



October 23, 2026

Dear Fellow Stockholder:

You are cordially invited to attend a Special Meeting of Stockholders (the “Special Meeting”) of Glen Burnie Bancorp (the “Company”). The meeting will be held exclusively online via the Internet as a virtual audio webcast on Wednesday, December 9, 2026, at 9:00 a.m. Eastern Time. Stockholders will not be able to attend the Special Meeting in person.

The accompanying notice and proxy statement describe the formal business to be transacted at the meeting, which includes: amending the Company’s Articles of Incorporation to increase the number of authorized shares of common stock from 5,000,000 to 15,000,000 (Proposal 1); amending the Articles of Incorporation to authorize the Board of Directors to classify or reclassify any unissued shares of stock (Proposal 2); amending the Articles of Incorporation to reduce the stockholder vote required to approve future amendments to the charter from two-thirds to a majority of all votes entitled to be cast (Proposal 3); and approving the adjournment of the Special Meeting, if necessary or appropriate, to solicit additional proxies (Proposal 4). Accompanying this proxy statement is a proxy card.

Only stockholders of record at the close of business on October 15, 2026, are entitled to notice of, and to vote at, the Special Meeting. Directors and officers of the Company will be present to respond to any questions the stockholders may have.

ON BEHALF OF THE BOARD OF DIRECTORS, WE URGE YOU TO EITHER SIGN, DATE AND RETURN THE ACCOMPANYING PROXY CARD AS SOON AS POSSIBLE OR YOU CAN ALSO VOTE ONLINE AT www.investorvote.com/GLBZ. YOU WILL NEED YOUR CONTROL NUMBER TO VOTE ONLINE (SEE INSTRUCTIONS ON PROXY CARD). Submitting your proxy now will not prevent you from voting online during the Special Meeting but will ensure that your vote is counted if you are unable to attend.

Your vote is important, regardless of the number of shares you own.

Sincerely,

Joseph G. Baldwin
Chairman

Mark C. Hanna
Chief Executive Officer

GLEN BURNIE BANCORP
101 Crain Highway, S.E.
Glen Burnie, Maryland 21061
(410) 766-3300

Notice of Special Meeting of the Stockholders to be held on December 9, 2026

NOTICE IS HEREBY GIVEN that a special meeting of the stockholders (the “Special Meeting”) of Glen Burnie Bancorp (the “Company”) to be held on December 9, 2026, beginning at 9:00 a.m. Eastern Time, **exclusively online via the Internet as a virtual audio webcast at meetnow.global/MM5CQK7**, from Glen Burnie Bancorp, 101 Crain Highway, SE, Glen Burnie, Maryland to consider and act upon the following matters:

- (1) To approve a proposal to amend the Company’s Articles of Incorporation to increase the number of authorized shares of common stock which the Company has authority to issue from 5,000,000 to 15,000,000 shares, par value \$1.00 per share (Proposal 1); and
- (2) To approve a proposal to amend the Company’s Articles of Incorporation to authorize the Board of Directors to classify or reclassify any unissued shares of stock (Proposal 2); and
- (3) To approve a proposal to amend the Company’s Articles of Incorporation to reduce the stockholder vote required to approve future amendments to the charter from two-thirds of all votes entitled to be cast to a majority of all votes entitled to be cast (Proposal 3); and
- (4) To approve a proposal to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies in the event that there are insufficient votes at the time of the Special Meeting to approve Proposal 1, Proposal 2, or Proposal 3 (Proposal 4).

Our Special Meeting will be a “virtual meeting” of stockholders, which will be conducted exclusively online via the Internet as a virtual audio webcast. There will not be a physical meeting location, and stockholders will not be able to attend the Special Meeting in person. This means that you can attend the Special Meeting online, vote your shares during the online meeting and submit questions during the online meeting by visiting the above-mentioned Internet site. We believe that hosting a virtual meeting will enable greater stockholder attendance and participation from any location around the world.

Approval of each of Proposal 1, Proposal 2, and Proposal 3 requires the affirmative vote of the holders of two-thirds of all the votes entitled to be cast on each such Proposal. Approval of Proposal 4 requires the affirmative vote of a majority of the votes cast on the matter.

A printed copy of our proxy materials, including a proxy card, is being mailed to our stockholders on or about October 23, 2026.

Only stockholders of record at the close of business on October 15, 2026, the record date for the Special Meeting, are entitled to notice of, and will be entitled to vote at, the Special Meeting, or any adjournments or postponements thereof.

If you are a stockholder of record, you may vote or submit a proxy in one of the following ways:

Submit a proxy over the Internet prior to the virtual Special Meeting, by visiting www.investorvote.com/GLBZ (have your proxy card in hand to access the website);

Submit a proxy by Telephone, by calling the toll-free number 1-800-652-VOTE (8683) (have your proxy card in hand when you call);

Submit a proxy by Mail, if you received a printed copy of the proxy materials, by returning the enclosed proxy card (signed and dated) in the envelope provided; or

Vote online at the virtual Special Meeting, by using your proxy card to access the Special Meeting website, meetnow.global/MM5CQK7, and voting online at the Special Meeting. You will need your control number included on your proxy card in order to be able to vote during the Special Meeting.

If you have any questions or need assistance with voting, please contact the Company's proxy solicitor, Laurel Hill Advisory Group, by calling (888) 742-1305.

If your shares are held in "street name," meaning that they are held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow to vote your shares.

Your vote is important to us. Whether or not you plan to attend the Special Meeting online, we urge you to take the time to submit a proxy to vote your shares. Further information about how to attend the Special Meeting online, vote your shares online during the Special Meeting and submit your questions online during the Special Meeting is included in the accompanying proxy statement.

