



## NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To the Stockholders of Calvin B. Taylor Bankshares, Inc.:

The Annual Meeting of Stockholders of Calvin B. Taylor Bankshares, Inc. (the “Company”) will be held on Wednesday, May 13, 2026 at 2:00 p.m. local time at the Courtyard Marriott located at Two 15<sup>th</sup> Street, Ocean City, Maryland. The Annual Meeting will be held for the following purposes:

1. To elect three Directors of the Company each to serve for a term of three years, and until their respective successors are duly elected and qualified;
2. To ratify the Board of Directors’ appointment of Yount, Hyde & Barbour, P.C. as the independent auditors for the Company for the fiscal year ending December 31, 2026; and
3. To transact such other business as may properly come before the meeting or any adjournment or postponement thereof.

This Notice is accompanied by a Proxy Statement providing a detailed description of the items to be voted on at the Annual Meeting and a copy of the Company’s 2025 Annual Report. The Board of Directors has carefully reviewed and considered the proposals and recommends the stockholders of the Company to vote FOR each of the proposals described in the Proxy Statement.

Only stockholders of record at the close of business on March 13, 2026, are entitled to receive notice of, to attend and to vote at the Annual Meeting or any adjournment or postponement thereof. If you are a beneficial owner as of that date, you will receive communications from your broker, bank or other nominee about the Annual Meeting and how to direct the vote of your shares.

Your vote on these matters is very important. All stockholders are cordially invited to attend this meeting in person. Whether or not you plan to attend the meeting, please indicate your vote by promptly executing and returning the Proxy Card, or by telephone or over the Internet. If you attend the meeting, you may vote in person if you so desire, even if you have previously indicated your vote via proxy.

Sincerely,

**M. Dean Lewis**

**Chief Executive Officer and President**

# PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON MAY 13, 2026

This Proxy Statement is furnished to the stockholders of Calvin B. Taylor Bankshares, Inc. (the “Company”) in connection with the solicitation of proxies by the Board of Directors of the Company, to be voted at the Annual Meeting of Stockholders. The Annual Meeting of Stockholders will be held on Wednesday, May 13, 2026 at 2:00 p.m. local time and at any adjournment or postponement thereof, for the purposes set forth in this Proxy Statement. The meeting will be held at the Courtyard Marriott located at Two 15<sup>th</sup> Street, Ocean City, Maryland. This Proxy Statement and the accompanying Proxy Card were first furnished to stockholders on April 3, 2026, in accordance with the Securities and Exchange Commission’s Notice and Access rules.

## **VOTING AND REVOCABILITY OF PROXY APPOINTMENTS**

The Company has fixed March 13, 2026, as the record date (the “Record Date”) for determining the stockholders entitled to receive notice of, to attend and to vote at the Annual Meeting or any adjournment or postponement thereof. The Company’s only stock is its Common Stock, par value \$1.00 per share. At the close of business on the Record Date, there were outstanding and entitled to vote 2,661,866 shares of Common Stock of the Company, with each share being entitled to one vote. There are no cumulative voting rights. A majority of the outstanding shares of Common Stock represented at the Meeting, in person or by proxy, will constitute a quorum.

The following methods of voting are available to stockholders:

- 1) Completing the Proxy Card and returning it to the address noted on the Proxy Card;
- 2) Submitting your proxy to vote your shares telephonically;
- 3) Submitting your proxy to vote your shares electronically via the Internet; or
- 4) Attending the Annual Meeting and casting your vote in person.

The Company is offering registered stockholders the opportunity to vote (via proxy) electronically through the Internet or by telephone, in addition to following the traditional method of completing a paper Proxy Card and returning it by mail. Stockholders may submit their proxy to vote their shares by telephone or via the Internet by following the procedures described on the Proxy Card. To submit your proxy via telephone or the Internet, please have the Proxy Card in hand, and call the number or go to the website listed on the Proxy Card and follow the instructions. The telephone and Internet voting procedures are designed to authenticate stockholders’ identities, to allow stockholders to give their voting instructions, and to confirm that stockholders’ instructions have been recorded properly. Stockholders submitting their proxy to vote through the Internet should understand that they may bear certain costs associated with Internet access, such as usage charges from their Internet service providers.

