			•						
Government, Legal and Regulatory		•		•	•	•		•	

MEETINGS AND COMMITTEES OF THE BOARD

During the fiscal year ended December 31, 2025, the Company's Board held eight (8) meetings and the Bank's board held eighteen (18) meetings. Periodically, the Board meets in executive session with only non-employee members of the Board in attendance. These executive sessions are chaired by the Board's Lead Independent Director, who is currently Ms. Diann Payne.

The Company's or the Bank's Board has established the currently active committees described below. As of the date of this proxy statement, the members of each committee are as identified below:

	Audit Committee	Governance, Succession & Compensation Committee	Information Technology Committee	Resource Management Committee	Directors' Loan Committee
Buster	•	•	•		
Hammond				•	•
Harper			Chairperson		•
Legear			•	•	Chairperson
Payne	•	Chairperson		•	•
Sudduth	•	•	•		
Torjusen					•
Willis	•	•			
Van Antwerp	Chairperson			•	

Audit Committee

The Audit Committee's responsibilities are set forth in a written charter that has been adopted by the Board. The Audit Committee's charter provides that the Audit Committee shall consist of at least three members, all of whom shall be "independent." Members of the Audit Committee shall be considered independent so long as they meet the requirements for independence set forth under the Nasdaq Stock Market's Listing Rules and the rules and regulations of the SEC, including Rule 10A-3 promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). All members of the Audit Committee are independent within the Nasdaq Listing Rules as well as Rule 10A-3 promulgated under the Exchange Act. The Audit Committee charter also provides that the members of the Audit Committee shall be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement, and cash flow statement. The Company believes that the members of the Audit Committee meet these requirements.

The Audit Committee's purpose is to oversee the accounting and financial reporting processes of the Company and the Bank and the audits of the financial statements of the Company and the Bank and to prepare the report required by the rules promulgated by the FDIC.

The primary duties and responsibilities of the Audit Committee include:

- Approving the selection of the Company's independent auditors annually;
- Establishing procedures for (i) the receipt, retention and treatment of complaints received by the Company or the Bank regarding accounting, internal accounting controls or auditing matters, and (ii) the confidential, anonymous submissions by Company or Bank employees of concerns regarding questionable accounting or auditing matters;
- Reviewing and approving all related-party transactions as required by applicable legal or regulatory requirements;
- Establishing procedures for the preapproval of audit and non-audit services performed by the independent accountants in order to assure that such services do not impair auditor independence; and
- Reporting to the Company's and the Bank's Board of Directors on at least a quarterly basis.

Company management, internal and external auditors, independent loan reviewers and compliance consultants may attend each meeting or portions thereof as required by the Audit Committee.

The Audit Committee held four (4) meetings in 2025.

Governance, Succession & Compensation Committee

The Governance, Succession & Compensation Committee's responsibilities are set forth in a written charter that has been adopted by the Board. The Governance, Succession & Compensation Committee's charter provides that it shall consist of at least three members, all of whom shall be "independent." Members of the Governance, Succession & Compensation Committee shall be considered independent so long as they meet the applicable requirements for independence set forth under applicable OTC Markets' rules. All members of the Governance, Succession & Compensation Committee are independent within the OTC Markets' rules. The purpose of the Governance, Succession & Compensation Committee is to provide assistance to the Board in identifying and recommending candidates qualified to serve as directors of the Company, to review the composition of the Board, to provide oversight of the Company's management succession planning efforts, and to oversee compensation of the Company's executive officers.

The primary duties and responsibilities of the Governance, Succession & Compensation Committee include:

- Identifying and recommending qualified candidates to serve as members of the Board;
- Reviewing qualifications of incumbent directors to determine whether to recommend them as nominees for reelection to the Board;
- Reviewing ongoing succession planning efforts and contingency plans for the Company's executive officers; and
- Formulating and administering the Company's executive compensation strategy.

The Governance, Succession & Compensation Committee held three (3) meetings in 2025.

Information Technology Committee

The Information Technology Committee is a committee that consists of Board members and employees of the Bank, with the chairman of the Committee being a Board member selected by the Board. The Information Technology Committee's responsibilities are set forth in a written charter that has been adopted by the Board. The purpose of the Information Technology Committee is to support the implementation of the Bank's corporate information technology strategic plan and to oversee risk associated with implementing the Bank's information technology strategies.

The primary duties and responsibilities of the Information Technology Committee include:

- Approving and monitoring major projects, IT budgets, priorities, standards, procedures, and overall IT performance;
- Monitoring and reporting on the number of attempts to invade the Bank's security systems;
- Overseeing the technology utilized by the Company to protect sensitive Bank and customer information;
- Providing approval or direction on enhancement technology projects that may enable the Company to reduce expense or increase noninterest income; and
- Reviewing the adequacy and allocation of IT resources in terms of funding, personnel, equipment and service levels.

The Information Technology Committee held four (4) meetings in 2025.