BY ORDER OF THE BOARD OF DIRECTORS

Catherine M. Dombroski
Secretary

October 23, 2026

WHETHER OR NOT YOU PLAN TO ATTEND THE SPECIAL MEETING ONLINE, WE URGE YOU TO SUBMIT A PROXY TO VOTE YOUR SHARES BY SUBMITTING YOUR PROXY OVER THE INTERNET OR BY TELEPHONE, OR BY COMPLETING, DATING, SIGNING AND RETURNING THE ENCLOSED PROXY CARD IN THE ACCOMPANYING ENVELOPE. NO POSTAGE NEED BE AFFIXED IF THE PROXY CARD IS MAILED IN THE UNITED STATES.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 9, 2026

The Notice of Special Meeting of Stockholders, Proxy Statement, and Form of Proxy are available at www.edocumentreview.com/GLBZ.

GLEN BURNIE BANCORP
PROXY STATEMENT FOR THE SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON
DECEMBER 9, 2026

The Board of Directors (the “Board”) of Glen Burnie Bancorp (the “Company”) is soliciting proxies for use at the Special Meeting of Stockholders (the “Special Meeting”), to be held exclusively online via the Internet as a virtual audio webcast on December 9, 2026, at 9:00 a.m. Eastern Time. We have determined that the Special Meeting will be held in a virtual audio webcast meeting format only, via the Internet, with no physical in-person attendance. At our virtual Special Meeting, stockholders will be able to attend, vote and submit questions by visiting meetnow.global/MM5CQK7. Further information about how to attend the Special Meeting online, vote your shares online during the Special Meeting and submit questions during the Special Meeting is included in this proxy statement.

Important Notice Regarding the Availability of Proxy Materials for the Special Meeting of Stockholders to be Held on December 9, 2026:

This proxy statement is available electronically at www.edocumentreview.com/GLBZ

A printed copy of our proxy materials, including proxy card, is being mailed to our stockholders on or about October 23, 2026.

GENERAL INFORMATION ABOUT THIS PROXY STATEMENT, THE SPECIAL MEETING AND VOTING

Why is the Company holding a Special Meeting?

The Articles of Incorporation determine the total number of authorized capital stock the Company has authority to issue. At this time, the Company is nearing the limit of its currently authorized shares of capital stock, which restricts our strategic initiatives, ability to grow and ability to raise capital for our business plans. Amending the Articles of Incorporation (the “Articles”) to increase the authorized shares from 5,000,000 to 15,000,000 will provide the Company with flexibility (i) to opportunistically access capital markets whenever we believe it is advisable in order to execute on our business and strategy of responsible growth and financial strength for the Company, and to address regulatory expectations, and (ii) in the case we are presented with any future potential strategic transactions or other corporate opportunities that we determine are advisable.

As more fully described in the **Background of Proposal 1 and Status of Prior Increase in Authorized Shares**, the Company has concluded that the previously disclosed 1999 Board approved increase in authorized shares from 5,000,000 to 15,000,000 was not validly approved in accordance with the Company’s Articles and did not become effective. Accordingly, the Company is now seeking stockholder approval of the proposed amendment to properly authorize that increase and provide the flexibility needed to pursue the strategic, growth and capital objectives described above.

Accordingly, we are seeking stockholder approval to increase the number of authorized shares of our common stock in order to provide a sufficient number of authorized shares for possible future corporate finance, equity issuance, business development, equity compensation and other general corporate purposes. At this time, there are no current specific plans, understandings or arrangements for the use of Company’s Common Stock.

In addition, the affirmative vote of holders of two-thirds of all votes entitled to be cast is currently required to amend the Company’s Articles. The Company believes amending the Articles to require a reduced threshold of a majority of all votes entitled to be cast for future amendments will provide the Company with greater flexibility and reduce the costs of obtaining approval for future charter amendments.

How do I attend the virtual Special Meeting?

We will host the Special Meeting exclusively online via the Internet as a virtual audio webcast. You will be able to attend the Special Meeting online, vote your shares online during the Special Meeting and submit your questions online during the Special Meeting by visiting meetnow.global/MM5CQK7. You will not be able to attend the Special

Meeting in person. The webcast will start at 9:00 a.m. Eastern Time on December 9, 2026. You will need the control number included on your proxy card or voting instruction form in order to be able to attend the Special Meeting online. Information contained on this website is not incorporated by reference into this proxy statement or any other report we file with the OTC Marketplace.

Online check-in will begin at 8:45 a.m. Eastern Time on December 9, 2026, and you should allow ample time for the online check-in proceedings. If you encounter any difficulties accessing the virtual Special Meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual Special Meeting log-in page. Technical support will be available starting at 8:45 a.m. on the day of the meeting.

Why is the Special Meeting a virtual, online meeting?

We believe that hosting a virtual meeting will facilitate stockholder attendance and participation at the Special Meeting by enabling stockholders to participate remotely from any location around the world. Our virtual meeting will be governed by our Rules of Conduct and Procedures, which will be posted on the virtual meeting platform on the date of the Special Meeting. We have designed the virtual Special Meeting to provide the same rights and opportunities to participate as stockholders would have at an in-person meeting, including the right to vote and submit questions through the virtual meeting platform. Stockholders will not be able to attend the Special Meeting in person.

Why did you send me these proxy materials?