A stockholder may revoke a proxy given pursuant to this solicitation prior to the Annual Meeting by delivering an instrument revoking it, or by delivering a duly executed proxy bearing a later date, to M. Dean Lewis, Chief Executive Officer and President of the Company. Any stockholder who attends the Annual Meeting and revokes his/her proxy may vote in person. To revoke a proxy previously submitted via telephone or Internet, a stockholder may submit a new proxy at a later date before the vote is taken at the Annual Meeting. In this case, the earlier proxy will be revoked and the proxy submitted later will be considered to be the valid proxy.

Please note that if you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), your broker, bank or other nominee will not vote your shares of Common Stock unless you provide voting instructions to your broker, bank or other nominee. You should instruct your broker, bank or other nominee to vote your shares by following the instructions provided by the broker, bank or nominee when it sends this Proxy Statement to you. You may not vote shares held in street name by returning a proxy card directly to the Company or by voting in person at the Annual Meeting unless you provide a “legal proxy”, which you must obtain from your bank, broker or nominee. A broker has authority to vote on “routine” items if they have transmitted proxy-soliciting materials to the beneficial owner but has not received voting instructions from that owner. The proposal to ratify the selection of the Company’s independent auditors is a “routine” item. Brokers that do not receive instructions may not, however, vote on

the election of Directors. Thus, it is important that you provide your broker with voting instructions with respect to the election of directors.

If your shares are held of record by a bank or other nominee (other than a broker), whether such nominee can exercise discretionary authority to vote your shares on any matter at the Annual Meeting in the absence of instructions from you will depend on your specific arrangement with your nominee record holder. In the absence of an arrangement with your record holder granting such discretionary authority, your record holder nominees will not have the discretionary authority to vote your shares on any matter at the Annual Meeting in the absence of specific voting instructions from you.

Management of the Company is not aware of any other matter to be presented for action at the meeting other than those mentioned in the Notice of Annual Meeting of Stockholders and referred to in this Proxy Statement. If any other matters come before the meeting, it is the intention of the persons named in the enclosed Proxy to vote on such matters in accordance with their judgment.

#### SOLICITATION

This solicitation is made by the Company. The costs associated with preparing, printing, assembling, and mailing the proxy materials are borne by the Company. Out-of-pocket and clerical expenses incurred by brokerages and other custodians who transmit copies of the proxy materials to the beneficial owners of shares held as of the Record Date are reimbursable by the Company.

#### PROPOSAL 1

##### ELECTION OF DIRECTORS

The Board of Directors has nominated the following individuals to serve as director for a three year term and until their successors are elected and qualified:

Nominees	To Serve Until Annual Meeting in	Age	Director Since
Todd E. Burbage	2029	53	2006
M. Dean Lewis	2029	45	2014
Louis H. Taylor	2029	65	2011

It is the intention of the persons named as proxies in the accompanying Proxy to vote FOR the election of the nominees identified above to serve for the terms set forth above; unless authority is withheld, all valid proxies in response to this solicitation will therefore be voted FOR the election of the nominees listed above. If any nominee is unable or fails to accept nomination or election, the persons named as proxies in the Proxy will vote for the election of remaining nominees and any substitute nominee(s) recommended by the Company's Board of Directors.

Directors are elected by a plurality of the votes cast at the meeting. Set forth below is certain information as of the Record Date concerning the nominees for election as director of the Company. Except as otherwise indicated, the occupation listed has been such person's principal occupation for at least the last five years.

**Todd E. Burbage** is the Chief Executive Officer and co-owner of Blue Water Development Company which invests, develops, and manages RV resorts, campgrounds, hotels, and attractions throughout the United States. He currently serves on the Worcester Preparatory School Board of Trustees. Mr. Burbage previously served on the Board of Directors of the Community Foundation of the Eastern Shore, Inc., the TidalHealth Foundation, The Greater Salisbury Committee, the Maryland Coastal Bays Program and Atlantic General Hospital Corporation.

