



March 30, 2026

Dear Shareholder:

First Resource Bancorp, Inc. will hold its 2026 Annual Meeting of Shareholders on May 7, 2026 at 9:00 a.m. at the Hilton Garden Inn, 720 Eagleview Blvd., Exton, PA 19341.

At the Meeting, you will be asked to vote on two matters: (i) the election of two Class II directors; and (ii) the ratification of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026.

These matters are described in the accompanying Notice of Annual Meeting and Proxy Statement.

We would be pleased for you to attend the meeting. If you plan to attend, please call (610) 561-6025.

If you cannot attend the meeting, your shares should still be represented at the meeting. We urge you to sign and date the enclosed proxy card and return it in the enclosed envelope as soon as possible. If you are a registered shareholder, you may also vote electronically or by telephone by following the instructions included with your proxy card.

Thank you very much for your interest in and support of First Resource Bancorp, Inc.

Sincerely,

A handwritten signature in cursive script that reads 'Lauren C. Ranalli'.

Lauren C. Ranalli
President & Chief Executive Officer

FIRST RESOURCE BANCORP, INC.

NOTICE OF
ANNUAL MEETING OF SHAREHOLDERS
to be held May 7, 2026

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Meeting") of First Resource Bancorp, Inc., a Pennsylvania corporation and registered bank holding company (the "Company"), will be held on May 7, 2026, at the Hilton Garden Inn, 720 Eagleview Blvd., Exton, PA 19341 at 9:00 a.m. for the following purposes:

- (1) to elect two (2) Class II directors of the Company ("Matter No. 1");
- (2) to ratify the appointment of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2026 ("Matter No. 2");
- (3) to transact such other business as may properly be presented at the Meeting.

Only shareholders of record of the Company's common stock at the close of business on March 11, 2026 are entitled to notice of, and to vote at, the Meeting.

We urge you to read the entire Proxy Statement carefully. Whether or not you plan to attend the Meeting, please vote by promptly completing the enclosed proxy card and then signing, dating and returning it in the postage-prepaid envelope provided so that your shares may be represented at the Meeting. If you are a registered shareholder, you may also vote electronically or by telephone by following the instructions included with your proxy card. Prior to the vote, you may revoke your proxy or change your vote in the manner described in the Proxy Statement. Properly executed proxy cards with no instructions indicated on the proxy card will be voted "FOR" the matters described above and in the discretion of the persons named as proxies on other matters that may properly come before the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

Kristen Fries

Kristen Fries, Secretary

Exton, Pennsylvania
March 30, 2026

**FIRST RESOURCE BANCORP, INC.
800 North Pottstown Pike
Exton, Pennsylvania 19341
(610) 363-9400**

**PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
Wednesday, May 7, 2026**

GENERAL INFORMATION

Solicitation of Proxies. The Board of Directors of First Resource Bancorp, Inc. (the “Company”), a registered bank holding company and the owner of all the outstanding stock of First Resource Bank (the “Bank”), is providing this Proxy Statement to solicit proxies for the Company’s 2026 Annual Meeting of Shareholders (the “Meeting”) to be held on May 7, 2026, or any adjournment thereof. The Company is first mailing this Proxy Statement and the accompanying proxy card on or about March 30, 2026. The Company will pay the expense of soliciting proxies. The Company expects to solicit proxies primarily by mail. The Company’s directors and officers may also solicit proxies personally, by telephone and by facsimile, without additional compensation.

Voting and Revocation of Proxies. The execution and return of the enclosed proxy will not affect a shareholder’s right to attend the Meeting and vote in person. Any shareholder giving a proxy may revoke it at any time before it is exercised by submitting written notice of its revocation or a subsequently executed proxy bearing a later date to the Company’s Secretary, or by attending the Meeting and electing to vote in person. Shareholders of record at the close of business on March 11, 2026 (the “Record Date”) are entitled to notice of, and to vote at, the Meeting. On the Record Date, there were 3,005,580 shares of the Company’s common stock outstanding, each of which will be entitled to one vote at the Meeting.