We are providing these proxy materials because our Board is soliciting your proxy to vote at the Special Meeting. This proxy statement summarizes information related to your vote at the Special Meeting. All stockholders who find it convenient to do so are cordially invited to attend the Special Meeting online. However, you do not need to attend the meeting virtually to vote your shares. Instead, you may submit a proxy to vote your shares as described in further detail in the answer to the question “How do I vote?” below.

Who can vote at the Special Meeting and what are the voting rights of such stockholders?

Only stockholders of record at the close of business on October 15, 2026 (the “Record Date”) are entitled to vote at the Special Meeting. On the Record Date, there were 2,934,863 shares of our common stock outstanding and entitled to vote (each share entitles its holder to one vote). Common stock is our only class of stock outstanding.

What is the purpose of the Special Meeting?

At the Special Meeting, stockholders will consider and vote on the following matters:

- (1) To approve a proposal to amend the Articles of Incorporation to increase the number of authorized shares of our common stock from 5,000,000 to 15,000,000 (Proposal 1); and
- (2) To approve a proposal to amend the Articles of Incorporation to authorize the Board of Directors to classify or reclassify unissued shares of stock (Proposal 2); and
- (3) To approve a proposal to amend the Articles of Incorporation to reduce the stockholder vote required to approve future amendments to the charter from two-thirds of all votes entitled to be cast to a majority of all votes entitled to be cast (Proposal 3); and
- (4) To approve a proposal to permit the Company to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve Proposal 1, Proposal 2, or Proposal 3, or if a quorum is not present (Proposal 4).

How many votes do I have?

Each stockholder is entitled to one vote for each share of our common stock held by such stockholder on the Record Date.

How do I vote?

If you are the “record holder” of your shares, meaning that you own your shares in your own name and not through a bank, brokerage firm or other nominee (each a “Nominee”), you may submit a proxy or vote your shares by any of the following methods:

- (1) **Over the Internet prior to the Special Meeting:** You may vote via the internet 24 hours a day, seven days a week, by visiting www.investorvote.com/GLBZ. Use the vote control number printed on your proxy card to access your account and submit a proxy to vote your shares. You must specify how you want your shares voted or your Internet proxy cannot be completed and you will receive an error message. Your shares will be voted according to your instructions. You must submit your Internet proxy before 11:59 p.m. Eastern Time on December 8, 2026, the day before the Special Meeting, for your proxy to be validly submitted over the Internet and for your vote to count.
- (2) **By Telephone:** You may vote via telephone 24 hours a day, seven days a week, by dialing 1-800-652-VOTE (8683), toll free from the United States, Canada and Puerto Rico, and follow the recorded instructions to submit a proxy to vote your shares. You will need to have the control number printed on your proxy card in hand when you call. You must specify how you want your shares voted and confirm your vote at the end of the call or your telephonic proxy cannot be completed. Your shares will be voted according to your instructions. You must submit your telephonic proxy before 11:59 p.m. Eastern Time on December 8, 2026 the day before the Special Meeting, for your telephonic proxy to be valid and for your vote to count.
- (3) **By Mail:** If you received a printed copy of the proxy materials, complete and sign, date and return the proxy card in the enclosed envelope, postage prepaid. The proxy card must be received no later than December 8, 2026, the day before the Special Meeting, for it to be valid and for your vote to count. Your shares will be voted according to your instructions. If you return your proxy card but do not specify how you want your shares voted on any particular matter, they will be voted in accordance with the recommendations of our Board.
- (4) **Online while virtually attending the Special Meeting:** You may vote your shares online while virtually attending the Special Meeting by visiting meetnow.global/MM5CQK7. You will need your control number included on your proxy card in order to be able to vote during the Special Meeting.

If you have any questions or need assistance with voting, please contact the Company’s proxy solicitor, Laurel Hill Advisory Group, by calling (888) 742-1305.

If your shares are held in “street name,” meaning they are held for your account by a Nominee, you may submit voting instructions or vote your shares by any of the following methods:

- (1) **Over the Internet prior to the Special Meeting or by Telephone:** You will receive instructions from your Nominee if they permit you to submit voting instructions over the Internet or by telephone. You should follow those instructions.
- (2) **By Mail:** You will receive instructions from your Nominee explaining how you can submit voting instructions by mail. You should follow those instructions.
- (3) **Online while virtually attending the Special Meeting:** You will receive instructions from your Nominee explaining how you can vote your shares online during the Special Meeting. You will need your control number included on your voting instruction form in order to demonstrate proof of beneficial ownership and to be able to vote during the Special Meeting.

If you hold your shares of our common stock in multiple accounts, you should vote your shares or submit a proxy as described above for each account.

Can I revoke or change my vote?

If your shares are registered directly in your name, you may revoke your proxy and change your vote at any time before the Special Meeting. To do so, you must do one of the following:

- (1) Submit a proxy over the Internet or by telephone prior to the Special Meeting as instructed above. Only your latest Internet or telephonic proxy submitted prior to the Special Meeting will be counted. You may not revoke or change your proxy over the Internet or by telephone after 11:59 p.m. Eastern Time on December 8, 2026.
- (2) Attend the virtual Special Meeting and vote online as instructed above. Attending the virtual Special Meeting alone will not revoke your Internet proxy, telephonic proxy, or proxy submitted by mail, as the case may be.
- (3) Provide our Corporate Secretary written notice before or at the Special Meeting that you want to revoke your proxy. Only your latest dated proxy will be counted.

If your shares are held in “street name,” you may submit new voting instructions with a later date by contacting your Nominee. You may also vote your shares online while virtually attending the Special Meeting, which will have the effect of revoking any previously submitted voting instructions.