Mr. Burbage's director qualifications include his tenure as director of the Company and its subsidiary, Calvin B. Taylor Bank (the "Bank"), his lifelong residency in the Company's service area, and his experience as an owner of a locally based business. His background in real estate development and his extensive knowledge of the local real estate market further enhance his contributions to the Board. Mr. Burbage is a member of the Bank's Strategic Planning Committee and Governance Committee.

**M. Dean Lewis** has been employed by the Bank since December 2011 and was appointed Chief Executive Officer of the Bank and the Holding Company in January 2025. He previously served as Chief Financial Officer from 2013 to 2024. Prior to joining the Bank, Mr. Lewis was employed by the public accounting firm PricewaterhouseCoopers LLP from 2002 to 2010, where he served clients across multiple industries, including banking, and most recently held the position of Tax Director. Mr. Lewis is a Certified Public Accountant and holds a Master's degree in Taxation. Mr. Lewis currently serves on the Boards of Directors of the Community Foundation of the Eastern Shore, Inc. and Peninsula Health Ventures, a TidalHealth company. He also serves as Vice Chair of the Board of Directors of the Community Foundation of the Eastern Shore, Inc. and is a member of its Executive Committee and Investment Committee.

Mr. Lewis' director qualifications include his professional experience, as described in the preceding paragraph, as well as his longstanding residency within the Company's service area. He also maintains a board network of professional and personal associations throughout the community. Mr. Lewis currently serves as a member of the Bank's Credit Committee and Strategic Planning Committee.

**Louis H. Taylor** retired as Superintendent of Schools for Worcester County Public Schools in June 2025, concluding a 41-year career with the Worcester County Public School system. During his tenure, he served as the Principal of Stephen Decatur High School from 1995 to 2012, and was honored as the 1998-1999 Principal of the Year for the State of Maryland. Mr. Taylor currently serves as a member of the Salisbury University Foundation. He previously served on the Board of the Atlantic General Hospital Foundation and was a founder of the Worcester County Education Foundation, where he served as a member of the Board of Directors. He also previously served as Chairman of the Board of Trustees

of Atlantic General Hospital, and as a member of the Board of Directors of the Community Foundation of the Eastern Shore, Inc. and Hudson Health Services, Inc. Additionally, Mr. Taylor served on the Worcester County Local Management Board from 2003 to 2006 and on the Worcester County Board of Zoning Appeals from 2006 to 2009. He is also the co-owner of Bali-Hi RV Park, Inc.

Mr. Taylor's director qualifications include lifelong residency in the Company's service area, experience as owner of a locally based business, and extensive participation and leadership in numerous community-based organizations. He currently serves as a member of the Bank's Audit and Risk Committee and the Executive and Director Compensation Committee.

None of the directors or officers of the Company or the Bank have been involved in any administrative proceedings or convicted of any crime.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE ELECTION OF EACH OF THE NOMINEES NAMED ABOVE.**

**PROPOSAL 2**

**RATIFICATION OF APPOINTMENT OF INDEPENDENT AUDITORS**

Subject to ratification by the stockholders, the Board of Directors has appointed Yount, Hyde & Barbour, P.C. (YHB) as its independent public accounting firm to audit the financial statements of the Company for the year ended December 31, 2026. YHB has served as independent auditor for the Company since 2021 and became the independent public accounting firm as a result of the acquisition of Rowles & Company, LLP. Fees paid to YHB and its predecessors for the last three fiscal years for annual audits and other services are detailed in the table below. Audit Fees include services rendered for the audit of the Company's annual financial statements. Tax Fees include charges related to the preparation and filing of income tax returns.