If the enclosed proxy is appropriately marked, signed and returned in time to be voted at the Meeting, the shares represented by the proxy will be voted in accordance with the instructions marked thereon. If your proxy is not marked to the contrary, it will be voted “**FOR**” the election, as directors, of the Board of Directors’ nominees, and “**FOR**” the ratification of S.R. Snodgrass, P.C., as the Company’s independent registered public accounting firm for the year ending December 31, 2026. Signed proxies will be voted in accordance with the instructions of the Board of Directors with respect to any other matter that properly comes before the Meeting, or any adjournment of the Meeting, in the discretion of the persons named as proxyholders.

Quorum and Voting. The presence, in person or by proxy, of shareholders entitled to cast at least a majority of the votes that all shareholders are entitled to cast will constitute a quorum at the Meeting. Abstentions and broker non-votes with respect to any proposal voted upon at the Meeting will be included for purposes of determining the presence of a quorum at the Meeting.

Assuming the presence of a quorum, the two nominees for director receiving the highest number of votes cast by shareholders entitled to vote at the Meeting will be elected. The affirmative vote of a majority of the votes cast by shareholders at the Meeting is required for the ratification of S.R. Snodgrass, P.C. as the independent registered public accounting firm for the year ending December 31, 2026 (Matter No. 2). Abstentions and broker non-votes are not considered votes “cast” under Pennsylvania law and, accordingly, will not affect the outcome of the voting on Matter No. 2.

MATTER NO. 1 ELECTION OF DIRECTORS

Under the Company’s Articles of Incorporation, directors are divided into three classes: Class I, Class II and Class III.

The Board of Directors has unanimously nominated Pamela M. Cyr and Robert E. Rigg for election as Class II directors to serve for a period of three years or until their successor is duly elected. Each of the nominees has consented to being named in this Proxy Statement and to serve if elected. If any of the nominees becomes unable to accept nomination or election, the persons named in the proxy may vote for a substitute nominee selected by the Board of Directors. The Company’s management, however, has no present reason to believe that any nominee listed will be unable to serve as a director, if elected.

The Board of Directors recommends voting “FOR” the election of the Class II nominees.

Shares represented by a properly executed proxy in the accompanying form will be voted “**FOR**” the Class II nominees named above unless otherwise specified in the proxy by the shareholder. Any shareholder who wishes to withhold authority from the proxyholders to vote for the election of directors or to withhold authority to vote for any individual nominee may do so by marking his or her proxy to that effect. Shareholders cannot cumulate their votes for the election of directors. No proxy may be voted for a greater number of persons than the number of nominees named.

The following table sets forth certain information concerning (i) the nominees for election as Class II directors, (ii) continuing Class I and Class III directors, (iii) each executive officer and (iv) all directors and executive officers as a group, including their direct ownership of shares of the Company’s common stock as of the Record Date.

<u>Name</u>	<u>Current Principal Business Occupation</u>	<u>Director Since</u>	<u>Direct Ownership (1)</u>	<u>Percent of Common Stock</u>
NOMINEES FOR CLASS II DIRECTORS TO SERVE UNTIL 2029				
Pamela M. Cyr (Age 58)	President, Title Alliance, LTD	2024	14,500	0.48%
Robert E. Rigg (Age 73)	Managing Partner, J&R Real Estate and Silver Oak Properties	2012	123,828	4.12%
CLASS I DIRECTORS TO SERVE UNTIL 2028				
James B. Griffin (Age 60)	President, James B. Griffin, P.C., Attorney at Law; Certified Public Accountant	2005	38,914	1.29%
Glenn B. Marshall (Age 67)	Vice Chair, First Resource Bancorp, Inc. and First Resource Bank	2005	68,262	2.27%
Joseph J. DiSciullo (Age 69)	President, Zeke's, Inc.	2005	113,093	3.76%
CLASS III DIRECTORS TO SERVE UNTIL 2027				
Michael Hohl (Age 56)	Owner, Lyons and Hohl Site Contractors	2024	19,780	0.66%
Richard Orlow (Age 68)	CPA, CFO, Piazza Management Company	2005	23,647	0.79%
Lauren C. Ranalli (Age 51)	President & CEO, First Resource Bancorp, Inc. and First Resource Bank	2005	<u>35,636</u>	<u>1.19%</u>
Total directors and executive officers			<u>437,660</u>	<u>14.56%</u>