Will my shares be voted if I do not return my proxy or do not provide specific voting instructions on the proxy card or voting instruction form that I submit?

If your shares are registered directly in your name, your shares will not be voted if you do not submit a proxy over the Internet, by telephone or by returning your proxy by mail prior to the Special Meeting, or attend and vote online at the virtual Special Meeting. If you submit a proxy card without giving specific voting instructions on one or more matters listed on your proxy card, your shares will be voted as recommended by our Board on such matters, and as the proxyholders may determine in their discretion how to vote with respect to the matters properly presented for a vote at the Special Meeting. **If your shares are held in “street name,”** a “broker non-vote” results on a matter when a broker returns a proxy but does not vote on a particular proposal because it does not have discretionary authority to vote on that proposal and has not received voting instructions from you. Because the Company’s common stock is not listed on a national securities exchange and the proposals involve amendments to the Company’s charter, we do not expect that Nominees will have discretionary authority to vote on any of the proposals in the absence of your voting instructions. If your shares are held by a Nominee and you do not timely provide voting instructions, your shares will not be voted on the proposals.

We encourage you to timely provide voting instructions to your Nominee. This ensures that your shares will be voted at the Special Meeting according to your instructions. You should receive directions from your Nominee about how to submit your voting instructions to them.

What constitutes a quorum at the Special Meeting?

A quorum is needed to hold a valid meeting. A quorum will be present if the holders of at least a majority in voting power of the shares of common stock issued and outstanding and entitled to vote on the Record Date are present at the virtual Special Meeting either “in person” virtually or as represented by proxy. For purposes of establishing a quorum, abstentions and broker non-votes, if any, are counted as present or represented. If a quorum is not present, we expect to adjourn the Special Meeting until we obtain a quorum. The presence at the Special Meeting, in person or by proxy, of holders representing a majority in voting power of our outstanding common stock as of the Record Date, or 1,467,432 shares, constitutes a quorum at the Special Meeting, permitting us to conduct the business of the Special Meeting. Shares present virtually during the Special Meeting will be considered shares of common stock present in person at the meeting.

What vote is required to approve each matter and how are votes counted?

Proposal 1 – Approval of the Authorized Shares Proposal

To approve Proposal 1, the holders of two-thirds of all the votes entitled to be cast on the proposal must vote FOR the proposal. Because approval requires two-thirds of all votes entitled to be cast, and not merely a majority of the votes cast, abstentions and broker non-votes will have the same effect as a vote AGAINST Proposal 1. Brokers and other Nominees are not expected to have discretionary authority to vote on Proposal 1 in the absence of your voting instructions.

Proposal 2 – Approval of the Classification Proposal

To approve Proposal 2, the holders of two-thirds of all the votes entitled to be cast on the proposal must vote FOR the proposal. Because approval requires two-thirds of all votes entitled to be cast, and not merely a majority of the votes cast, abstentions and broker non-votes will have the same effect as a vote AGAINST Proposal 2. Brokers and other Nominees are not expected to have discretionary authority to vote on Proposal 2 in the absence of your voting instructions.

Proposal 3 – Approval of the Vote Reduction Proposal

To approve Proposal 3, the holders of two-thirds of all the votes entitled to be cast on the proposal must vote FOR the proposal. Because approval requires two-thirds of all votes entitled to be cast, and not merely a majority of the votes cast, abstentions and broker non-votes will have the same effect as a vote AGAINST Proposal 3. Brokers and other Nominees are not expected to have discretionary authority to vote on Proposal 3 in the absence of your voting instructions.

Proposal 4 – Approval of the Adjournment Proposal

To approve Proposal 4, the holders of a majority of the votes cast on the proposal must vote FOR the proposal. Because approval requires only a majority of the votes cast, abstentions and broker non-votes will have no effect on the outcome of Proposal 4.

What are the effects of abstentions and broker non-votes on each proposal?

If you hold your shares in a trust or brokerage account (sometimes referred to as holding shares in “street name”) please note that your bank or brokerage firm has “no discretionary” voting authority with respect to Proposals 1 through 4 and therefore cannot vote on such proposals in the absence of your instructions. As a result, unless you direct your broker on how to vote your shares with respect to one or more of Proposals 1 through 4, your shares will remain un-voted on such proposals. This is commonly referred to as a “broker non-vote.” Although abstentions and broker non-votes will be counted for purposes of determining the presence of a quorum, neither are considered to be votes cast.

With respect to Proposal 1, the proposal to amend the Articles of Incorporation to increase the number of the Company’s authorized common shares, the affirmative vote of the holders of two-thirds of all the votes entitled to be cast on the matter is required to approve. As a consequence, abstentions and broker non-votes will effectively constitute a vote “against” Proposal 1.

With respect to Proposal 2, the proposal to amend the Articles of Incorporation to authorize the Board of Directors to classify or reclassify unissued shares of stock, the affirmative vote of the holders of two-thirds of all the votes entitled to be cast on the matter is required to approve. As a consequence, abstentions and broker non-votes will effectively constitute a vote “against” Proposal 2.

With respect to Proposal 3, the proposal to amend the Articles of Incorporation to reduce the stockholder vote required to approve future amendments to the charter from two-thirds of all votes entitled to be cast to a majority of all votes entitled to be cast, the affirmative vote of the holders of two-thirds of all the votes entitled to be cast on the matter is required to approve. As a consequence, abstentions and broker non-votes will effectively constitute a vote “against” Proposal 3.

With respect to Proposal 4, the proposal to permit the Company to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve Proposal 1, Proposal 2, or Proposal 3, or if a quorum is not present, the affirmative vote of a majority of the votes cast by the holders of the Company’s common stock is required to approve. As a consequence, abstentions and broker non-votes will have no effect on the outcome of Proposal 4.