	2025	2024	2023
Audit Fees	\$ 92,722	\$ 76,690	\$ 55,436
Tax Fees	7,700	6,350	6,000
Other	13,390	10,750	10,500
Total	<u>\$ 113,812</u>	<u>\$ 93,790</u>	<u>\$ 71,936</u>

The Audit and Risk Committee has discussed with YHB the compatibility of non-audit services with the auditors' independence and has received related disclosures from YHB. All services provided by YHB are pre-approved by the Audit and Risk Committee.

The Audit and Risk Committee has reviewed and discussed the audited financial statements with the Company's management. The Audit and Risk Committee has discussed with YHB the scope and results of the audit. Based on these discussions, the Audit and Risk Committee recommends that the audited financial statements be included in the Company's Annual Report.

It is the intention of the persons named as proxies in the accompanying Proxy to vote FOR the ratification of the Board of Directors' appointment of YHB as its independent auditors for the year ended December 31, 2026, except with respect to proxies marked "AGAINST" or "ABSTAIN," all valid proxies we receive in response to this solicitation will therefore be voted "FOR" ratification of the appointment of YHB.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE "FOR" THE RATIFICATION OF YOUNT, HYDE & BARBOUR, P.C. AS INDEPENDENT AUDITORS.**

## PRINCIPAL BENEFICIAL OWNERS OF THE COMPANY'S COMMON STOCK

The following table sets forth the number and percentage of outstanding shares of the Company's Common Stock beneficially owned by (a) each executive officer of the Company, (b) each director and director nominee of the Company, (c) all directors, nominees, and executive officers of the Company as a group, and (d) each person or entity known to the Company to own more than five percent of the outstanding Common Stock. The percentage of outstanding shares owned is based on 2,661,866 shares of Common Stock outstanding as of the Record Date, March 13, 2026.

Name	Relationship to Company	Shares of Common Stock Beneficially Owned		
		Number	Percent	
James R. Bergey, Jr.	Director	164,018	6.16%	(1)
James Ryan Bergey, III	Director	39,794	1.49%	
Todd E. Burbage	Director	9,679	0.36%	
Charlotte K. Cathell	Director	3,383	0.13%	
Thomas K. Coates	Director, Chair	650	0.02%	
Reese F. Cropper, III	Director	30,388	1.14%	
John P. Custis	Director	6,000	0.23%	
G. Hale Harrison	Director	21,685	0.81%	(2)
M. Dean Lewis	Director, CEO & President	5,756	0.22%	(3)
Douglas A. Motley	Director	285	0.01%	
Louis H. Taylor	Director	3,440	0.13%	
Douglass M. Cook	Vice President & Secretary	837	0.03%	
Philip E. O'Neil, III	Treasurer & Chief Financial Officer	100	0.00%	
Total Directors and Executive Officers		286,015	10.73%	
John H. Burbage, Jr.	> 5% stockholder and Director Emeritus	203,976	7.66%	
Reese F. Cropper, Jr.	> 5% stockholder and Chairman Emeritus	172,000	6.46%	
Humphreys Foundation	> 5% stockholder	163,844	6.16%	
Total Directors, Executive Officers and > 5% stockholders		825,835	31.01%	

(1) Includes 55,196 shares owned by trusts in which the director is a co-trustee. Also includes 42,191 shares owned by a trust in which the director is the beneficiary.

(2) Includes 15,231 shares owned by an estate in which the director is the co-personal representative.

(3) Includes 4,496 shares owned by a trust in which the director is a co-trustee.

## STOCKHOLDER PROPOSALS FOR THE NEXT ANNUAL MEETING OF STOCKHOLDERS

Stockholder nominees for director and the proposal of other business to be properly brought before stockholders at the 2027 annual meeting of stockholders must be received by the Secretary of the Company in writing no later than March 14, 2027.

## ANNUAL REPORT

A copy of the Company's Annual Report is being delivered together with this Proxy Statement. Additionally, this Proxy Statement and our Annual Report for the fiscal year ended December 31, 2025 are available on the following website, <https://www.astproxyportal.com/ast/11197>.