(1) The table reflects information supplied by each director and executive officer

Board Meetings and Committees

The Boards of Directors of the Company and First Resource Bank held a combined seventeen (17) meetings during 2025. The Board of Directors maintains an Executive Committee, an Audit Committee, an ALCO Committee, a Loan Committee, a CRA Committee, a Compensation Committee, an Enterprise Risk Committee, and a Corporate Governance and Nominating Committee. The Executive Committee, which met twelve (12) times during 2025, consists of Directors Griffin (Chairperson), Marshall and Ranalli. The Audit Committee, which met five (5) times during 2025, consists of Directors Orlow (Chairperson), Griffin, DiSciullo, Duke, Hohl, Marshall and Rigg. The ALCO Committee, which met four (4) times during 2025, consists of Directors Griffin (Chairperson), Cyr, DiSciullo, Duke, Marshall and Ranalli. The Loan Committee, which met forty-three (43) times during 2025, consists of Directors Orlow (Chairperson), DiSciullo, Duke, Griffin, Hohl, Marshall and Ranalli. The CRA Committee, which met one (1) time during 2025, consists of Directors DiSciullo (Chairperson), Duke, Hohl, Marshall and Rigg. The Compensation Committee, which consists of Directors Duke (Co-Chairperson), Marshall (Co-Chairperson), Griffin, Orlow and Rigg, met four (4) times during 2025. The Enterprise Risk Committee, which consists of Directors Ranalli (Chairperson), Cyr, Griffin, Marshall, Orlow, and Rigg, met four (4) times during 2025. The Corporate Governance and Nominating Committee, which consists of Directors Marshall (Chairperson), Cyr, Duke, Griffin and Orlow, did not meet during 2025.

Ownership of Common Stock by Certain Persons

The following persons are known to beneficially own shares of the Company's common stock in excess of 5% of shares outstanding on the record date:

Name of Beneficial Owner	Number of Shares Beneficially Owned⁽¹⁾	Percent of Class Beneficially Owned⁽²⁾
AllianceBernstein L.P.	292,692	9.74%
Philip J. Timyan	206,311	6.86%
Mark T. Lynch	196,123	6.53%
Tontine Financial Partners LP	194,630	6.48%

(1) Beneficial ownership in the foregoing table is based solely upon information available to the Company, including record ownership as shown on the Company's share transfer records.

(2) Ownership is stated as of the record date, March 11, 2026, and percentages are based on 3,005,580 shares outstanding on that date.

2025 Equity Incentive Plan Grants

Shareholders approved the Company's 2025 Equity Incentive Plan at the 2025 annual meeting. The Plan permits the Board to grant equity awards to employees and non-employee

directors, including stock options, restricted stock, and restricted stock units, as one component of compensation to help us attract, retain and motivate individuals to contribute to the Company's financial success.

The Board approved its first awards under the Plan by granting restricted stock units ("RSUs") to certain employees, executive officers, and non-employee directors on November 19, 2025. The RSUs granted in November 2025 provide for the issuance, upon vesting, of one share of the Company's common stock for each RSU granted. The RSUs vest ratably over a five-year period commencing on the first anniversary of the grant date (i.e., commencing on November 19, 2026), subject to continued employment or service through each applicable vesting date. Vesting of the RSUs accelerates under certain circumstances, including the grantee's retirement, death or disability or a "change in control" of the Company as defined in the Plan. The RSUs have no voting rights prior to the issuance of shares at vesting, but are credited with dividend equivalent rights (without interest) as provided in the Plan.

The following tables relating to director and executive officer compensation include information on the RSUs granted to non-employee directors and executive officers on November 19, 2025. The grant date fair value of the RSUs is determined in accordance with Accounting Standards Codification (ASC) 718, Stock Compensation, and is based on the closing price of the Company's common stock on the date of grant.

Other than the RSUs granted in November 2025, there are no stock options or other equity-based awards outstanding as of the date of this proxy statement.

Director Compensation

The following table displays summary compensation information for the Company's directors for 2025. In addition to cash fees earned, each non-employee director received a grant of 500 RSUs on November 19, 2025.