How can I participate in the Special Meeting with the ability to ask a question and/or vote?

The Special Meeting will be a virtual meeting conducted exclusively by audio webcast. You are entitled to participate in the Special Meeting only if, as of the Record Date, you were either: (A) a stockholder of record of the Company (a “Record Holder”) holding shares registered in your name; or (B) a “beneficial holder” holding shares through a brokerage or retirement account and have been issued a valid legal proxy to vote your shares by the applicable bank or broker (a “Beneficial Holder”). A Record Holder will receive a form of proxy directly from the Company, while a Beneficial Holder will generally receive a “voting instruction form” from their brokerage or other financial institution requesting direction on how to vote the shares on their behalf.

As a **Record Holder**, you will be able to participate in the Special Meeting online, ask a question and vote by visiting meetnow.global/MM5COK7 and follow the instructions on your Notice, proxy card, or on the instructions that accompanied your proxy materials.

If you are a **Beneficial Holder** and want to participate in the Special Meeting online by webcast with the ability to ask a question and/or vote, if you choose to do so, you have two options.

Register In Advance of the Special Meeting. To register in advance of the Special Meeting, submit proof to Computershare of your legal proxy power from your broker or bank reflecting your holdings along with your name and email address. Requests for advance registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m. Eastern Time, on December 4, 2026. Requests for advance registration should be directed to us at the following:

By email:	Forward the email from your broker granting you a Legal Proxy, or attach an image of your Legal Proxy, to legalproxy@computershare.com (You will receive a confirmation of your registration by email after we receive your registration materials.)
By mail:	Computershare Glen Burnie Bancorp Legal Proxy P.O. Box 43001 Providence, RI 02940-3001

For Beneficial Owners, it will also be possible to register online the day of the Special Meeting using the secure 15-DIGIT Control Number received with the voting instruction form. Please note, however, that this option is intended to be provided as a convenience to Beneficial Holders only, and there is no guarantee this option will be available for every type of Beneficial Holder voting control number. The inability to provide this option to any or all Beneficial Holders shall in no way impact the validity of the Special Meeting.

To safely ensure your ability to participate at the Special Meeting, Beneficial Holders are advised to register in advance of the Special Meeting.

Please go to meetnow.global/MM5CQK7 for more information on the available options and registration instructions. The audio webcast will begin promptly at 9 a.m., Eastern Time. We encourage you to access the meeting prior to the start time leaving ample time to check in.

How many shares are owned by Directors and Executive Officers?

All directors and named executive officers of the Company as a group (comprised of 14 individuals), beneficially held 441,787 shares of the Company’s common stock as of October 15, 2026, representing 15.06% of the outstanding common stock of the Company.

Proposal 1 — Amendment to Increase the Number of Authorized Shares of Common Stock

Purpose. The Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend Article Five of the Articles of Incorporation to increase the total number of shares of capital stock the Company has authority to issue to fifteen million (15,000,000) shares of Common Stock, par value \$1.00 per share. The purpose of the increase is to provide the Company with additional authorized but unissued shares available for possible future corporate finance, equity issuance, business development, equity compensation and other general corporate purposes.

Reasons. As described above, the Company is nearing the limit of our currently authorized shares of common stock, which restricts our ability to raise capital for our business plans and strategic initiatives. Proposal 1 is intended to, among other things, give the Company greater flexibility in considering and planning for future general corporate needs, including, but not limited to, raising additional capital or entering into strategic transactions.

We anticipate that we may issue additional shares of common stock in the future in connection with one or more of the following:

- financing transactions, such as public or private offerings of common stock or convertible securities;
- our equity incentive plans;
- strategic investments and transactions; and
- other corporate purposes that have not yet been identified.

We do not currently have any plans, understandings, arrangements, commitments or agreements, written or oral, to issue any of the proposed additional authorized shares of common stock. However, we desire to have the shares available to provide additional flexibility to act upon financing transactions to strengthen our financial position and/or engage in strategic activities without using cash. The failure to approve this proposal may prevent us from pursuing effective strategies to access capital in the public and private markets

If Proposal 1 is not approved by the requisite vote of our stockholders, our ability to raise capital through future equity offerings would be limited to 1,949,319 shares of common stock, which include, as of October 15, 2026, shares of common stock that are not reserved under options, restricted stock units, equity compensation plans and pursuant to obligations to third parties.

Background of Proposal 1 and Status of Prior Increase in Authorized Shares. In 1999, the Company filed Articles of Amendment that purported to increase the total number of authorized shares from 5,000,000 to 15,000,000 and to change the par value from \$10.00 to \$1.00 per share. That amendment stated that it was approved by a majority of the entire Board, without action by the stockholders, as a change purportedly authorized to be made without stockholder approval under Sections 2-105(a)(12) and 2-605 of the Maryland General Corporation Law (the “MGCL”).

The Company has concluded that the 1999 increase in authorized shares was not validly approved and did not become effective, for the following reasons. Under the MGCL, a Maryland corporation’s board of directors may amend the charter to increase the aggregate number of authorized shares without stockholder approval only if the charter contains a provision expressly granting the board that power. At the time of the 1999 amendment, the Articles of Incorporation did not contain any such provision. To the contrary, Article Seven then in effect expressly required the affirmative vote of not less than 80% of the outstanding shares entitled to vote to amend the Articles of Incorporation. Because the 1999 increase in authorized shares was effected solely by action of the Board and was not submitted to or approved by the stockholders at the 80% threshold (or any other threshold) then required by Article Seven, the Company believes that the purported increase in the number of authorized shares was not duly authorized and that the number of shares the Company is authorized to issue was not thereby increased. Following approval by the stockholders at a meeting held on October 8, 2003, Article Seven was amended to remove the 80% stockholder vote requirement for amendments to the Articles of Incorporation.