Resource Management Committee

The Resource Management Committee plays a crucial role in overseeing the efficient and strategic utilization of the Company's resources. These typically include capital, liquidity and other assets essential to the Company's operations and growth.

The primary duties and responsibilities of the Resource Management Committee are as follows:

- Optimizing resource allocation in a way that aims to support the Company's strategic objectives, minimize waste, and maximize returns;
- Aiding management with the identification and mitigation of risks surrounding resource utilization in an effort to comply with regulatory requirements and internal policies;
- Supporting management in long-term planning and growth initiatives; and
- Developing resource management practices in an effort to meet regulatory standards.

The Resource Management Committee held four (4) meetings in 2025.

Directors' Loan Committee

The Directors' Loan Committee is established to oversee and manage the Company's loan related activities at the Board level. Its primary purpose is to ensure that all loan proposals, approvals, renewals, and modifications for which its review or approval is required are reviewed and decided upon in accordance with the Company's credit policies, risk management framework, and regulatory requirements.

The primary duties and responsibilities of the Directors' Loan Committee are:

- Approving loans that exceed management's delegated limits;
- Monitoring the credit quality of the loan portfolio and identifying potential areas of concern as a component of the Company's broader risk mitigation practices;
- Monitoring the Company's loan activities for compliance with internal credit policies, relevant laws and regulatory standards;
- Reporting regularly to the full Board on the status of certain loan approvals, portfolio performance and significant credit exposures.

The Directors' Loan Committee held thirty-five (35) meetings in 2025.

EXECUTIVE OFFICERS

The following are the current executive officers of the Company and the Bank who are not also directors or nominees to the Board.

Name	Age	Position(s) with Company	Executive Officer Since
Antonio J. Davis	41	Executive Vice President/Chief Risk Officer	2023
Casey B. Hill	42	Executive Vice President/Chief Financial Officer	2020
William G. Hodges	46	Executive Vice President/Chief Banking Officer	2020
Jeffery S. Trammell	59	Executive Vice President/Chief Operations Officer	2019

Set forth below is information concerning each of the Company's and the Bank's executive officers, other than Mr. Legear, who is also a member of the Board.

Antonio J. Davis – Mr. Davis serves as the Chief Risk Officer for the Company and the Bank, positions he has held since he joined the Company and the Bank in July 2023. Mr. Davis is principally responsible for managing the compliance and internal audit functions for the Bank and is the Bank's Bank Secrecy Act officer. Prior to joining the Bank, Mr. Davis served as a Supervisory Examiner (Compliance) in the Jackson, Mississippi Field Office for the FDIC beginning in 2019. Prior to that, he served as a Financial Institution Specialist/Examiner in the FDIC's Montgomery, Alabama Field Office. Mr. Davis, a native of Fairfield, Alabama, holds a Bachelor of Science degree in finance from Jacksonville State University, Jacksonville, Alabama, as well as a Master of Business Administration degree from Florida Institute of Technology, Melbourne, Florida. He is also an alumnus of the Graduate School of Banking at University of Wisconsin-Madison where he also earned an Executive Leadership Certificate. Additionally,

Mr. Davis holds a Certified Regulatory Compliance Manager designation and actively engages with civic and charitable organizations, including serving as a board member for The DL Handy Foundation, Inc.

Casey B. Hill – Mr. Hill serves as the Chief Financial Officer of the Company and the Bank, positions he has held since joining the Company and the Bank in 2020. Prior to joining the Bank, Mr. Hill served as the Managing Director of the Agribusiness Lending Group, a national lending arm of Farm Credit Bank of Texas, one of the four wholesale funding banks of the Farm Credit system. At Farm Credit, he was responsible for a team of bankers and analysts that managed a multibillion-dollar commercial portfolio, comprised of some of the largest production agriculture credit facilities in North America. Prior to his stint at Farm Credit, Mr. Hill served as Chief Credit Officer at Eugene, Oregon-based Summit Bank. Mr. Hill also has deep roots in Mississippi and Alabama commercial banking, having served as a corporate Senior Vice President and director of Credit Quality and Credit Risk for Brandon-based multibank holding company Community Bancshares. He began his career in banking working in credit administration at the Citizens Bank of Philadelphia (Mississippi) and Auburn, Alabama-based AuburnBank. Mr. Hill completed his undergraduate studies in Banking & Finance at Mississippi State University, thereafter earning his MBA with highest honors from the Owen School of Management at Vanderbilt University. Mr. Hill is active in the Gulf Coast community, serving as Past Chairman of the Jackson County Chamber of Commerce, as a member of the Executive Committee and Board of Directors at United Way of Jackson, George and Greene Counties, and as an alumnus of Leadership Jackson County and a graduate of Leadership Mississippi.