<u>Name</u>	<u>Cash Fees Earned</u>	<u>Restricted Stock Unit Awards (1)</u>	<u>Total Compensation</u>
Pamela M. Cyr	\$18,000	\$9,450	\$27,450
Joseph J. DiSciullo	\$18,000	\$9,450	\$27,450
Ann Duke	\$18,000	\$9,450	\$27,450
James B. Griffin	\$43,000	\$9,450	\$52,450
Michael Hohl	\$18,000	\$9,450	\$27,450
Glenn B. Marshall	\$27,500	\$9,450	\$36,950
Richard Orlow	\$27,500	\$9,450	\$36,950
Robert E. Rigg	<u>\$18,000</u>	<u>\$9,450</u>	<u>\$27,450</u>
	<u>\$188,000</u>	<u>\$75,600</u>	<u>\$263,600</u>

(1) The amounts in this column represent the aggregate grant date fair value of restricted stock units granted during 2025.

Mr. Marshall, who retired as an executive officer of the Company and the Bank on April 1, 2024, also received payments under his supplemental executive retirement plan, dated February 28, 2012, commencing in May 2024 and certain continuing payments under his employment agreement (see “Executive Officer Compensation”).

Executive Officer Compensation

The following table displays summary compensation information for the Company’s executive officers for the last three calendar years.

SUMMARY COMPENSATION TABLE

<u>Name & Position</u>	<u>Year</u>	<u>Annual Compensation</u>		<u>Long Term Compensation</u>	
		<u>Salary</u>	<u>Bonus</u>	<u>Restricted Stock Unit Awards (1)</u>	<u>Other Compensation</u>
Glenn B. Marshall, Chief Executive Officer (Retired)	2025	-	-	\$ 9,450	\$115,479
	2024	\$ 83,337	\$30,000	-	\$ 76,986
	2023	\$270,000	\$40,000	-	-
Lauren C. Ranalli, President & Chief Executive Officer	2025	\$303,000	-	\$47,250	-
	2024	\$285,000	\$30,000	-	-
	2023	\$270,000	\$40,000	-	-

(1) The amounts in this column represent the aggregate grant date fair value of restricted stock units granted during 2025: 500 RSUs to Mr. Marshall in his capacity as a non-employee director and 2,500 RSUs to Ms. Ranalli in her capacity as President and Chief Executive Officer.

Mr. Marshall retired as Chief Executive Officer of the Company and the Bank on April 1, 2024, at which time Ms. Ranalli, previously President and Chief Financial Officer of the Company and the Bank, became President and Chief Executive Officer of each of the Company and the Bank. Salary and bonus amounts for Mr. Marshall for 2024 reflect amounts paid through the date of his retirement as an officer of the Company and the Bank. Amounts shown under the “Other Compensation” Column for 2025 and 2024 represent amounts paid during those years under Mr. Marshall’s supplemental executive retirement plan, dated February 12, 2012, and

certain continuing payments under his employment agreement. (See “Supplemental Retirement Plans (SERPs)” for a description of the supplemental retirement plans.)

Employment and Change in Control Agreements

Lauren C. Ranalli, President and Chief Executive Officer of the Company and the Bank since April 1, 2024, is a party to an employment agreement with the Bank.

Under her employment agreement, Ms. Ranalli is employed for a term of three years. Beginning with the second day of the term of the agreement, and on each day thereafter, the term is extended by one day, so that, at all times, the term of the agreement is three years. First Resource Bank may, however, at any time deliver to Ms. Ranalli a written notice advising her that it desires to terminate the automatic renewal provisions, in which event the term of the agreement continues through the remainder of the term in effect on the date such notice of non-renewal is given. In addition to her current annual base salary of \$325,000 under the agreement, Ms. Ranalli is entitled to receive certain customary benefits such as insurance and vacation, and she is entitled to participate in any incentive bonus plan established by the Board of Directors for employees.