Accordingly, the Company is presenting Proposal 1 to obtain stockholder approval of an increase in the number of authorized shares of Common Stock to 15,000,000 shares in a manner that the Company believes conforms to the requirements of the MGCL and the Articles of Incorporation. If Proposal 1 is approved by the stockholders and the related Articles of Amendment are accepted for record by the SDAT, the Company's authority to issue 15,000,000 shares of Common Stock will be established by valid stockholder action, regardless of the status of the 1999 amendment. The par value of the Common Stock will be \$1.00 per share. Proposal 1 is intended to resolve any uncertainty arising from the 1999 amendment and to provide a clear and valid basis for the Company's authorized capital going forward. The Company is not aware of any challenge to the 1999 amendment, and the approval of Proposal 1 is not an admission of any kind; it is being presented out of an abundance of caution to confirm the Company's authorized share capital.

Effect. The additional authorized shares would be part of the existing class of Common Stock and would have the same rights and privileges as the shares of Common Stock currently outstanding. The increase will not change the number of shares currently issued and outstanding or the rights of current holders, but future issuances of additional shares may have a dilutive effect on the earnings per share, book value per share, and voting power of existing holders. Holders of Common Stock have no preemptive rights to subscribe for additional shares under Article Ten of the Articles of Incorporation.

Resolution. RESOLVED, that Article Five of the Articles of Incorporation of the Company be, and it hereby is, amended to read in its entirety as follows:

“ARTICLE FIVE: The total number of shares of capital stock which the Company has authority to issue is fifteen million (15,000,000) shares of Common Stock, with a par value of One Dollar (\$1.00) per share. The aggregate par value of all authorized shares of stock having par value is Fifteen Million Dollars (\$15,000,000).”

**OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE PROPOSAL TO AMEND
OUR ARTICLES OF INCORPORATION TO INCREASE THE NUMBER OF AUTHORIZED SHARES
OF OUR COMMON STOCK.**

Proposal 2 — Amendment to Authorize the Board to Classify or Reclassify Unissued Stock

Purpose. The Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend the Articles of Incorporation to add a provision, authorized by Section 2-105(a)(10) of the Maryland General Corporation Law (the “MGCL”), granting the Board the power to classify or reclassify any unissued shares of stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock. This authority — commonly referred to as “blank check” flexibility — would enable the Board to establish and issue one or more classes or series of stock, including preferred stock, with terms tailored to specific financing or strategic transactions as opportunities arise, without the delay and expense of convening a further meeting of stockholders to fix those terms.

Effect. If approved, the Board could, without further stockholder approval, classify or reclassify unissued shares and authorize the issuance of stock with rights and preferences that could be senior to the Common Stock as to dividends, liquidation, or voting, subject to the filing of articles supplementary with the SDAT before any such shares are issued. Such issuances could have a dilutive effect on existing holders of Common Stock and, under certain circumstances, could have the effect of discouraging or making more difficult a change of control of the Company. The Board is not proposing this amendment as an anti-takeover measure and is not aware of any pending or contemplated effort to acquire control of the Company.

Resolution. RESOLVED, that the Articles of Incorporation of the Company be, and they hereby are, amended to add a new Article providing that the Board of Directors, to the fullest extent permitted by Section 2-105(a)(10) of the MGCL, may classify or reclassify any unissued shares of stock, from time to time, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such shares, and may cause the Company to issue such classified or reclassified shares, subject to the filing of articles supplementary as required by the MGCL.

Vote Required. The affirmative vote of the holders of two-thirds of all the votes entitled to be cast on the proposal.

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” PROPOSAL 2.

Proposal 3 — Amendment to Reduce the Stockholder Vote Required to Amend the Articles of Incorporation

Purpose. Under Maryland law, unless a corporation’s articles of incorporation require a higher or lower proportion, amendments to articles of incorporation require the approval of 66 2/3% of outstanding shares. Currently, the Company’s Articles of Incorporation (“Articles”) require the approval of Stockholders owning 66 2/3% of the total outstanding shares of Common Stock to effect an amendment.

For the reasons stated herein, The Board has determined that it is advisable and in the best interests of the Company and its stockholders to amend the Articles of Incorporation to reduce the stockholder vote required to approve future amendments to the charter from two-thirds of all votes entitled to be cast to a majority of all votes entitled to be cast. Under Section 2-604(f) of the MGCL, a charter amendment requires the affirmative vote of two-thirds of all votes entitled to be cast unless the charter provides for approval by a lesser proportion, which may not be less than a majority of all votes entitled to be cast. The purpose of this amendment is to give the Company greater flexibility and to reduce the cost and delay of obtaining stockholder approval for future charter amendments.