William G. Hodges – Mr. Hodges currently serves as Chief Banking Officer of the Company and the Bank, positions he has held since joining the Company and the Bank in 2020. Prior to joining the Bank, Mr. Hodges spent 19 years working for Hancock Whitney Bank and legacy institutions, serving in multiple community banking positions in Louisiana and Mississippi. During his nine years serving in Louisiana, Mr. Hodges started the Louisiana leasing division, worked as a branch manager, was a business banker and business banking manager, and managed the Louisiana corporate banking department. He then transferred with Hancock Whitney to his hometown of Hattiesburg to take the role of Market President for a ten-year stint. Mr. Hodges earned a Bachelor of Science degree in Finance from William Carey University. He is also a graduate of the Mississippi School of Banking at the University of Mississippi and the Graduate School of Banking at Louisiana State University. He also completed the Advanced Management Program at the Tuck School of Business at Dartmouth College. Mr. Hodges has served on the Board of Directors for the Southeast Mississippi Development Partnership Board. At the United Way of Southeast Mississippi, he has served as Board President, Director, Community Impact Chair, and Community Resource Development Chair. He also worked with the Family YMCA of Southeast Mississippi as a board member and co-chair of multiple Area Development Partnership's capital campaigns. Mr. Hodges has also led the Southeast Mississippi Community Investment Corporation as Board Chair and Treasurer and has served as a councilman for the Mississippi Young Bankers Association. He is also an alum of Leadership Baton Rouge and Leadership Mississippi.

Jeffery S. Trammell – Mr. Trammell serves as Chief Operations Officer of the Company and the Bank, having joined the Company's and the Bank's executive leadership team in 2019 as its Chief Risk & Strategy Officer, a position he held until 2022. Mr. Trammell oversees the Bank's data analytics department and loan operations. Prior to joining the Bank, Mr. Trammell worked as a Supervisory Examiner at the Mississippi Department of Banking and Consumer Finance. He worked in a similar role for the State of Louisiana, as Compliance Examiner and Assistant District Office Manager for the Louisiana Office of Financial Institutions. Along with leading teams of examiners on community bank examinations, Mr. Trammell also was appointed as lead examiner on each state's largest financial institution. He was recognized for his leadership with an inter-agency STAR award from the Conference of State Bank Supervisors as a bank examiner in Louisiana. Mr. Trammell also served as Compliance Officer at Business First Bank in Baton Rouge. Earlier in his career, he held several roles (Registered Representative, Registered Investment Advisor, Corporate Trainer, and Compliance Officer) for New York Life, MassMutual, Emeritus Financial, and ING Financial Partners. Mr. Trammell began his career in banking

and finance, working in roles in Corporate Trust and Credit Analysis at Bank One, a legacy institution of the current JP Morgan Chase Bank. Mr. Trammell earned a Bachelor of Science degree in Finance from Louisiana State University, as well as a Master of Business Administration degree from the University of New Orleans. He also graduated from the Graduate School of Banking at Louisiana State University. He is a Certified Enterprise Risk Professional, as designated by the American Bankers Association. Mr. Trammell is active in several local organizations.

ITEM 2 – RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITOR

The Audit Committee of the Board of Directors has appointed T.E. Lott & Company as the Company’s independent auditor to examine the financial statements of the Company for the year ending December 31, 2026, and to perform other appropriate accounting services. T.E. Lott & Company has served as the Company’s independent auditor since 2013.

THE BOARD RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF T.E. LOTT & COMPANY AS THE COMPANY’S INDEPENDENT AUDITOR FOR THE YEAR ENDING DECEMBER 31, 2026.

The ratification of the appointment of T.E. Lott & Company as the Company’s independent auditor for the year ending December 31, 2026, will be approved if the number of shares of Company common stock voted in favor of the proposal exceeds the number of shares of Company common stock voted against it. A properly executed proxy marked “ABSTAIN” with respect to this proposal will not be voted on this proposal, although it will be counted in determining whether there is a quorum. Therefore, abstaining from voting on the ratification of the appointment of T.E. Lott & Company as the Company’s independent auditor will have no effect on whether the proposal is approved so long as a quorum is present.

OTHER MATTERS

The Board knows of no other matters that may be brought before the Annual Meeting. If, however, any matters other than those set forth in this proxy statement should properly come before the Annual Meeting, votes will be cast pursuant to the proxies in accordance with the best judgment of the proxy holders.

SOLICITATION OF PROXIES

The expense of soliciting proxies in the form accompanying this proxy statement will be paid by the Company. Directors, officers and employees of the Company may solicit proxies personally or by mail or telephone. The Company does not expect to pay any compensation for the solicitation of proxies, but may reimburse, on request brokers, custodians, nominees and other persons holding shares in their names or in the names of nominees for their reasonable expenses in sending proxy materials to principals and obtaining their instructions.

Whether or not you expect to be present at the Annual Meeting, please vote and submit your proxy as soon as possible. You may vote by mailing the enclosed proxy card (which you must sign) to us in the envelope provided or over the Internet or by telephone, in each case by following the instructions in the enclosed proxy card. This will not prevent you from voting in person at the Annual Meeting or from changing your vote prior to the Annual Meeting.

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