If Ms. Ranalli resigns from employment for “good reason” (as defined in the agreement), or her employment is terminated without “cause” (as defined in the agreement), then, for a period of 36 months following termination, Ms. Ranalli will receive monthly an amount equal to 1/12th of the sum of (i) her highest annualized base salary during the employment period and (ii) the highest annual bonus (or aggregate bonuses) paid or payable to her with respect to any calendar year during the employment period. In addition, for a period of 36 months following termination, Ms. Ranalli will receive monthly (in lieu of continued pension and welfare benefits) an amount equal to 1/12th of the product of (i) 22.5% multiplied by (ii) her highest annualized base salary during the term of the employment agreement. If Ms. Ranalli retires after January 1, 2026 she would be entitled to receive a retirement benefit under her employment agreement in an annual amount equal to 25% of the sum of (i) her highest annualized base salary during the employment period, plus (ii) the highest annual bonus (or aggregate bonuses) paid or payable to her with respect to any calendar year during the employment period, plus (iii) the product of 22.5% times her highest annualized base salary (in lieu of continued pension and welfare benefits). Such retirement benefit is payable over thirty-six months beginning with the first month following retirement.

Ms. Ranalli’s agreement contains noncompete covenants that apply for specified periods following termination of Ms. Ranalli’s employment, which generally prohibit her from engaging in banking activities in any county in which First Resource Bank is engaged in banking activities or any contiguous county, and nonsolicitation covenants relating to customers and employees that apply for specified periods following termination of employment.

Certain officers of First Resource Bank, have entered into change in control agreements with the Company and First Resource Bank. The agreements provide that, if the officer resigns from employment for good reason (as defined in the agreement), or the officer’s employment with First Resource Bank is terminated within six months following a change in control (as defined in the agreement), then for a period of twelve months following termination, the officer will be entitled to receive monthly an amount equal to 1/12th of the officer’s annualized base salary (excluding bonuses or additional compensation benefits).

Supplemental Executive Retirement Plans (SERPs)

On February 28, 2012, First Resource Bank and each of Glenn Marshall and Lauren Ranalli entered into supplemental executive retirement plan agreements which provide for annual retirement benefits in the amounts of \$40,000 and \$100,000, respectively, to the executive upon reaching age 65 and continuing for fifteen years thereafter. Should the executive retire from employment prior to reaching age 65 for reasons other than cause, then the executive will receive a reduced retirement benefit depending on the number of years which the executive has participated in the plan.

Mr. Marshall retired as Chief Executive Officer of the Company and the Bank effective April 1, 2024, and is collecting full benefits under his SERP agreement. In addition, under his employment agreement, Mr. Marshall is receiving a retirement benefit in an annual amount equal to 20% of the sum of (i) his highest annualized base salary during his employment period, plus (ii) the highest annual bonus (or aggregate bonuses) paid or payable to him with respect to any calendar year during his employment period, plus (iii) the product of 22.5% times his highest annualized base salary (in lieu of continued pension and welfare benefits). Mr. Marshall's retirement benefit under his employment agreement is payable over thirty-six months beginning with the first month following retirement.

Indemnification

The Company's bylaws provide for the (i) indemnification of directors and officers and (ii) elimination of a director's liability for monetary damages, each to the fullest extent permitted by Pennsylvania law. Pennsylvania law provides that a Pennsylvania corporation may indemnify directors, officers, employees and agents of the corporation against liabilities they may incur in such capacities for any action taken or any failure to act, whether or not the corporation would have the power to indemnify the person under any provision of law, unless such action or failure to act is determined by a court to have constituted recklessness or willful misconduct. Pennsylvania law also permits the adoption of a bylaw amendment, approved by shareholders, providing for the elimination of a director's liability for monetary damages for any action taken or any failure to take any action unless (1) the director has breached or failed to perform the duties of his office and (2) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

Certain Transactions

Certain directors and executive officers of the Company, and their associates, were customers of and had transactions with First Resource Bank in the ordinary course of business during the fiscal year ended December 31, 2025. Similar transactions may be expected to take place in the future. Such transactions included the establishment of checking and savings accounts, the purchase of certificates of deposit and extensions of credit in the ordinary course of business on substantially the same terms, including interest rate and collateral, as those prevailing at the time for comparable transactions with other persons and did not involve more than the normal risks of collectability or present other unfavorable features. It is First Resource Bank's policy that any other transactions with directors and officers and their associates in the future will be conducted on the same basis.