Effect. If approved, future amendments to the Articles of Incorporation (other than those the Board is authorized to make without stockholder action) would require the affirmative vote of a majority, rather than two-thirds, of all votes entitled to be cast on the matter. A majority of all votes entitled to be cast is the lowest threshold permitted by Maryland law for charter amendments and may not be reduced further. Stockholders should note that a lower threshold makes future charter amendments easier to approve, which reduces the protection that a supermajority requirement affords against changes a minority of stockholders may oppose. This amendment does not affect any vote requirement that Maryland law does not permit to be reduced, including the two-thirds vote required to remove a director under the provisions of Subtitle 8 of Title 3 of the MGCL to which the Company is subject. This amendment does not change the 80% supermajority vote that Article Seven of the charter requires for the approval or authorization of certain fundamental transactions — namely, a consolidation of the Company, a merger of the Company with or into another corporation, a sale, lease, exchange, or other transfer of all or substantially all of the Company’s property and assets, a statutory share exchange in which the Company’s stock is to be acquired, and the voluntary liquidation, dissolution, or winding up of the Company. Each of those transactions will continue to require the affirmative vote of not less than 80% of the outstanding shares of stock entitled to vote, although Article Seven, like other provisions of the charter, could be amended in the future by a majority of all votes entitled to be cast if this proposal is approved.

Resolution. RESOLVED, that the Articles of Incorporation of the Company be, and they hereby are, amended to add a new Article providing as follows:

“Notwithstanding any provision of law requiring a greater proportion of votes, and to the fullest extent permitted by Section 2-604 of the Maryland General Corporation Law, any amendment to the charter of the Company that is declared advisable by the Board of Directors shall be effective and valid if approved by the affirmative vote of the holders of a majority of all the votes entitled to be cast on the matter.”

Vote Required. The affirmative vote of the holders of two-thirds of all the votes entitled to be cast on the proposal. This proposal, because it is itself a charter amendment, must be approved at the two-thirds threshold currently in effect; if approved, the reduced majority threshold would apply to future charter amendments.

OUR BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” PROPOSAL 3.

Proposal 4 — Adjournment of the Special Meeting

Purpose. The Board is submitting a proposal to permit the Company to adjourn the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the Special Meeting to approve Proposal 1, Proposal 2, or Proposal 3, or if a quorum is not present. Adjournment proposals of this kind are a standard feature of special meetings called to approve charter amendments.

Effect. If this proposal is approved, the chair of the Special Meeting could adjourn the meeting to a later date to allow additional time to solicit votes in favor of the other proposals. If the Special Meeting is adjourned to a date not more than 120 days after the original record date, the adjourned meeting may be held without setting a new record date, subject to the notice and record-date requirements of the Company’s bylaws and the MGCL.

Resolution. RESOLVED, that the Special Meeting be adjourned to a later date or dates, if necessary or appropriate, to permit further solicitation of proxies if there are insufficient votes at the time of the Special Meeting to approve one or more of the foregoing proposals.

Vote Required. The affirmative vote of a majority of the votes cast on the proposal, or such other vote as the Company’s bylaws may require. Approval of the adjournment proposal is not required by Maryland law and is being sought as a matter of good corporate practice.

Board Recommendation. The Board recommends a vote **FOR** Proposal 4.

THE BOARD RECOMMENDS THAT STOCKHOLDERS VOTE “FOR” THE ADJOURNMENT PROPOSAL.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information relating to the beneficial ownership of our common stock as of October 15, 2026 (unless otherwise specified), by:

- each person known by us to beneficially own more than 5% of our outstanding shares of common stock;
- each of our directors;
- each of our named executive officers; and
- all directors and executive officers as a group.

The percentage of shares beneficially owned is computed on the basis of 2,934,863 shares of our common stock outstanding as of October 15, 2026. The number of shares beneficially owned by each stockholder is determined under rules issued by the SEC and includes voting or investment power with respect to securities. Under these rules, beneficial ownership includes any shares as to which the individual or entity has sole or shared voting power or investment power. In computing the number of shares beneficially owned by an individual or entity and the percentage ownership of that person, shares of common stock subject to options or other rights held by such person that are currently exercisable or will become exercisable within 60 days of October 15, 2026 are considered outstanding, although these shares are not considered outstanding for purposes of computing the percentage ownership of any other person. Unless otherwise indicated, the address of all listed stockholders is c/o Glen Burnie Bancorp, 101 Crain Highway, S.E., Glen Burnie, Maryland 21061. Each of the stockholders listed has sole voting and investment power with respect to the shares beneficially owned by the stockholder unless noted otherwise, subject to community property laws where applicable.

Name	Relationship to Company	Amount and Nature of Beneficial Ownership ¹	Percent of Class
Joseph G. Baldwin	Chairman of the Board	4,012	0.14%
Todd Capitani	EVP, CFO and Treasurer	12,130 ²	0.41%
Andrew Cooch	Director	1,050	0.04%
John E. Demyan	Director, Chairman Emeritus	285,592 ³	9.73%
Mark C. Hanna	Director, President & CEO	23,908 ⁴	0.81%
Stanford Hess	Director	2,000	0.07%
Frederick W. Kuethe III	Director	38,903 ⁵	1.33%
Felton Magee, Jr.	Director	1,100	0.04%
Julie Mussog	Director	1,000	0.03%

GLEN BURNIE BANCORP

Joan Rumenap	Director	51,628	1.77%
Jonathan Shearin	SVP, Chief Lending Officer of Bank	8,056 ⁶	0.27%
Donna Smith	EVP, Chief Operating Officer of Bank	3,240 ⁷	0.11%
John Stamato	Director	2,113	0.07%
Jeffrey Welch	EVP, Chief Credit Officer of Bank	7,055 ⁸	0.24%
	Greater than 5% Shareholder	286,000	9.74%
AllianceBernstein, L.P.			
All Directors and Officers		441,787⁹	15.06%

¹ Rounded to the nearest whole share. For purposes of this table, a person is deemed to be the beneficial owner of any shares of Common Stock if he or she has or shares voting or investment power with respect to such Common Stock or has a right to acquire beneficial ownership at any time within 60 days from the Record Date. As used herein, “voting power” is the power to vote or direct the voting of shares and “investment power” is the power to dispose or direct the disposition of shares. Except as otherwise noted, ownership is direct, and the named individuals or group exercise sole voting and investment power over the shares of the Common Stock.

² Includes 7,830 unvested Restricted Stock Awards granted to Mr. Capitani under the 2019 Equity Incentive Plan.

³ Includes 284,216 shares held by Mr. Demyan individually and 1,376 shares held by Mrs. Demyan.

⁴ Includes 7,338 unvested Restricted Stock Awards granted to Mr. Hanna under the 2019 Equity Incentive Plan.

⁵ Includes 38,036 shares as to which Mr. Kuethe shares voting and investment power and 867 shares held by Mrs. Kuethe.

⁶ Includes 4,955 unvested Restricted Stock Awards granted to Mr. Shearin under the 2019 Equity Incentive Plan.

⁷ Includes 2,430 unvested Restricted Stock Awards granted to Ms. Smith under the 2019 Equity Incentive Plan.

⁸ Includes 4,916 unvested Restricted Stock Awards granted to Mr. Welch under the 2019 Equity Incentive Plan.

⁹ Includes 27,469 unvested Restricted Stock Awards granted under the 2019 Equity Incentive Plan.

STOCKHOLDERS SHARING THE SAME ADDRESS

Some banks, brokers and other nominee record holders may be participating in the practice of “householding” proxy statements. This means that only one copy of this proxy statement may have been sent to multiple stockholders in your household. We will promptly deliver a separate copy of the proxy statement to you if you contact us at the following address or telephone number: Glen Burnie Bancorp, 101 Crain Highway, S.E., Glen Burnie, Maryland 21061, Attn: Corporate Secretary, (410) 766-3300. If you want to receive separate copies of the proxy statement in the future, or if you are receiving multiple copies and would like to receive only one copy for your household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address or telephone number.

OTHER MATTERS

No business will be presented for consideration at the Special Meeting other than that described above.

APPENDIX A
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
GLEN BURNIE BANCORP

(Pursuant to Sections 2-604 and 2-607 of the
Maryland General Corporation Law)

Glen Burnie Bancorp (the “Company”), a corporation organized and existing under and by virtue of the Maryland General Corporation Law, does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Company setting forth a proposed amendment to the Articles of Incorporation of the Company and declaring said amendment to be advisable. The stockholders of the Company duly approved said proposed amendment in accordance with the Maryland General Corporation Law. The resolution setting forth the amendment is as follows:

FIRST: The charter of the Company (the “Charter”) is hereby amended by striking out Article Five in its entirety and substituting in lieu thereof the following:

“ARTICLE FIVE: The total number of shares of capital stock which the Company has authority to issue is fifteen million (15,000,000) shares of Common Stock, with a par value of One Dollar (\$1.00) per share. The aggregate par value of all authorized shares of stock having par value is Fifteen Million Dollars (\$15,000,000).”

SECOND: The Charter is hereby further amended by adding the following Article:

“ARTICLE TWELVE: The Board of Directors, to the fullest extent permitted by Section 2-105(a)(10) of the Maryland General Corporation Law, may classify or reclassify any unissued shares of stock, from time to time, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such shares, and may cause the Company to issue such classified or reclassified shares, subject to the filing of articles supplementary as required by the Maryland General Corporation Law.”

THIRD: The Charter is hereby further amended by adding the following Article:

“ARTICLE THIRTEEN: Notwithstanding any provision of law requiring a greater proportion of votes, and to the fullest extent permitted by Section 2-604 of the Maryland General Corporation Law, any amendment to the Charter of the Company that is declared advisable by the Board of Directors shall be effective and valid if approved by the affirmative vote of the holders of a majority of all the votes entitled to be cast on the matter.”

FOURTH: The amendments to the Charter set forth above were duly advised by the Board of Directors of the Company and approved by the stockholders of the Company as required by law. The amendments were declared advisable by the Board of Directors at a meeting duly held on October 15, 2026, and were approved by the affirmative vote of the holders of not less than two-thirds of all the votes entitled to be cast on each amendment at a special meeting of the stockholders of the Company duly called and held on December 9, 2026.

FIFTH: The amendment of the Charter effected by Article FIRST above increases the authorized stock of the Company. In accordance with Section 2-607(b)(1) of the Maryland General Corporation Law, the following information is provided:

(a) As of immediately before the amendment, the total number of shares of stock of all classes that the Company had authority to issue was 5,000,000 shares, all classified as Common Stock, par value \$1.00 per share, having an aggregate par value of \$5,000,000.

(b) As of immediately before the amendment, the number of shares of stock of each class was: Common Stock — 5,000,000 shares, par value \$1.00 per share.

GLEN BURNIE BANCORP

(c) As amended, the total number of shares of stock of all classes that the Company has authority to issue is 15,000,000 shares, all classified as Common Stock, par value \$1.00 per share, having an aggregate par value of \$15,000,000.

(d) As amended, the number of shares of stock of each class is: Common Stock — 15,000,000 shares, par value \$1.00 per share.

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment to be signed in its name and on its behalf by its Chief Executive Officer and attested to by its Secretary on this [__] day of [MONTH], [YEAR]. The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Company and, as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that, to the best of his or her knowledge, information, and belief, these matters and facts are true in all material respects, and that this statement is made under the penalties for perjury.

ATTEST: GLEN BURNIE BANCORP

Catherine M. Dombroski, Secretary

Mark C. Hanna, Chief Executive Officer