Report of Audit Committee

The Audit Committee, which met five times during 2025, operates under a written charter adopted by the Board of Directors. The Audit Committee of the Board of Directors is composed of seven independent directors.

The Audit Committee has reviewed the audited financial statements of First Resource Bancorp, Inc. for the fiscal year ended December 31, 2025, and discussed them with management and First Resource Bancorp's independent accountants, S.R. Snodgrass P.C. The Audit Committee also has discussed with the independent accountants the matters required to be discussed by the U.S. Statement of Auditing Standards SAS No. 61.

The Audit Committee has received from the independent accountants the written disclosures and letter required by the U.S. Independence Standards Board Standard No. 1, and the Audit Committee has discussed with the accountants their independence from First Resource Bancorp, Inc. and management.

In connection with applicable standards for independence of First Resource Bancorp's external auditors, during the 2025 fiscal year the Audit Committee considered whether the provision of any non-audit services by First Resource Bancorp's independent accountants was compatible with maintaining such independence. The Audit Committee will continue to consider similar matters relating to independence during the 2026 fiscal year.

Richard D. Orlow, Chairman
Joseph J. DiSciullo
Ann Duke
James B. Griffin
Michael Hohl
Glenn B. Marshall
Robert E. Rigg

MATTER NO. 2 RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Company's Board of Directors has appointed the firm of S.R. Snodgrass, P.C. as the Company's independent registered public accounting firm for its 2026 fiscal year. The terms of the appointment were reviewed and recommended by the Audit Committee.

Although ratification of auditors is not required by the Company's charter or otherwise as a matter of law, the Board of Directors is submitting the selection of S.R. Snodgrass, P.C. to shareholders for ratification. If shareholders fail to ratify the selection, the Audit Committee and the Board of Directors may consider the selection of a different accounting firm, although they are not required to do so. Even if the selection is ratified, the Audit Committee and the Board of Directors may, in their discretion, select a different independent registered public accounting firm at any time during the fiscal year if it determines that such a change would be in the best interests of the Company.

A representative from S.R. Snodgrass, P.C. is expected to be present at the Meeting. The representative will be given an opportunity to make a statement if he or she desires to do so, and will be available to answer appropriate questions from shareholders.

The Board of Directors recommends voting “FOR” the ratification of S.R. Snodgrass, P.C. as the Company’s independent registered public accounting firm for the year ending December 31, 2026. The affirmative vote of a majority of all votes cast at the Meeting is required to approve Matter No. 2.

ANNUAL REPORT

The Company's Annual Report for the year ended December 31, 2025 is enclosed with this mailing.

OTHER BUSINESS FOR THE ANNUAL MEETING

Because the Company did not receive written notice from any shareholder regarding proposals or nominations for consideration at the Meeting as required by the Company's bylaws, any such proposals or nominations will not be considered at the Meeting. If any other matters are properly brought before the Meeting, the persons named on the Company's form of proxy card will vote the shares represented by such proxy upon such matter in their discretion in accordance with the instructions of the Board of Directors.

SHAREHOLDER PROPOSALS FOR THE 2027 ANNUAL MEETING

The Company's 2027 annual meeting of shareholders is expected to be held on or about May 6, 2027. In accordance with First Resource Bancorp's bylaws, a shareholder desiring to submit a proposal for consideration, or to nominate a person for election as a director, at the 2027 Annual Meeting, must provide written notice to the Corporate Secretary, containing the information required by the bylaws, no earlier than January 7, 2027 and no later than February 6, 2027.



Kristen Fries, Secretary

PLEASE REMEMBER TO VOTE YOUR SHARES BY FOLLOWING THE ONLINE OR TELEPHONIC VOTING INSTRUCTIONS SET FORTH ON THE PROXY CARD OR BY MARKING, SIGNING, DATING AND RETURNING THE ENCLOSED PROXY CARD IN THE ENCLOSED POSTAGE-PAID ENVELOPE SO THAT YOUR IMPORTANT VOTE WILL BE COUNTED AT THE MEETING.